

MGM MIRAGE
Form 8-K
February 27, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 20, 2004

MGM MIRAGE

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other

jurisdiction of incorporation)

0-16760
(Commission File Number)

88-0215232
(I.R.S. Employer

Identification No.)

3600 Las Vegas Boulevard South

Las Vegas, Nevada
(Address of Principal Executive Offices)

89109
(Zip Code)

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(702) 693-7120

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report.)

ITEM 5. OTHER EVENTS

On February 20, 2004, MGM MIRAGE, a Delaware corporation (the Company), entered into an Underwriting Agreement (the Underwriting Agreement), between the Company and certain of its subsidiaries (the Subsidiary Guarantors), on the one hand, and Merrill Lynch, Pierce, Fenner & Smith Incorporated for itself and as representative of the Underwriters named therein, on the other hand, regarding the sale by the Company and the purchase by such Underwriters of \$225,000,000 aggregate principal amount of the Company's 5.875% Senior Notes Due 2014 (the Notes). The Underwriting Agreement is filed as Exhibit 1 to this Current Report. The Notes are being issued pursuant to an Indenture (the Indenture), by and among the Company, as issuer, the Subsidiary Guarantors, as guarantors, and U.S. Bank National Association, as Trustee. The Indenture is filed as Exhibit 4.1 to this Current Report. The form of Global Note referenced in the Indenture is filed as Exhibit 4.2 to this Current Report.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) Not applicable.

(b) Not applicable.

(c) Exhibits.

The following Exhibits are filed herewith as part of this Current Report:

Exhibit No.	Description of Document
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1	Underwriting Agreement, dated February 20, 2004, by and between MGM MIRAGE and the Subsidiary Guarantors, on the one hand, and Merrill Lynch, Pierce, Fenner & Smith Incorporated for itself and as representative of the Underwriters named therein, on the other hand.
4.1	Indenture, by and among MGM MIRAGE, as issuer, the Subsidiary Guarantors, as guarantors, and U.S. Bank National Association, as trustee, dated as of February 27, 2004.
4.2	Form of Global Note.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

MGM MIRAGE

Date: February 26, 2004

By:

/s/ BRYAN WRIGHT

Bryan Wright

Vice President, Assistant General

Counsel and Assistant Secretary