

MGM MIRAGE
Form SC 14D9/A
September 06, 2007

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14D-9/A
SOLICITATION/ RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

MGM MIRAGE

(Name of Subject Company (Issuer))

MGM MIRAGE

(Names of Persons Filing Statement)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

552953101

(CUSIP Number of Class of Securities)

Copies to:

Gary N. Jacobs, Esq.

Executive Vice President and General Counsel

MGM MIRAGE

3600 Las Vegas Boulevard South

Las Vegas, Nevada 89109

(702) 693-7120

and

Janet S. McCloud, Esq.

Christensen, Glaser, Fink,

Jacobs, Weil & Shapiro, LLP

10250 Constellation Blvd., 19th Floor

Los Angeles, California 90067

(310) 553-3000

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

TABLE OF CONTENTS

Item 6. Interest in Securities of the Subject Company.

SIGNATURE

Table of Contents

This Amendment No.1 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed by MGM MIRAGE, a Delaware corporation (MGM MIRAGE), with the Securities and Exchange Commission (the SEC) on August 31, 2007 (the Schedule 14D-9) in response to the tender offer by Infinity World Investments LLC (the Purchaser), an indirect wholly owned subsidiary of Dubai World, a Dubai, United Arab Emirates government decree entity, as disclosed in a Tender Offer Statement on Schedule TO filed with the SEC by Dubai World, Infinity World (Cayman) L.P. and the Purchaser on August 24, 2007, to purchase up to 14.2 million shares of MGM MIRAGE s common stock, par value \$.01 per share (the Common Stock), at a purchase price of \$84 per share, in cash, on the terms and subject to the conditions set forth in the Offer to Purchase dated August 27, 2007 and the related Letter of Transmittal.

Except as otherwise noted, the information set forth in the Schedule 14D-9 remains unchanged.

Item 6. Interest in Securities of the Subject Company.

Securities Transactions. Appendix A to the Schedule 14D-9 is amended and supplemented by adding the following information regarding transactions in the Common Stock effected by Mr. Baldwin:

On August 30, 2007, Mr. Baldwin also sold 91,962 shares in the open market as follows: 4,400 shares at \$83.00 per share; 3,300 shares at \$83.01 per share; 900 shares at \$83.02 per share; 7,025 shares at \$83.03 per share; 2,900 shares at \$83.04 per share; 5,475 shares at \$83.05 per share; 4,762 shares at \$83.06 per share; 5,800 shares at \$83.07 per share; 2,600 shares at \$83.08 per share; 3,500 shares at \$83.09 per share; 17,700 shares at \$83.10 per share; 9,600 shares at \$83.11 per share; 8,600 shares at \$83.12 per share; 5,200 at \$83.13 per share; 2,800 shares at \$83.14 per share; 1,600 shares at \$83.15 per share; 1,100 shares at \$83.16 per share; 2,900 shares at \$83.17 per share; 100 shares at \$83.175 per share; and 1,700 shares at \$83.18 per share.

Table of Contents

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MGM MIRAGE

By: /s/ Bryan L. Wright
Name: Bryan L. Wright
Title: Senior Vice President Assistant
General Counsel & Assistant
Secretary

Dated: September 6, 2007