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METRO-GOLDWYN-MAYER INC

Form 8-K

February 15, 2002

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 15, 2002

METRO-GOLDWYN-MAYER INC.
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	1-13481 (Commission File Number)	95-4605850 (I.R.S. Employer Identification No.)
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2500 Broadway Street, Santa Monica, CA (Address of Principal Executive Offices)	90404 (Zip Code)
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(310) 449-3000

(Registrant's telephone number, including area code)

None

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

Item 5. Other Events

Attached hereto as Exhibit 5 is the opinion of Jay Rakow, Senior Executive Vice President and General Counsel of Metro-Goldwyn-Mayer Inc. with respect to the validity of the issuance of 364,287 shares of common stock sold pursuant to the Company's shelf Registration Statement on Form S-3 (File No. 333-82775) and the Company's prospectus supplement dated February 15, 2002.

Item 7. Exhibits

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|---|---|
| 5 | Opinion of Jay Rakow, Senior Executive Vice President and General Counsel |
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23.1 Consent of Jay Rakow, Senior Executive Vice President and General Counsel (set forth as part of Exhibit 5)

SIGNATURE

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

METRO-GOLDWYN-MAYER INC.

Date: February 15, 2002

By: /s/ WILLIAM A. JONES
Name: William A. Jones
Title: Senior Executive Vice President
and Secretary