

MGM MIRAGE
Form S-4/A
August 06, 2004

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As filed with the Securities and Exchange Commission on August 6, 2004

Registration No. 333-117559

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Amendment No. 1
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MGM MIRAGE

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation or organization)*

7990
*(Primary Standard Industrial
Classification Code Number)*

88-0215232
*(I.R.S. Employer
Identification No.)*

SUBSIDIARY GUARANTOR REGISTRANTS LISTED ON FOLLOWING PAGE

3600 Las Vegas Boulevard South

**Las Vegas, Nevada 89109
(702) 693-7120**

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

**Gary N. Jacobs, Esq.
3600 Las Vegas Boulevard South
Las Vegas, Nevada 89109
(702) 693-7120**

*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

Copies to:

**Janet S. McCloud, Esq.
Christensen, Miller, Fink, Jacobs,
Glaser, Weil & Shapiro, LLP
10250 Constellation Blvd., 19th Floor
Los Angeles, California 90067**

**Jonathan K. Layne, Esq.
Gibson, Dunn & Crutcher, LLP
2029 Century Park East
Los Angeles, California 90067**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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If any of the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(1)(2)
5.875% Senior Notes due 2014(3)	\$300,000,000	100%	\$300,000,000	\$38,010
Guarantees of Subsidiaries of 5.875% Senior Notes due 2014	\$300,000,000	N/A(4)	N/A(4)	N/A(4)

- (1) The registration fee has been calculated pursuant to Rule 457(a), Rule 457(f)(2) and Rule 457(n) under the Securities Act of 1933, as amended. The Proposed Maximum Aggregate Offering Price is estimated solely for the purpose of calculating the registration fee.
- (2) Paid with the initial filing of the Registration Statement.
- (3) The 5.875% Senior Notes due 2014 will be obligations of MGM MIRAGE.
- (4) No separate fee is payable pursuant to Rule 457(n). The guarantees are not traded separately.

The Registrants hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer
AC HOLDING CORP.	Nevada	7990	88-0220212
AC HOLDING CORP. II	Nevada	7990	88-0220229
THE APRIL COOK COMPANIES	Nevada	7990	88-0401505
BEAU RIVAGE DISTRIBUTION CORP.	Mississippi	7990	64-0898763
BEAU RIVAGE RESORTS, INC.	Mississippi	7990	88-0340296
BELLAGIO, LLC	Nevada	7990	94-3373852
BELLAGIO II, LLC	Nevada	7990	47-0880256
BOARDWALK CASINO, INC.	Nevada	7990	88-0304201
BUNGALOW, INC.	Mississippi	7990	64-0410882
COUNTRY STAR LAS VEGAS, LLC	Nevada	7990	88-0352410
DESTRON, INC.	Nevada	7990	88-0234293
EGARIM, INC.	Alabama	7990	88-0310857
GRAND LAUNDRY, INC.	Nevada	7990	88-0298834
LV CONCRETE CORP.	Nevada	7990	88-0337406
MAC, CORP.	New Jersey	7990	22-3424950
METROPOLITAN MARKETING, LLC	Nevada	7990	22-3756320
MGM GRAND ATLANTIC CITY, INC.	New Jersey	7990	88-0354792
MGM GRAND CONDOMINIUMS, LLC	Nevada	7990	55-0806676
MGM GRAND DETROIT, INC.	Delaware	7990	91-1829051
MGM GRAND HOTEL, LLC	Nevada	7990	94-3373856
MGM GRAND NEW YORK, LLC	Nevada	7990	03-0524149
MGM GRAND RESORTS, LLC	Nevada	7990	88-0491101
MGM MIRAGE ACQUISITION CO. #61	Nevada	7990	02-0726782
MGM MIRAGE ADVERTISING, INC.	Nevada	7990	88-0162200
MGM MIRAGE AVIATION CORP.	Nevada	7990	88-0173596
MGM MIRAGE CORPORATE SERVICES	Nevada	7990	88-0225681
MGM MIRAGE DESIGN GROUP	Nevada	7990	88-0406202
MGM MIRAGE DEVELOPMENT, INC.	Nevada	7990	88-0368826
MGM MIRAGE ENTERTAINMENT AND SPORTS	Nevada	7990	88-0245169
MGM MIRAGE INTERNATIONAL	Nevada	7990	86-0868640
MGM MIRAGE MANUFACTURING CORP.	Nevada	7990	88-0195439
MGM MIRAGE OPERATIONS, INC.	Nevada	7990	88-0471660
MGM MIRAGE RETAIL	Nevada	7990	88-0385232
MH, INC.	Nevada	7990	88-0245162
M.I.R. TRAVEL	Nevada	7990	88-0276369
THE MIRAGE CASINO-HOTEL	Nevada	7990	88-0224157
MIRAGE LAUNDRY SERVICES CORP.	Nevada	7990	88-0287118
MIRAGE LEASING CORP.	Nevada	7990	88-0424843
MIRAGE RESORTS, INCORPORATED	Nevada	7990	88-0058016
MMNY LAND COMPANY, INC.	New York	7990	33-1043606
MRGS CORP	Nevada	7990	88-0430015
NEW PRMA LAS VEGAS, INC.	Nevada	7990	88-0329896
NEW YORK NEW YORK HOTEL & CASINO, LLC	Nevada	7990	88-0430016
NEW YORK NEW YORK TOWER, LLC	Nevada	7990	84-1646058
THE PRIMADONNA COMPANY, LLC	Nevada	7990	88-0325842
PRMA, LLC	Nevada	7990	88-0430017
PRMA LAND DEVELOPMENT COMPANY	Nevada	7990	88-0325842
RESTAURANT VENTURES OF NEVADA, INC.	Nevada	7990	88-0376749
TREASURE ISLAND CORP.	Nevada	7990	88-0279092
VIDIAD	Nevada	7990	88-0428375

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED AUGUST 6, 2004

PROSPECTUS

MGM MIRAGE

Offer to Exchange \$300,000,000 in aggregate principal amount of its

**5.875% Senior Notes due 2014
for \$300,000,000 in aggregate principal amount
of its outstanding
5.875% Senior Notes due 2014**

Information about the exchange offer:

We are offering to exchange \$300,000,000 in aggregate principal amount of our outstanding 5.875% senior notes due 2014 and issued in a private placement on March 23, 2004 (old notes) under an indenture entered into by and among U.S. Bank National Association, as the trustee, and us on March 23, 2004, for our registered 5.875% senior notes due 2014 (new notes) and issued under an indenture entered into by and among U.S. Bank National Association, as the trustee, and us on February 27, 2004. The terms of the new notes are substantially identical to the terms of the old notes except that (1) the new notes are registered under the Securities Act of 1933 and, therefore, do not have transfer restrictions and (2) the new notes will be issued under the existing indenture dated February 27, 2004.

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2004, unless extended. The exchange offer is subject to customary conditions, including the condition that the exchange offer not violate any applicable law or any interpretation of applicable law by the staff of the SEC. Tenders of outstanding old notes may be withdrawn at any time before 5:00 p.m., New York City time, on the expiration date of the exchange offer. All outstanding old notes that are validly tendered prior to the expiration of the exchange offer and not validly withdrawn will be exchanged.

The exchange of old notes for new notes will not be a taxable exchange for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

All broker-dealers must comply with the registration and prospectus delivery requirements of the Securities Act. See Plan of Distribution.

Information about the new notes:

We will pay interest on the new notes semi-annually in cash in arrears on February 27 and August 27 of each year. You will receive interest on the new notes starting from the date interest was last paid on your old notes. If no interest was paid on your old notes, you will receive interest from February 27, 2004. If your old notes are exchanged for new notes, you will not receive any accrued interest on your old notes. The new notes will mature on February 27, 2014. We may redeem the new notes in whole or in part at any time prior to their maturity at a make whole premium.

The new notes and the corresponding guarantees will be general secured obligations of MGM MIRAGE and each guarantor, respectively, and will rank equally with or senior to all existing or future indebtedness of MGM MIRAGE and each guarantor, respectively.

The new notes will be secured with our other senior secured notes and certain of our other senior indebtedness by substantially all assets of MGM MIRAGE and the guarantors. Under certain circumstances, such senior secured notes, the new notes offered hereby and certain of our other senior indebtedness will cease to be secured.

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There is no established trading market for the new notes, and we do not intend to apply for listing of the new notes on any securities exchange.

For a discussion of factors that you should consider before you participate in the exchange offer and the new notes, see **Risk Factors** beginning on page 16 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities regulators has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

None of the Nevada Gaming Commission, the Nevada State Gaming Control Board, the New Jersey Casino Control Commission, the Michigan Gaming Control Board, the Mississippi Gaming Commission, the Illinois Gaming Board nor any other gaming authority has passed upon the accuracy or adequacy of this prospectus or the investment merits of the securities offered. Any representation to the contrary is unlawful. The Attorney General of the State of New York has not passed upon or endorsed the merits of this offering. Any representation to the contrary is unlawful.

The date of this prospectus is _____, 2004

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You should rely only on the information or representations incorporated by reference or provided in this prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You may obtain copies of the Registration Statement, or any document which we have filed as an exhibit to the Registration Statement or to any other SEC filing, either from the SEC or from the Secretary of the company as described under **Where You Can Find More Information**. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date printed on the front of this prospectus.

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Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended (the Securities Act). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. See Plan of Distribution.

WHERE YOU CAN FIND MORE INFORMATION

We and Mandalay Resort Group, with which we have entered into an agreement to acquire, file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy, at prescribed rates, any document we or Mandalay Resort Group have filed at the Commission's public reference room in Washington, D.C. Please call the Commission at 1-800-SEC-0330 (1-800-732-0330) for further information on the public reference rooms. The Commission also maintains a website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission (<http://www.sec.gov>). You also may read and copy reports and other information filed by us or Mandalay Resort Group at the office of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

We have filed a registration statement and related exhibits with the Commission under the Securities Act of 1933. The registration statement contains additional information about us and our securities. You may inspect the registration statement and its exhibits without charge at the office of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, and obtain copies, at prescribed rates, from the Commission.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The Commission allows us to incorporate by reference information filed with it, which means that we can disclose important information to you by referring you to the documents containing such information. The information incorporated by reference is an important part of this prospectus, and information filed later by us with the Commission will automatically update and supersede this information.

We incorporate by reference the documents listed below and any future filings made with the Commission by us or Mandalay Resort Group under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934:

MGM MIRAGE:

Our Annual Report on Form 10-K for the year ended December 31, 2003;

Our Current Reports on Form 8-K dated January 26, 2004, January 27, 2004, February 20, 2004, March 23, 2004, June 15, 2004, July 14, 2004, July 20, 2004, July 23, 2004, and July 27, 2004;

Our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004; and

Our Definitive Proxy Statement filed with the Commission on April 16, 2004.

MANDALAY RESORT GROUP:

Annual Report of Mandalay Resort Group on Form 10-K for the year ended January 31, 2004, and Amendments No. 1 and No. 2 thereto filed on Form 10-K/ A;

Quarterly Report of Mandalay Resort Group on Form 10-Q for the fiscal quarter ended April 30, 2004;

Current Reports of Mandalay Resort Group on Form 8-K dated April 5, 2004, June 11, 2004, June 14, 2004, June 15, 2004, June 22, 2004, July 26, 2004, and August 2, 2004; and

Definitive Proxy Statement of Mandalay Resort Group filed with the Commission on May 26, 2004, as revised by the Definitive Revised Proxy Statement of Mandalay Resort Group filed with the Commission on June 2, 2004.

All documents and reports filed by us or by Mandalay Resort Group pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 after the date of this prospectus and on or prior to the termination of the exchange offer are deemed to be incorporated by reference in this prospectus from the date of filing of such documents or reports, except as to any portion of any future annual or quarterly reports or proxy statements which is not deemed to be filed under those sections. Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that any statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

Any person receiving a copy of this prospectus may obtain, without charge, upon written or oral request, a copy of any of the documents incorporated by reference except for the exhibits to such documents (other than the exhibits expressly incorporated in such documents by reference). Requests should be directed to: Gary N. Jacobs, Executive Vice President, General Counsel and Secretary, MGM MIRAGE, 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109; telephone number: (702) 693-7120. A copy will be provided by first class mail or other equally prompt means within one business day after receipt of your request. **To obtain timely delivery of any of this information, you must make your request at least five business days prior to the expiration of the exchange offer. The date by which you must make your request is** , 2004.

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This summary is not complete and may not contain all of the information that may be important to you. You should read the entire prospectus carefully, including the financial data and related notes, as well as the documents incorporated by reference, for a more complete understanding of this exchange offer and the new notes. In this prospectus, except where the context otherwise requires, we will collectively refer to MGM MIRAGE (formerly known as MGM Grand, Inc.) and its direct and indirect subsidiaries as MGM MIRAGE, we, our and us.

MGM MIRAGE

We are one of the largest gaming companies in the world. We own what we believe to be the world's finest collection of casino resorts. We own and operate Bellagio, MGM Grand, The Mirage, Treasure Island (TI) and New York-New York Hotel and Casino, and we own a 50% interest in the joint venture that owns and operates the Monte Carlo Resort & Casino, six of the most prominent casino resorts on the Las Vegas Strip. We also own and operate Whiskey Pete's, Buffalo Bill's and the Primm Valley Resort, located in Primm, Nevada, Beau Rivage, a beachfront resort located in Biloxi, Mississippi, and the Boardwalk Hotel and Casino on the Las Vegas Strip. We also own and operate the MGM Grand Detroit casino in Detroit, Michigan. We are also a 50% owner of Borgata, a destination casino resort on Renaissance Pointe in Atlantic City, New Jersey that opened on July 3, 2003.

Our principal executive office is located at 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109. Our telephone number is (702) 693-7120.

Operating Casino Resorts

We have provided below certain information about our casino resorts as of June 30, 2004. Except as otherwise indicated, we wholly own and operate the following resorts:

Name and Location	Number of Rooms/Suites	Approximate Casino Square Footage	Slots(1)	Gaming Tables(2)
<i>Las Vegas Strip, Nevada</i>				
Bellagio	3,005	155,000	2,454	143
MGM Grand	5,035	171,500	2,765	160
The Mirage	3,044	107,200	2,294	116
TI	2,885	83,800	1,821	72
New York-New York	2,024	84,000	1,955	80
Monte Carlo(3)	3,002	102,000	1,871	74
Boardwalk	654	32,000	539	23
Subtotal	19,649	735,500	13,699	668
<i>Primm, Nevada</i>				
Buffalo Bill's Resort & Casino	1,240	62,100	1,242	34
Primm Valley Resort & Casino	625	38,000	1,090	34
Whiskey Pete's Hotel & Casino	777	36,400	1,046	26
Primm Center	N/A	350	7	N/A
<i>Detroit, Michigan</i>				
MGM Grand Detroit	N/A	75,000	2,694	80
<i>Biloxi, Mississippi</i>				
Beau Rivage	1,740	80,000	2,234	91

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Name and Location	Number of Rooms/Suites	Approximate Casino Square Footage	Slots(1)	Gaming Tables(2)
<i>Atlantic City, New Jersey</i>				
Borgata(4)	2,002	124,000	3,578	129
Total	26,033	1,151,350	25,590	1,062

- (1) Includes slot machines and other coin-operated gaming devices.
- (2) Includes blackjack (21), baccarat, craps, roulette, pai gow, pai gow poker, Caribbean stud poker, and other table games.
- (3) Owned and operated by a 50-50 joint venture with Mandalay Resort Group.
- (4) Owned and operated by a 50-50 limited liability company with Boyd Gaming Corporation. Borgata opened on July 3, 2003.

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The Exchange Offer

We sold \$300.0 million of our 5.875% senior notes due 2014 to certain initial purchasers on March 23, 2004. The initial purchasers resold those notes in reliance on Rule 144A and Regulation S under the Securities Act of 1933.

We entered into a registration rights agreement with the initial purchasers on March 23, 2004 in which we agreed, among other things, to:

file a registration statement with the SEC relating to the exchange offer on or before August 5, 2004;

deliver to you this prospectus;

use our best efforts to cause the registration statement, which includes this prospectus, to become effective on or before September 19, 2004; and

complete the exchange offer within 30 business days after the registration statement becomes effective.

You are entitled to exchange your old notes for new registered 5.875% senior notes due 2014 with substantially identical terms as the old notes, except that (1) the new notes are registered under the Securities Act of 1933 and, therefore, do not have transfer restrictions and (2) the new notes will be issued under the existing indenture dated February 27, 2004. If we do not complete the exchange offer on or before October 19, 2004, the interest rate on your old notes will be increased. You should read the discussion under the heading **The Exchange Offer Purpose and Effect; Registration Rights and Description of the New Notes** for further information regarding the new notes that we are offering in exchange for your old notes.

We believe that you may resell the new notes issued in the exchange offer without compliance with the registration and prospectus delivery provisions of the Securities Act, subject to the conditions described under **The Exchange Offer**. You should read that section for further information regarding the exchange offer. In addition, you should refer to **Certain United States Federal Income Tax Considerations** on page 75 for a discussion on certain tax considerations related to the exchange offer.

Recent Developments

On June 16, 2004, we announced that we had entered into a definitive merger agreement with Mandalay Resort Group (Mandalay) under which we will acquire Mandalay for \$71.00 in cash for each share of common stock of Mandalay. Mandalay owns and operates eleven properties in Nevada, including Mandalay Bay, Luxor, Excalibur, Circus Circus, and Slots-A-Fun in Las Vegas, Circus Circus-Reno in Reno, Colorado Belle and Edgewater in Laughlin, Gold Strike and Nevada Landing in Jean, and Railroad Pass in Henderson. Mandalay also owns and operates Gold Strike, a hotel/casino in Tunica County, Mississippi. In addition, Mandalay owns a 50% interest in Silver Legacy in Reno, a 50% interest in Monte Carlo in Las Vegas, a 50% interest in Grand Victoria, a riverboat in Elgin, Illinois, and a 53.5% interest in MotorCity in Detroit, Michigan. The total value of the acquisition is approximately \$8.2 billion, including equity value of approximately \$4.8 billion, convertible debentures with a redemption value of approximately \$574 million, the assumption or repayment of other outstanding Mandalay debt with a fair value of approximately \$2.7 billion as of March 31, 2004, and \$100 million of estimated transaction costs. The transaction is structured as a merger of one of our wholly-owned subsidiaries with and into Mandalay and is subject to the approval of Mandalay stockholders as well as regulatory and other customary conditions. The transaction will be accounted for as a purchase and is anticipated to close during the first quarter of 2005. As a result of the merger, Mandalay will become our wholly owned subsidiary. The foregoing description is not a description of all of the material terms of the transaction and is, therefore, qualified by reference to the merger agreement.

On June 21, 2004, we announced that we entered into a joint venture agreement with Pansy Ho Chiu-king to develop, build and operate a major hotel-casino resort in Macau S.A.R. The facility, which will use the MGM Grand name, will be 50/50 owned and jointly operated by the two shareholders. We anticipate that the resort will be located on a prime waterfront site. The agreement is subject to, among other things, the

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approval of the government of Macau S.A.R., and other regulatory approvals, as well as the entry into a subconcession agreement with Sociedade de Jogos de Macau (SJM), the holder of the concession.

On July 14, 2004, we announced that our Board of Directors approved a new stock repurchase program authorizing us to purchase up to 10 million shares of our common stock. We also announced that we repurchased approximately 5 million shares during the quarter ended June 30, 2004, thereby substantially completing the previous stock repurchase program approved in November 2003.

On July 23, 2004, we announced that we completed the previously announced sale of the subsidiaries that own and operate MGM Grand Australia for approximately A\$195 million (approximately \$140 million) plus certain working capital adjustments. As a result of this transaction, we expect to report an after-tax gain from discontinued operations of approximately \$50 million in the third quarter of 2004.

In August 2004, the Michigan state legislature approved an increase to the gaming tax rate in Michigan from 18% to 24%, effective September 1, 2004, provided that once our subsidiary begins operation of the permanent casino complex the rate will be reduced to 19%, and if our subsidiary does not complete a permanent casino complex by July 2009, the rate will increase on a graduated basis to 27%. Taxable gaming revenues for MGM Grand Detroit were approximately \$403 million for the year ended December 31, 2003 and approximately \$225 million for the six months ended June 30, 2004.

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Summary of the Terms of the Exchange Offer

The following is a brief summary of some of the terms of the exchange. For a more complete description of the terms of the exchange offer, see Exchange Offer in this prospectus.

Exchange Offer	<p>\$1,000 principal amount of registered 5.875% senior notes due 2014 in exchange for each \$1,000 principal amount of 5.875% senior notes due 2014 issued in a private placement on March 23, 2004. As of the date hereof, old notes representing \$300.0 million aggregate principal amount are outstanding. The terms of the new notes and the old notes are substantially identical, except:</p> <p>the new notes will be registered under the Securities Act;</p> <p>upon expiration of the exchange offer, your rights under the registration rights agreement pertaining to the old notes will terminate, except under limited circumstances; and</p> <p>the new notes will be issued under an existing indenture dated February 27, 2004.</p>
Expiration Date	<p>You have until 5:00 p.m., New York City time, on _____, 2004 to validly tender your old notes if you want to exchange your old notes for new notes. We may extend that date under certain conditions.</p>
Withdrawal	<p>The tender of the old notes pursuant to the exchange offer may be withdrawn at any time prior to the expiration date. Any old notes not accepted for exchange for any reason will be returned without expense as soon as practicable after the expiration or termination of the exchange offer.</p>
Interest	<p>You will receive interest on the new notes starting from the date interest was last paid on your old notes. If no interest was paid on your old notes, you will receive interest on the new notes from February 27, 2004. If your old notes are exchanged for new notes, you will not receive any accrued interest on your old notes.</p>
Conditions of the Exchange Offer; Extensions; Amendments	<p>The exchange offer is subject to customary conditions, including the condition that the exchange offer not violate applicable law or any applicable interpretation of the staff. See Exchange Offer Conditions of Exchange Offer.</p> <p>The exchange offer is not conditioned on any minimum aggregate principal amount of old notes being tendered in the exchange offer.</p> <p>If we materially amend the exchange offer, we will notify you.</p> <p>We may also delay or extend the exchange offer and, if the conditions to the exchange offer are not met, we may terminate the exchange offer. We will notify you of any delay, extension or termination of the exchange offer.</p> <p>Under certain circumstances specified in the registration rights agreement, we may be required to file a shelf registration statement for the old notes for a continuous offering under Rule 415 under the Securities Act.</p>

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Procedures for Tendering Old Notes;
Special Procedures for Beneficial
Owners

If you want to participate in the exchange offer, you must transmit a properly completed and signed letter of transmittal, and all other documents required by the letter of transmittal, to the exchange agent. Please send these materials to the exchange agent at the address set forth in the accompanying letter of transmittal prior to 5:00 p.m., New York City time, on the expiration date. You must also send one of the following:

certificates for your old notes;

a timely confirmation of book-entry transfer of your old notes into the exchange agent's account at The Depository Trust Company; or

the items required by the guaranteed delivery procedures described below.

If you are a beneficial owner of your old notes, and your old notes are registered in the name of a nominee, such as a broker, dealer, commercial bank or trust company, and you wish to tender your old notes in the exchange offer, you should instruct your nominee to promptly tender the old note