

MGM MIRAGE
Form SC TO-I/A
September 19, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Amendment No. 1
to
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
MGM MIRAGE
(Name of Subject Company (Issuer))
MGM MIRAGE
(Name of Filing Persons (Offeror))
Options and Stock Appreciation Rights to Purchase Common Stock, par value \$0.01 per share
(Title of Class of Securities)
552953101
(CUSIP Number of Class of Underlying Stock)
Gary N. Jacobs, Esq.
MGM MIRAGE
3600 Las Vegas Boulevard South
Las Vegas, Nevada 89109
Telephone: (702) 693-7120
Copy to:
Janet S. McCloud
Christensen, Glaser, Fink, Jacobs, Weil & Shapiro, LLP
10250 Constellation Boulevard, 19th Floor
Los Angeles, California 90067
Telephone: (310) 553-3000
(Name, address, and telephone numbers of person authorized
to receive notices and communications on behalf of filing persons)
Calculation of Filing Fee

Transaction valuation *
\$25,947,668

Amount of filing fee**
\$1,019.74

* Estimated solely
for the purposes
of calculating
the Amount of
Filing Fee. The
calculation of
the Transaction
Valuation
assumes that all
options and
stock
appreciation
rights that are
eligible to

participate in this offer will be exchanged. These options and stock appreciation rights have an aggregate value of \$25,947,668 as of September 4, 2008, calculated based on a modified Black-Scholes option pricing model.

** The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$39.30 per million dollars of value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,019.74

Filing Party: MGM MIRAGE

Form or Registration No.: Schedule TO

Date Filed: September 8, 2008

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 8, 2008 by MGM MIRAGE (the Schedule TO). The Schedule TO, as amended by the this Amendment, relates to the offer to exchange certain stock options to purchase shares of MGM MIRAGE common stock, par value \$0.01 per share, and stock appreciation rights that are settled in shares of MGM MIRAGE common stock for restricted stock units that provide a right to receive shares of MGM MIRAGE common stock upon the terms and subject to the conditions set forth in the Offer to Exchange dated September 8, 2008, previously filed as Exhibit (a)(1)(i) to the Schedule TO, and the related election form, the amended form of which is being filed as Exhibit (a)(1)(ii) to this Amendment.

The Schedule TO is amended and supplemented by this Amendment by replacing Exhibit (a)(1)(ii) with an amended form of election form. The individual election forms previously sent to eligible employees will be deemed to be amended as set forth in this Amendment. Only those items amended are reported herein. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 12. Exhibits.

Item 12 is hereby amended and supplemented by filing the following exhibit:
(a)(1)(ii) Amended Form of Election Form

SIGNATURES

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.

Dated: September 19, 2008

MGM MIRAGE,
a Delaware corporation

By: /s/ John McManus

Name: **John McManus**
Title: **Senior Vice President, Assistant
General Counsel and Assistant
Secretary**

EXHIBIT INDEX

Exhibit	Description	
(a)(1)(ii)	Amended Form of Election Form.	4