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SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

NEVADA

SOLE VOTING POWER

7

NUMBER OF

194,992,644

SHARES

BENEFICIALLY

8

SHARED VOTING POWER

OWNED BY

19,758,648

EACH

9

SOLE DISPOSITIVE POWER

REPORTING

194,992,644

PERSON

WITH

10

SHARED DISPOSITIVE POWER

19,758,648

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

194,992,644

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

81.5%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 591610100

13D

Page 3 of 7

NAME OF REPORTING PERSON

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

KIRK KERKORIAN

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

-----  
SEC USE ONLY

3

-----  
SOURCE OF FUNDS

4

N/A

-----  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

5

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.A.

-----  
SOLE VOTING POWER

7

NUMBER OF

194,992,644

SHARES

-----  
SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

0

EACH

-----  
SOLE DISPOSITIVE POWER

9

REPORTING

194,992,644

PERSON

-----  
SHARED DISPOSITIVE POWER

WITH

10

0

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

194,992,644

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

81.5%

-----  
TYPE OF REPORTING PERSON

14

IN

-----  
CUSIP No. 591610100 13D

Page 4 of 7

-----  
NAME OF REPORTING PERSON

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1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

250 RODEO, INC.

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

-----  
SEC USE ONLY

3

-----  
SOURCE OF FUNDS

4

N/A

-----  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

5

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

19,758,648

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

19,758,648

10

SHARED DISPOSITIVE POWER

-0-

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

19,758,648

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.3%

-----  
TYPE OF REPORTING PERSON

14

CO

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This Amendment No. 12 amends and supplements the Statement on Schedule 13D filed on November 18, 1997, as amended on November 26, 1997, on July 27, 1998, on August 19, 1998, on September 2, 1998, on October 26, 1998, on November 20, 1998, on February 4, 1999, on May 4, 1999, on October 18, 1999, on November 10, 1999, and on February 6, 2001 (as so amended, the "Schedule 13D"), relating to the common stock, \$.01 par value per share (the "Common Stock"), of Metro-Goldwyn-Mayer Inc., a Delaware corporation (the "Company"), previously filed by Tracinda Corporation, a Nevada corporation ("Tracinda"), 250 Rodeo, Inc., a Delaware corporation ("250 Rodeo" and, collectively with Tracinda, the "Tracinda Entities"), and Mr. Kirk Kerkorian. Capitalized terms used herein and not otherwise defined in this Amendment No. 12 shall have the meanings set forth in the Schedule 13D.

1. Item 3 of the Schedule 13D is hereby amended to add the following information:

Tracinda will acquire 15,715,667 shares of Common Stock upon the conversion, on a one to one basis, of 15,715,667 shares of the Company's Series B Preferred Stock, par value \$.01 per share (the "Preferred Stock").

2. Item 4 of the Schedule 13D is hereby amended to add the following information:

The additional information provided in response to Item 5 in this Amendment No. 12 is incorporated herein by reference.

The 15,715,667 shares of Common Stock are being acquired for investment purposes.

3. Item 5 of the Schedule 13D is hereby amended to add to each of the indicated subsections the following information:

(a) Tracinda and Mr. Kerkorian are the beneficial owners of 194,992,644 shares of Common Stock (including the shares held by 250 Rodeo), or approximately 81.5% of the Common Stock outstanding after giving effect to Tracinda's conversion of Preferred Stock as described in Item 5(c) below.

(b) Mr. Kerkorian has sole voting and investment power with respect to 194,992,644 shares of Common Stock.

(c) On May 2, 2001, the Company's stockholders approved the conversion by Tracinda, on a one to one basis, of 15,715,667 shares of the Preferred Stock into shares of Common Stock. Thereupon, Tracinda exercised its right to convert the Preferred Stock into 15,715,667 shares of Common Stock on May 2, 2001.

4. Item 6 of the Schedule 13D is hereby amended to add the following information:

The additional information provided in response to Item 5 in this Amendment No. 12 is incorporated herein by reference.

5. Except as specifically provided herein, this Amendment No. 12 does not modify any of the information previously reported on the Schedule 13D.

### SIGNATURE

After reasonable 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.

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Dated: May 2, 2001

TRACINDA CORPORATION,  
a Nevada corporation

By: /s/ Anthony L. Mandekic  
-----

Name: Anthony L. Mandekic  
Title: Secretary/Treasurer

KIRK KERKORIAN

By: /s/ Anthony L. Mandekic  
-----

Name: Anthony L. Mandekic  
Title: Attorney-in-Fact\*

250 RODEO, INC.,  
a Delaware corporation

By: /s/ Anthony L. Mandekic  
-----

Name: Anthony L. Mandekic  
Title: Secretary/Treasurer

\* Power of Attorney previously filed as Exhibit 7.10 to the Schedule 13D.