

MGM MIRAGE  
Form SC TO-I/A  
October 07, 2008

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Amendment No. 2**  
**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, 19<sup>th</sup> 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:



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Items 1, 4 and 11. Summary Term Sheet, Terms of the Transaction and Additional Information.

Item 12. Exhibits.

SIGNATURES

EXHIBIT INDEX

EXHIBIT 99.(a)(1)(iv)

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This Amendment No. 2 (this Amendment No. 2 ) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 8, 2008 and previously amended on September 19, 2008 by MGM MIRAGE (as previously amended, the Schedule TO ). The Schedule TO, as amended by this Amendment No. 2, relates to the offer to exchange certain stock options to purchase shares of MGM MIRAGE common stock, par value \$0.01 per share (the Common Stock ), and stock appreciation rights that are settled in shares of the Common Stock, granted under the MGM MIRAGE 2005 Omnibus Incentive Plan for restricted stock units that provide a right to receive shares of the 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 previously filed as Exhibit (a)(1)(ii) to the Schedule TO.

The Schedule TO is amended and supplemented by this Amendment No. 2 by adding the information contained herein. Only those items amended are reported herein. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO.

**Items 1, 4 and 11. Summary Term Sheet, Terms of the Transaction and Additional Information.**

This Amendment No. 2 amends and supplements the disclosure in Items 1, 4 and 11 to reflect that the Offer has been extended and will expire, unless further extended, at 5:00 p.m., Pacific Daylight time, on Monday, October 13, 2008. As of 5:00 p.m., Pacific Daylight time, on October 6, 2008, Eligible Awards with respect to approximately 3.9 million shares of the Common Stock had been tendered and not withdrawn from the Offer.

**Item 12. Exhibits.**

Item 12 is hereby amended and supplemented by filing the following exhibit:  
(a)(1)(iv) Notice of Extension of Offer to Exchange Certain Outstanding Options and SARs

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**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: October 7, 2008

MGM MIRAGE,  
a Delaware corporation

By: /s/ John M. McManus  
Name: John M. McManus  
Title: Senior Vice President, Assistant General  
Counsel  
and Assistant Secretary

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
(a)(1)(iv)	Notice of Extension of Offer to Exchange Certain Outstanding Options and SARs.

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