

MGM MIRAGE  
Form S-8 POS  
January 24, 2003

As filed with the Securities and Exchange Commission on January 24, 2003

Registration No. 333-89190

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**POST EFFECTIVE AMENDMENT NO. 1**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**MGM MIRAGE**

(Exact name of registrant specified in its charter)

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

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

**3600 Las Vegas Boulevard South**  
**Las Vegas, Nevada 89109**  
(Address of Principal Executive Offices, including zip code)

**2002 RESTRICTED STOCK PLAN**  
(Full title of the plan)

**GARY N. JACOBS, ESQ.**  
**Executive Vice President, General Counsel and Secretary**  
**MGM MIRAGE**  
**3600 Las Vegas Boulevard South**  
**Las Vegas, Nevada 89109**  
**(702) 693-7120**

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

**CALCULATION OF REGISTRATION FEE**

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<u>Title of securities to be registered</u>	<u>Amount to be registered(1)</u>	<u>Proposed maximum offering price per share</u>	<u>Proposed maximum aggregate offering price(2)</u>	<u>Amount of registration fee(2)</u>
Common Stock, par value \$0.01	1,000,000 shares	\$ 38.41	\$ 38,410,000	\$ 3,534

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(1) Pursuant to Rule 416(a), also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.

(2) Previously paid.



**INTRODUCTION**

The purpose of this Amendment No. 1 to MGM MIRAGE's Registration Statement on Form S-8 (File No. 333-89190) is to deregister the remaining 103,000 shares of common stock reserved under its 2002 Restricted Stock Plan (the "Plan"). On November 12, 2002, MGM MIRAGE's Compensation and Stock Option Committee approved an amendment to the Plan, which provided that (i) no further grants of restricted stock could be made under the Plan, and (ii) to the extent any existing grants of restricted stock under the Plan lapse in accordance with the Plan, such shares underlying the lapsed grant will be returned to the status of treasury shares and will not be available for re-issuance under the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on January 21, 2003.

**MGM MIRAGE**

By:           /s/ GARY N. JACOBS          

**Gary N. Jacobs**  
**Executive Vice President,**  
**General Counsel and Secretary**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<p><u>          /s/ J. TERRENCE LANNI          </u></p> <p><b>J. Terrence Lanni</b></p>	<p>Chairman of the Board and                      Chief Executive Officer                      (Principal Executive Officer)</p>	<p>January 21, 2003</p>
<p><u>          /s/ JAMES J. MURREN          </u></p> <p><b>James J. Murren</b></p>	<p>President, Chief Financial                      Officer, Treasurer and                      Director (Principal Financial                      and Accounting Officer)</p>	<p>January 21, 2003</p>

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ GARY N. JACOBS</u> <b>Gary N. Jacobs</b>	Executive Vice President, General Counsel, Secretary and Director	January 21, 2003
<u>/s/ JAMES D. ALJIAN</u> <b>James D. Aljian</b>	Director	January 21, 2003
<u>Robert H. Baldwin</u>	Director	January , 2003
<u>/s/ FRED BENNINGER</u> <b>Fred Benninger</b>	Director	January 21, 2003
<u>/s/ TERRY N. CHRISTENSEN</u> <b>Terry N. Christensen</b>	Director	January 22, 2003
<u>Willie D. Davis</u>	Director	January , 2003
<u>/s/ ALEXANDER M. HAIG, JR.</u> <b>Alexander M. Haig, Jr.</b>	Director	January 21, 2003
<u>Alexis M. Herman</u>	Director	January , 2003
<u>/s/ ROLAND HERNANDEZ</u> <b>Roland Hernandez</b>	Director	January 20, 2003
<u>Kirk Kerkorian</u>	Director	January , 2003

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ GEORGE MASON</u> <b>George Mason</b>	Director	January 21, 2003
<u>Ronald M. Popeil</u>	Director	January , 2003
<u>John T. Redmond</u>	Director	January , 2003
<u>/s/ DANIEL M. WADE</u> <b>Daniel M. Wade</b>	Director	January 23, 2003
<u>/s/ DANIEL B. WAYSON</u> <b>Daniel B. Wayson</b>	Director	January 21, 2003
<u>/s/ MELVIN B. WOLZINGER</u> <b>Melvin B. Wolzinger</b>	Director	January 21, 2003
<u>/s/ ALEX YEMENIDJIAN</u> <b>Alex Yemenidjian</b>	Director	January 21, 2003