MANDALAY RESORT GROUP Form POS AM February 03, 2005

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As filed with the Securities and Exchange Commission, via EDGAR, on February 3, 2005

Registration No. 333-60975 333-60975-01 333-60975-02

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

REGISTRATION STATEMENT Under THE SECURITIES ACT OF 1933

MANDALAY RESORT GROUP (formerly Circus Circus Enterprises, Inc.) CIRCUS FINANCE I CIRCUS FINANCE II

(Exact name of registrant as specified in its charter)

**NEVADA** 

88-0121916

DELAWARE DELAWARE

52-6929493 52-6929492

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

3950 Las Vegas Boulevard South, Las Vegas, Nevada 89119 (702) 632-6700

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

Yvette E. Landau, General Counsel, Mandalay Resort Group 3950 Las Vegas Boulevard South, Las Vegas, Nevada 89119 (702) 632-6700

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

Please Send a Copy of All Correspondence To:

Howell J. Reeves, Esquire, Wolf, Block, Schorr and Solis-Cohen LLP 1650 Arch Street, 22nd Floor, Philadelphia, PA 19103 (215) 977-2000

Approximate date of commencement of the proposed sale to the public: Not Applicable

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please 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(c) 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. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

This Post-Effective Amendment No. 1 to Form S-3 shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Commission, acting pursuant to Section 8(c), may determine.

#### DEREGISTRATION OF UNSOLD SECURITIES

Pursuant to Registration Statement Nos. 333-60975, 333-60975-01 and 333-60975-02 (the "Registration Statement"), Mandalay Resort Group, formerly Circus Enterprises, Inc. (the "Company"), Circus Finance I, a Delaware business trust ("Finance II") and Circus Finance II, a Delaware business trust ("Finance II"), registered \$550,000,000 of securities consisting of the Company's debt securities and subordinated deferrable interest debentures and trust preferred securities of Finance I and Finance II guaranteed by the Company (collectively, the "Registered Securities"). On November 20, 1998, the Company issued \$275,000,000 of the Registered Securities consisting of the Company's 9¹/4% senior subordinated notes due 2005, which were offered by a prospectus dated August 28, 1998, included in the Registration Statement, and a supplement thereto filed pursuant to Rule 424(b) on November 18, 1998. The Company, Finance I and Finance II hereby deregister the \$275,000,000 of Registered Securities which remain unsold.

#### **EXHIBITS**

Exhibit 24. Power of Attorney (included on page II-7 of the Registration Statement as originally filed)

#### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this post-effective amendment on Form S-3 and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on the 3<sup>rd</sup> day of February, 2005.

MANI	MANDALAY RESORT GROUP	
Ву:	/s/ MICHAEL S. ENSIGN	
	MICHAEL S. ENSIGN  Chairman of the Board and Chief Executive Officer  registrant certifies that it has reasonable grounds to believe that it meets all m S-3 and has duly caused this amendment to be signed on its behalf by the tate of Nevada, on the 3 <sup>rd</sup> day of February, 2005.	
CIRCU	US FINANCE I	
By:	/s/ MICHAEL S. ENSIGN	
	MICHAEL S. ENSIGN, Trustee	
Ву:	/s/ WILLIAM A. RICHARDSON	
	WILLIAM A. RICHARDSON, Trustee	
Ву:	/s/ GLENN W. SCHAEFFER	
	GLENN W. SCHAEFFER, <i>Trustee</i>	

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this post-effective amendment on Form S-3 and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on the 3<sup>rd</sup> day of February, 2005.

CIRCUS	FIN A NO	TEII
CINCUS	THINAIN	பப்ப

By:	/s/ MICHAEL S. ENSIGN
	MICHAEL S. ENSIGN, Trustee
Ву:	/s/ WILLIAM A. RICHARDSON
	WILLIAM A. RICHARDSON, Trustee
By:	/s/ GLENN W. SCHAEFFER

GLENN W. SCHAEFFER, Trustee

Pursuant to the requirements of the Securities Act of 1933, this amendment has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ MICHAEL S. ENSIGN	Chairman of the Board and Chief Executive Officer (Principal Executive Officer) of the Company,	February 3, 2005
Michael S. Ensign	Trustee of Circus Finance I and Trustee of Circus Finance II	•
/s/ WILLIAM A. RICHARDSON	Vice Chairman of the Board of the Company, Trustee of Circus Finance I and Trustee of Circus Finance II	February 3, 2005
William A. Richardson		1001441, 0, 2000
/s/ GLENN W. SCHAEFFER	President, Chief Financial Officer and Director (Principal Financial Officer) of the Company, Trustee of Circus Finance I and Trustee of Circus Finance II	February 3, 2005
Glenn W. Schaeffer		
/s/ LES MARTIN	Vice President, Chief Accounting Officer and Treasurer (Principal Accounting Officer) of the Company	February 3, 2005
Les Martin		1 cordary 3, 2003
*	<ul> <li>Director of the Company</li> </ul>	February 3, 2005
William E. Bannen	r r y	, 2 <b>, 2</b> 000
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	Jeffrey D. Benjamin	<ul> <li>Director of the Company</li> </ul>	February , 2005
	Rose McKinney-James	<ul> <li>Director of the Company</li> </ul>	February , 2005
	* Michael D. McKee	<ul> <li>Director of the Company</li> </ul>	February 3, 2005
	* Donna B. More	<ul> <li>Director of the Company</li> </ul>	February 3, 2005
	Harold J. Phillips	<ul> <li>Director of the Company</li> </ul>	February , 2005
*By	/s/ GLENN W. SCHAEFFER		
	Glenn W. Schaeffer  Attorney-in-Fact	5	

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DEREGISTRATION OF UNSOLD SECURITIES EXHIBITS
SIGNATURES