

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

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

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

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

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