

MGM MIRAGE  
Form 8-K  
May 17, 2007

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported): May 17, 2007  
MGM MIRAGE  
(Exact name of registrant as specified in its charter)**

DELAWARE (State or other jurisdiction of incorporation or organization)	0-16760 (Commission File Number)	88-0215232 (I.R.S. Employer Identification No.)
3600 Las Vegas Boulevard South, Las Vegas, Nevada (Address of Principal Executive Offices)	(702) 693-7120 (Registrant's telephone number, including area code)	89109 (Zip Code)
	N/A (Former Name or Former Address, if Changed Since Last Report)	

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT

ITEM 8.01 OTHER EVENTS

On May 17, 2007, MGM MIRAGE, a Delaware corporation (the Company) completed its previously announced offering of \$750 million aggregate principal amount of the Company's 7.50% Senior Notes due 2016 (the Notes). The Notes were sold pursuant to the Company's effective shelf registration statement on Form S-3 (Registration Statement No. 333-133925) previously filed with the Securities and Exchange Commission.

The Notes were issued pursuant to the terms set forth in an indenture dated as of December 21, 2006 entered into by and among the Company, certain subsidiaries of the Company and U.S. Bank National Association, as trustee, as supplemented by a second Supplemental Indenture dated as of May 17, 2007 (as supplemented, the Indenture). The Indenture governs the terms and conditions of the Notes. Under the Indenture, the Notes will bear interest at a rate of 7.50%, with the interest thereon accruing as of the date of issuance, and mature on June 1, 2016. Interest on the Notes will be payable semi-annually on June 1<sup>st</sup> and December 1<sup>st</sup> of each year, beginning December 1, 2007. Pursuant to the Indenture, the Notes are guaranteed on senior basis by substantially all of the Company's wholly owned U.S. subsidiaries but not including any U.S. holding companies of the Company's foreign subsidiaries. The Indenture contains customary covenants that will limit the Company's ability and, in certain instances, the ability of the Company's subsidiaries to incur liens on assets to secure debt, enter into certain sale and lease-back transactions, and merge or consolidate with another company or sell substantially all assets.

The foregoing description of the Indenture does not purport to be complete and is qualified in its entirety by the terms of the Indenture, which was filed as Exhibit 4.1 to the Current Report on Form 8-K dated December 21, 2006 and to Exhibit 4.2 which is filed herewith and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

- 4.1. Indenture dated as of December 21, 2006 among MGM MIRAGE, certain subsidiaries of MGM MIRAGE and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated December 21, 2006 and filed with the Securities and Exchange Commission on December 21, 2006).
  - 4.2 Second Supplemental Indenture dated as of May 17, 2007 among MGM MIRAGE, certain subsidiaries of MGM MIRAGE and U.S. Bank National Association.
  - 4.3 Form of Note (included in Exhibit 4.2 hereto).
  - 25 Statement of Eligibility on Form T-1 of U.S. Bank National Association, as trustee of the 7.50% Senior Notes due 2016.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MGM MIRAGE

Date: May 17, 2007

By: /s/ Bryan L. Wright

Name:

Bryan L. Wright

Title: Senior Vice President    Assistant General Counsel  
& Assistant Secretary

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<b>No.</b>	<b>Description</b>
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4.2	Second Supplemental Indenture dated as of May 17, 2007 among MGM MIRAGE, certain subsidiaries of MGM MIRAGE and U.S. Bank National Association.
4.3	Form of Note (included in Exhibit 4.2 hereto).
25	Statement of Eligibility on Form T-1 of U.S. Bank National Association, as trustee of the 7.50% Senior Notes due 2016.