

MGM MIRAGE  
Form SC TO-I/A  
February 13, 2008

**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**  
**Dubai World**  
**Infinity World (Cayman) L.P.**  
(Name of Filing Persons (Offerors))  
**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

**552953101**  
(CUSIP Number of Class of Securities)

**Gary N. Jacobs, Esq.**  
**MGM MIRAGE**  
**3600 Las Vegas Boulevard South**  
**Las Vegas, Nevada 89109**  
**Telephone: (702) 693-7120**

and  
**Abdul Wahid A. Rahim Al Ulama**  
**Dubai World**  
**Infinity World (Cayman) L.P.**  
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(Name, address, and telephone numbers of person authorized  
to receive notices and communications on behalf of filing persons)

Calculation of Filing Fee

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Transaction valuation *	Amount of filing fee**
\$1,200,000,000	\$ 47,160

\* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 15,000,000 shares of common stock at the tender offer price of \$80.00 per share.

\*\* The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$39.30 per million dollar 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: \$47,160

Filing Party: MGM MIRAGE  
Dubai World  
Infinity World (Cayman) L.P.

Form or Registration No.: Schedule TO

Date Filed: January 17, 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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This Amendment No. 2 (this Amendment No. 2 ) amends and supplements the Tender Offer Statement on Schedule TO jointly filed on January 17, 2008 and previously amended on February 7, 2008, by MGM MIRAGE, a Delaware corporation, Dubai World, a Dubai, United Arab Emirates government decree entity, and Infinity World (Cayman) L.P., a Cayman Islands limited partnership and an indirect wholly owned subsidiary of Dubai World (as previously amended, the Schedule TO ). The Schedule TO, as amended by this Amendment No. 2, relates to the offer by MGM MIRAGE and Infinity World (Cayman) L.P. to purchase up to 15,000,000 shares of common stock, par value \$0.01 per share, of MGM MIRAGE at a net purchase price of \$80.00 per share, with MGM MIRAGE offering to purchase up to 8,500,000 of such shares and Infinity World (Cayman) L.P. offering to purchase up to 6,500,000 of such shares, in each case, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 17, 2008, previously filed as Exhibit (a)(1)(A) to the Schedule TO, and the related Letter of Transmittal, previously filed as Exhibit (a)(1)(B) 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 Schedule TO.

**Item 4. Terms of the Transaction.**

Item 4(b) of the Schedule TO is hereby amended and supplemented by adding the following at the end thereof:

On February 12, 2008, MGM MIRAGE was advised by Alan Feldman, Senior Vice President Public Affairs of MGM MIRAGE, that he intends to tender in the tender offer 3,000 shares of MGM MIRAGE's common stock beneficially owned by him. As of January 17, 2008, Mr. Feldman beneficially owned 57,384 shares representing approximately 0.02% of all of the shares of MGM MIRAGE's common stock then outstanding. In addition, on February 13, 2008, MGM MIRAGE was advised by Mr. Sani that the number of shares of MGM MIRAGE's common stock he intends to tender in the tender offer is 10,884.

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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: February 13, 2008

MGM MIRAGE,  
a Delaware corporation

By: /s/ Bryan L. Wright  
Name: **Bryan L. Wright**  
Title: **Senior Vice President, Assistant  
General  
Counsel and Assistant Secretary**

DUBAI WORLD,  
a Dubai, United Arab Emirates government decree  
entity

By: /s/ Abdul Wahid A. Rahim Al Ulama  
Name: **Abdul Wahid A. Rahim Al Ulama**  
Title: **Group Chief Legal Officer**

INFINITY WORLD (CAYMAN) L.P.,  
a Cayman Islands limited partnership

By: Infinity World (Cayman) Holding  
Its: General Partner

By: /s/ Abdul Wahid A. Rahim Al Ulama  
Name: **Abdul Wahid A. Rahim Al Ulama**  
Title: **Secretary**