

MGM MIRAGE  
Form SC TO-I/A  
October 14, 2008

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Amendment No. 3**  
**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**

(Name of Filing Persons (Offeror))

**Options and Stock Appreciation Rights to Purchase Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

552953101

(CUSIP Number of Class of Underlying Stock)

**Gary N. Jacobs, Esq.**

**MGM MIRAGE**

**3600 Las Vegas Boulevard South**

**Las Vegas, Nevada 89109**

**Telephone: (702) 693-7120**

*Copy to:*

**Janet S. McCloud**

**Glaser, Weil, Fink, Jacobs & Shapiro, LLP**

**10250 Constellation Boulevard, 19<sup>th</sup> Floor**

**Los Angeles, California 90067**

**Telephone: (310) 553-3000**

(Name, address, and telephone numbers of person authorized  
to receive notices and communications on behalf of filing persons)

Calculation of Filing Fee

Transaction valuation\*  
\$25,947,668

Amount of filing fee\*\*  
\$1,019.74

\* Estimated solely for the purposes of calculating the Amount of Filing Fee. The calculation of the Transaction Valuation assumes that all options and stock appreciation rights that are eligible to participate in

this offer will be  
exchanged.

These options  
and stock  
appreciation  
rights have an  
aggregate value  
of \$25,947,668  
as of  
September 4,  
2008, calculated  
based on a  
modified  
Black-Scholes  
option pricing  
model.

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

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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: \$1,019.74  
Form or Registration No.: Schedule TO

Filing Party: MGM MIRAGE  
Date Filed: September 8, 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:

This Amendment No. 3 (this Amendment No. 3) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 8, 2008 and previously amended on September 19, 2008 and October 7, 2008 by MGM MIRAGE (as previously amended, the Schedule TO). The Schedule TO, as amended by the this Amendment No. 3, relates to the offer to exchange certain stock options to purchase shares of MGM MIRAGE common stock (the Common Stock), par value \$0.01 per share, and stock appreciation rights that are settled in shares of Common Stock (collectively, the Eligible Awards), granted under the MGM MIRAGE 2005 Omnibus Incentive Plan for restricted stock units that provide a right to receive shares of Common Stock upon the terms and subject to the conditions set forth in the Offer to Exchange dated September 8, 2008, previously filed as Exhibit (a)(1)(i) to the Schedule TO and the related election form previously filed as Exhibit (a)(1)(ii) to the Schedule TO.

This Amendment No. 3 is filed to satisfy the reporting requirements of Rule 13e-4(c) and Rule 14d-3(b)(2) promulgated under the Securities Exchange Act of 1934, as amended.

The Schedule TO is amended and supplemented by this Amendment No. 3 by adding the information contained herein. Only those items amended are reported herein. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported on the Schedule TO.

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

Item 4(a) of the Schedule TO is hereby amended and supplemented by adding the following:

The Offer expired at 5:00 p.m. Pacific Daylight Time on Monday, October 13, 2008. Pursuant to the Offer, we accepted for exchange and cancelled 4,234,900 Eligible Awards, representing approximately 89.21% of the Eligible Awards. Subject to the terms and conditions of the Offer, MGM MIRAGE granted 699,660 RSUs in exchange for the Eligible Awards accepted and cancelled, including 66,656 RSUs granted to MGM MIRAGE executive officers.

**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: October 14, 2008

MGM MIRAGE,  
a Delaware corporation

By: /s/ John M. McManus

Name: **John M. McManus**

Title: **Senior Vice President, Assistant  
General Counsel and Assistant  
Secretary**