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(a)   
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

N/A

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

NEVADA

|   |   |      |                          |
|---|---|------|--------------------------|
|   | : | (7)  | SOLE VOTING POWER        |
|   | : |      |                          |
|   | : |      | 91,221,432 shares        |
|   | : |      |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | : | (8)  | SHARED VOTING POWER      |
|   | : |      | 0 shares                 |
|   | : |      |                          |
|   | : | (9)  | SOLE DISPOSITIVE POWER   |
|   | : |      | 91,221,432 shares        |
|   | : |      |                          |
|   | : | (10) | SHARED DISPOSITIVE POWER |
|   | : |      |                          |
|   | : |      | 0 shares                 |

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

91,221,432 shares

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
57.3%

(14) TYPE OF REPORTING PERSON  
CO

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Kirk Kerkorian

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  [X]  
(b)  [ ]

- (3) SEC USE ONLY

- (4) SOURCE OF FUNDS

N/A

- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

USA

|                               |   |      |                          |
|-------------------------------|---|------|--------------------------|
|                               | : | (7)  | SOLE VOTING POWER        |
|                               | : |      |                          |
|                               | : |      | 91,221,432 shares        |
|                               | : |      |                          |
| NUMBER OF SHARES BENEFICIALLY | : | (8)  | SHARED VOTING POWER      |
| OWNED BY EACH REPORTING       | : |      | -0- shares               |
| PERSON WITH                   | : |      |                          |
|                               | : | (9)  | SOLE DISPOSITIVE POWER   |
|                               | : |      | 91,221,432 shares        |
|                               | : |      |                          |
|                               | : | (10) | SHARED DISPOSITIVE POWER |
|                               | : |      |                          |
|                               | : |      | -0- shares               |

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

91,221,432 shares

- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES  [ ]

- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
57.3%

- (14) TYPE OF REPORTING PERSON

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IN

CUSIP No. 552953 10 1

13D

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This Amendment No. 15 amends and supplements the Statement on Schedule 13D filed on August 20, 1991, as amended on June 8, 1992, on October 16, 1992, on February 22, 1994, on March 11, 1994, on November 20, 1995, on January 24, 1997, on September 25, 1997, on August 3, 1998, on August 21, 1998, on September 1, 1998, on June 11, 1999, on November 16, 1999, on April 18, 2000, and on February 9, 2001 (as so amended, the "Schedule 13D"), relating to the common stock, \$.01 par value per share (the "Common Stock"), of MGM MIRAGE, a Delaware corporation (the "Company"), previously filed by Tracinda Corporation, a Nevada corporation ("Tracinda"), and Mr. Kirk Kerkorian. Capitalized terms used herein and not otherwise defined in this Amendment No. 15 shall have the meaning set forth in the Schedule 13D.

1. Item 4, "Purpose of Transaction"; Item 5, "Interest in Securities of the Issuer"; and Item 6, "Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer", of the Schedule 13D are hereby amended to add the following information:

In accordance with information previously included in the Schedule 13D and in the Registration Statement filed with the Securities and Exchange Commission (the "Commission") on June 22, 1999, as amended and declared effective by the Commission (the "Registration Statement"), Mr. Kerkorian sold 1,894,406 shares of Common Stock owned directly by him on May 21, 2001. These shares were sold in open market transactions through a broker pursuant to a prospectus included in the Registration Statement. Such shares were sold at a price of \$30.50 net per share, for an aggregate sale price of \$57,779,383.

Currently, Tracinda owns directly an aggregate of 91,221,432 shares of Common Stock, of which, Mr. Kerkorian is the indirect beneficial owner. Such shares represent approximately 57.3% of the Company's outstanding Common Stock, based on the number of shares outstanding as of May 10, 2001 as reported in the Company's Quarterly Report on Form 10-Q filed with the Commission on May 14, 2001.

2. Except as specifically provided herein, this amendment does not modify any of the information previously reported on the Schedule 13D.

SIGNATURE

After reasonable 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: May 22, 2001

TRACINDA CORPORATION,  
a Nevada corporation

By: /s/ Anthony L. Mandekic

-----  
Name: Anthony L. Mandekic  
Title: Secretary/Treasurer

KIRK KERKORIAN

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By: /s/ Anthony L. Mandekic

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Name: Anthony L. Mandekic

Title: Attorney-in-fact

\* Power of Attorney previously filed as Exhibit A to the Schedule 13D.