

MANDALAY RESORT GROUP

Form 8-A12B/A

August 02, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-A/A**

**(Amendment No. 3)**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**MANDALAY RESORT GROUP**

(Exact name of registrant as specified in its charter)

Nevada  
(State of incorporation  
or organization)

88-0121916  
(I.R.S. Employer  
Identification No.)

3950 Las Vegas Boulevard South,  
Las Vegas, Nevada  
(Address of Principal Executive Offices)

89119  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each Class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Rights to Purchase Common Stock	New York Stock Exchange Inc. Pacific Exchange

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities to be registered pursuant to Section 12(g) of the Act:

NONE  
(Title of Class)

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ITEM 1. Description of Securities to be Registered

ITEM 2. Exhibits

SIGNATURE

AMENDMENT NO. 3 TO RIGHTS AGREEMENT

AMENDMENT NO. 2 TO RIGHTS AGREEMENT

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INFORMATION TO BE INCLUDED IN THE REPORT

ITEM 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

AMENDMENT NO. 3 TO THE RIGHTS AGREEMENT. On August 2, 2004, Mandalay Resort Group (formerly Circus Circus Enterprises, Inc.) (the Company ) and Wells Fargo Bank Minnesota, N.A., as rights agent (the Rights Agent ), entered into an amendment ( Amendment No. 3 ) to the Rights Agreement, effective as of July 14, 1994, as amended by a first amendment to the Rights Agreement, effective as of April 16, 1996 and a second amendment to the Rights Agreement, effective as of June 15, 2004 (as so amended, the Rights Agreement ). Amendment No. 3 provides that the rights issued under the Rights Agreement will expire on August 15, 2014.

Amendment No. 3 to the Rights Agreement is attached hereto as Exhibit 1 and is incorporated herein by reference. The foregoing summary of Amendment No. 3 is qualified in its entirety by reference to such exhibit.

AMENDMENT NO. 2 TO THE RIGHTS AGREEMENT. Also attached hereto, as Exhibit 2, and incorporated herein by reference is the second amendment to the Rights Agreement dated June 15, 2004 ( Amendment No. 2 ). On June 16, 2004, the Company filed with the Securities and Exchange Commission on Form 8-A/A a copy of Amendment No. 2 dated June 16, 2004, an incorrect date. The references to the incorrect date in the June 16, 2004 Form 8-A/A are hereby amended to refer to June 15, 2004.

ITEM 2. EXHIBITS

1. Amendment No. 3 to the Rights Agreement, dated as of August 2, 2004, among Mandalay Resort Group and Wells Fargo Bank Minnesota, N.A., as Rights Agent
2. Amendment No. 2 to the Rights Agreement, dated as of June 15, 2004, among Mandalay Resort Group and Wells Fargo Bank Minnesota, N.A., as Rights Agent.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 2, 2004

MANDALAY RESORT GROUP

By: /s/ Les Martin

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Les Martin  
Vice President, Chief Accounting Officer and  
Treasurer

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