

MANDALAY RESORT GROUP

Form 8-K

August 04, 2004

**Table of Contents**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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) **August 2, 2004**

**MANDALAY RESORT GROUP**

(Exact Name of Registrant as specified in its charter)

<b>Nevada</b> (State or other jurisdiction of incorporation)	<b>1-8570</b> (Commission File Number)	<b>88-0121916</b> (IRS Employer Identification No.)
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**3950 Las Vegas Boulevard South, Las Vegas, Nevada 89119**  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code **(702) 632-6700**

(Former Name or Former Address, if Changed Since Last Report)

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**TABLE OF CONTENTS**

Item 5. Other Events and Required FD Disclosure.

Item 7. Financial Statements and Exhibits.

**SIGNATURE**

**EX-99.1: AMENDMENT NO. 3 TO THE RIGHTS AGREEMENT**

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**Table of Contents**

**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 5. Other Events and Required FD Disclosure.**

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. The foregoing summary of Amendment No. 3 is qualified in its entirety by reference to such exhibit.

**Item 7. Financial Statements and Exhibits.**

- 99.1. 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-

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**Table of Contents**

SIGNATURE

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

Date: August 4, 2004

MANDALAY RESORT GROUP

By: /s/ Les Martin  
Les Martin  
Vice President, Chief Accounting  
Officer and Treasurer

-3-