

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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FILER

MIRAGE RESORTS INC

CIK: **42246** | IRS No.: **880058016** | State of Incorporation: **NV** | Fiscal Year End: **1231**
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SIC: **7990** Miscellaneous amusement & recreation

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LAS VEGAS NV 89109

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3260 SOUTH INDUSTRIAL
ROAD
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7027917111

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MIRAGE RESORTS, INCORPORATED

(Exact name of registrant as specified in its charter)

Nevada 88-0058016
(State or other jurisdiction of (IRS Employer
incorporation or organization) Identification No.)

3400 Las Vegas Boulevard South, Las Vegas, Nevada 89109
(Address of principal executive offices) (Zip Code)

1995 Stock Option and Stock Appreciation Rights Plan
(Full title of the plan)

Bruce A. Levin, Esq.

Mirage Resorts, Incorporated

3400 Las Vegas Boulevard South, Las Vegas, Nevada 89109
(Name and address of agent for service)
(702) 791-7111

(Telephone number, including area code, of agent for
service)

Copies of Communications to:

Peter C. Walsh, Esq.

Mirage Resorts, Incorporated
3260 South Industrial Road
Las Vegas, Nevada 89109
(702) 792-4868

<TABLE>

<S>	<C>	<C>
Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share
Common Stock, \$.008 Par Value	3,000,000 shares (1)	\$ 28.375 (2)

Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
\$ 85,125,000 (2)	\$ 29,354

- (1) Pursuant to Rule 416, there is also registered hereby an indeterminate number of additional shares of Common Stock which may be issued as a result of the anti-dilution provisions set forth in the plan to which this Registration Statement relates.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, based upon the average of the high and low sale prices per share of the Common Stock on the New York Stock Exchange on June 9, 1995.

</TABLE>

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with the Securities and Exchange Commission (the "SEC") are incorporated herein by reference and shall be deemed to be a part hereof:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1994;

(b) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1995;

(c) The Registrant's Current Report on Form 8-K dated December 9, 1994, as amended by Amendment No. 1 thereto on Form 8-K/A dated January 23, 1995; and

(d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed under Section 12 of the Exchange Act on July 23, 1980, as amended by Amendment No. 3 thereto, filed on October 20, 1993.

All reports and other documents subsequently

filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of the filing of such documents.

Item 4. DESCRIPTION OF SECURITIES.

Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Peter C. Walsh, Esq., Assistant General Counsel of the Registrant, has rendered his opinion to the Registrant with respect to the legality of the Common Stock registered hereby. Mr. Walsh holds stock options to purchase 70,834 shares of the Registrant's Common Stock.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Nevada Revised Statutes and the Bylaws of the Registrant contain provisions for indemnification of officers, directors, employees and agents of the Registrant. The Bylaws provisions require the Registrant to indemnify such persons to the full extent permitted by Nevada law. Each person will be indemnified in any proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Registrant. Indemnification would cover

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expenses, including attorneys' fees, judgments, fines and amounts paid in settlement. In addition, the Registrant's Articles of Incorporation provide that officers and directors shall not be personally liable to the Registrant or its stockholders for damages for breach of their fiduciary duty, except for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or for the payment of a dividend in violation of Nevada law.

The Registrant maintains in effect a liability insurance policy under which officers and directors of the

Registrant and its subsidiaries are generally indemnified against losses and liability (including costs, expenses, settlements and judgments) incurred by them in such capacities, individually or otherwise, other than specified excluded losses. The insurance policy will pay on behalf of the Registrant or its subsidiaries all covered losses for which the Registrant or its subsidiaries grant indemnification to any officer or director as permitted by law which the officer or director becomes legally obligated to pay on account of an indemnifiable claim. However, the policy excludes any claims or loss arising out of the filing of a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), the Exchange Act or any state Blue Sky or securities law.

See Item 9 of this Part II for further information concerning indemnification of directors, officers and controlling persons of the Registrant.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

Item 8. EXHIBITS.

- 4 1995 Stock Option and Stock Appreciation Rights Plan of the Registrant. Incorporated by reference to Exhibit A to the Registrant's definitive Proxy Statement filed on April 18, 1995 under cover of Schedule 14A.
- 5 Opinion and Consent of Peter C. Walsh, Esq.
- 15 Letter from Arthur Andersen LLP re unaudited interim financial information.
- 23.1 Consent of Arthur Andersen LLP (see page II-6).
- 23.2 Consent of Coopers & Lybrand L.L.P. (see page II-7).
- 23.3 Consent of Peter C. Walsh, Esq. (contained in Exhibit 5).
- 24 Power of Attorney (see pages II-4 and II-5).

Item 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising

after the effective date of the Registration Statement (or the most recent post-effective amendment thereto) which,

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individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions of Item 6 of this Part II, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by

a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on the 12th day of June, 1995.

MIRAGE RESORTS, INCORPORATED

By: STEPHEN A. WYNN

Stephen A. Wynn
Chairman of the Board,
President and Chief
Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Daniel R. Lee and Bruce A. Levin, and each of them, jointly and severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission,

granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
STEPHEN A. WYNN <hr/> Stephen A. Wynn	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	June 12, 1995

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Signature	Title	Date
DANIEL R. LEE <hr/> Daniel R. Lee	Senior Vice President- Finance and Development, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	June 12, 1995
ELAINE P. WYNN <hr/> Elaine P. Wynn	Director	June 12, 1995
MELVIN B. WOLZINGER <hr/>	Director	June 12, 1995

Melvin B. Wolzinger

RONALD M. POPEIL Director June 12, 1995

Ronald M. Popeil

DANIEL B. WAYSON Director June 12, 1995

Daniel B. Wayson

GEORGE J. MASON Director June 12, 1995

George J. Mason

RICHARD D. BRONSON Director June 12, 1995

Richard D. Bronson

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CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent

to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 8, 1995, except for Note 5, as to which the date is March 13, 1995, included in Mirage Resorts, Incorporated's Annual Report on Form 10-K for the year ended December 31, 1994 and to all references to our Firm included in this Registration Statement.

ARTHUR ANDERSEN LLP

Las Vegas, Nevada
June 12, 1995

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 11, 1994 on our audits of the consolidated financial statements and financial statement schedule of Mirage Resorts, Incorporated as of December 31, 1993, and for the years ended December 31, 1993 and 1992, which report is included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1994. We also consent to the reference to our firm in the Prospectus under the caption "Experts."

COOPERS & LYBRAND L.L.P.
Los Angeles, California
June 12, 1995

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June 12, 1995

Mirage Resorts, Incorporated
3400 Las Vegas Boulevard South
Las Vegas, Nevada 89109

Re: Registration Statement on Form S-8

Gentlemen:

I am Assistant General Counsel of Mirage Resorts, Incorporated, a Nevada corporation (the "Company"). This opinion is being delivered in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 3,000,000 shares of the Company's Common Stock, \$.008 par value (the "Shares"), issuable upon exercise of stock options or stock appreciation rights granted or subject to grant under the Company's 1995 Stock Option and Stock Appreciation Rights Plan (the "Plan"). The Shares are being registered by the Company on a Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission (the "Commission").

For the purpose of rendering this opinion, I have reviewed such corporate records and other documents as I have deemed necessary, including, but not limited to, the following:

- (a) Articles of Incorporation, as currently in effect, of the Company;
- (b) Bylaws, as currently in effect, of the Company;
- (c) the Plan;
- (d) certain resolutions of the Board of Directors and the stockholders of the Company; and
- (e) The Company's Registration Statement on Form S-8 (the "Registration Statement"), together with all exhibits thereto and documents incorporated by reference therein, in the form proposed to be filed with the Commission under the Securities Act, and the form of prospectus which constitutes a part thereof.

Additionally, I have consulted with officers and other representatives of the Company and have obtained such representations with respect to such matters of fact as I have deemed necessary or advisable; however, I have not necessarily independently verified the content of factual

statements made to me in connection therewith, or the veracity of such representations. I have assumed without independent verification (i) the genuineness of all

EXHIBIT 5

Mirage Resorts, Incorporated
June 12, 1995
Page Two

signatures, (ii) the authenticity of all documents submitted to me as originals and (iii) the conformity to authentic original documents of all documents submitted to me as certified, conformed or photostatic copies.

On the basis of the foregoing, such examinations of law and such other information as I have deemed relevant under the circumstances, I am of the opinion that the Shares, when issued and sold pursuant to the terms of the Plan, will be duly and validly issued, fully paid and nonassessable shares of Common Stock of the Company.

I hold stock options to purchase 70,834 shares of the Company's Common Stock.

I consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

PETER C. WALSH
Assistant General Counsel

PCW/tp

June 12, 1995
To Mirage Resorts, Incorporated

We are aware that Mirage Resorts, Incorporated has incorporated by reference in its Registration Statement on Form S-8 its Form 10-Q for the quarter ended March 31, 1995, which includes our report dated May 12, 1995 covering the unaudited interim financial information contained therein. Pursuant to Regulation C under the Securities Act of 1933, that report is not considered a part of the Registration Statement prepared or certified by our firm or a report prepared or certified by our firm within the meaning of Sections 7 and 11 of the Securities Act.

Very truly yours,

ARTHUR ANDERSEN LLP

EXHIBIT 15