

MANDALAY RESORT GROUP
Form POS AM
February 03, 2005

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As filed with the Securities and Exchange Commission, via EDGAR, on February 3, 2005

Registration No. 333-60975
333-60975-01
333-60975-02

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

MANDALAY RESORT GROUP (formerly Circus Circus Enterprises, Inc.)	NEVADA	88-0121916
CIRCUS FINANCE I CIRCUS FINANCE II	DELAWARE DELAWARE	52-6929493 52-6929492
(Exact name of registrant as specified in its charter)	(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3950 Las Vegas Boulevard South, Las Vegas, Nevada 89119 (702) 632-6700
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Yvette E. Landau, General Counsel, Mandalay Resort Group
3950 Las Vegas Boulevard South, Las Vegas, Nevada 89119 (702) 632-6700
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please Send a Copy of All Correspondence To:

Howell J. Reeves, Esquire, Wolf, Block, Schorr and Solis-Cohen LLP
1650 Arch Street, 22nd Floor, Philadelphia, PA 19103 (215) 977-2000

Approximate date of commencement of the proposed sale to the public: Not Applicable

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

This Post-Effective Amendment No. 1 to Form S-3 shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Commission, acting pursuant to Section 8(c), may determine.

DEREGISTRATION OF UNSOLD SECURITIES

Pursuant to Registration Statement Nos. 333-60975, 333-60975-01 and 333-60975-02 (the "Registration Statement"), Mandalay Resort Group, formerly Circus Circus Enterprises, Inc. (the "Company"), Circus Finance I, a Delaware business trust ("Finance I") and Circus Finance II, a Delaware business trust ("Finance II"), registered \$550,000,000 of securities consisting of the Company's debt securities and subordinated deferrable interest debentures and trust preferred securities of Finance I and Finance II guaranteed by the Company (collectively, the "Registered Securities"). On November 20, 1998, the Company issued \$275,000,000 of the Registered Securities consisting of the Company's 9¹/₄% senior subordinated notes due 2005, which were offered by a prospectus dated August 28, 1998, included in the Registration Statement, and a supplement thereto filed pursuant to Rule 424(b) on November 18, 1998. The Company, Finance I and Finance II hereby deregister the \$275,000,000 of Registered Securities which remain unsold.

EXHIBITS

Exhibit 24. Power of Attorney (included on page II-7 of the Registration Statement as originally filed)

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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 this post-effective amendment on Form S-3 and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on the 3rd day of February, 2005.

MANDALAY RESORT GROUP

By: /s/ MICHAEL S. ENSIGN

MICHAEL S. ENSIGN
*Chairman of the Board and
Chief Executive Officer*

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 this post-effective amendment on Form S-3 and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on the 3rd day of February, 2005.

CIRCUS FINANCE I

By: /s/ MICHAEL S. ENSIGN

MICHAEL S. ENSIGN, *Trustee*

By: /s/ WILLIAM A. RICHARDSON

WILLIAM A. RICHARDSON, *Trustee*

By: /s/ GLENN W. SCHAEFFER

GLENN W. SCHAEFFER, *Trustee*

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Jeffrey D. Benjamin Director of the Company February , 2005

Rose McKinney-James Director of the Company February , 2005

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Michael D. McKee Director of the Company February 3, 2005

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Donna B. More Director of the Company February 3, 2005

Harold J. Phillips Director of the Company February , 2005

*By /s/ GLENN W. SCHAEFFER

Glenn W. Schaeffer
Attorney-in-Fact

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