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METRO-GOLDWYN-MAYER INC
Form SC TO-T/A
August 21, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement Pursuant to Section 14(d) (1) or 13(e) (1)
of the Securities Exchange Act of 1934
(Amendment No. 1)

METRO-GOLDWYN-MAYER INC.

(Name of Subject Company (Issuer))

TRACINDA CORPORATION
KIRK KERKORIAN
(Name of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

591610100
(CUSIP Number of Class of Securities)

Richard E. Sobelle, Esq.
Tracinda Corporation
150 South Rodeo Drive, Suite 250
Beverly Hills, California 90212
(310) 271-0638

Copy to:
Jeffrey Bagner, Esq.
Warren S. de Wied, Esq.
Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, New York 10004
(212) 859-8000

(Name, Address and Telephone Numbers of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
----- \$240,000,000 -----	----- \$19,416 -----

* Estimated for purposes of calculating the amount of filing fee only.
Transaction value derived by multiplying 15,000,000 shares of the
subject company (number of shares sought) by \$16.00 (the purchase
price per share offered by the Purchasers (as defined below)).

** The amount of the filing fee, calculated in accordance with Rule 0-11
of the Securities Exchange Act of 1934, as amended, and Fee Advisory

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#11 for Fiscal Year 2003 issued by the Securities and Exchange Commission on February 21, 2003, equals \$80.90 per million of the aggregate amount of the cash offered by Tracinda Corporation ("Tracinda") and Kirk Kerkorian ("Mr. Kerkorian" together with Tracinda, the "Purchasers").

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$ Filing Party:
Form or Registration Number: Date Filed:

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

1 Name of Reporting Person
 S.S. or I.R.S. Identification No. of above person

 TRACINDA CORPORATION

2 Check the Appropriate Box if a Member of a Group

 (a)

 (b)

3 SEC Use Only

4 Source of Funds

 BK

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant
 to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

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Nevada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 163,949,644
	8	Shared Voting Power 0
	9	Sole Dispositive Power 163,949,644
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 163,949,644	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 66.9%	
14	Type of Reporting Person CO	
1	Name of Reporting Person S.S. or I.R.S. Identification No. of above person KIRK KERKORIAN	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	

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4 Source of Funds

PF

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant
to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power
		163,949,644

8 Shared Voting Power
0

9 Sole Dispositive Power

163,949,644

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

163,949,644

12 Check Box if the Aggregate Amount in Row (11) Excludes
Certain Shares

13 Percent of Class Represented by Amount in Row (11)

66.9%

14 Type of Reporting Person

IN

1 Name of Reporting Person

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S.S. or I.R.S. Identification No. of above person

250 RODEO, INC.

2 Check the Appropriate Box if a Member of a Group

(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

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 Sole Voting Power

19,758,648

8 Shared Voting Power
0

9 Sole Dispositive Power

19,758,648

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

19,758,648

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

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8.1%

14 Type of Reporting Person

CO

The Schedule TO filed by Tracinda Corporation and Kirk Kerkorkian (collectively, the "Purchasers") on August 21, 2003 relating to a tender offer by the Purchasers for up to 15,000,000 shares of common stock, par value \$.01 per share (the "shares"), of Metro-Goldwyn-Mayer Inc., a Delaware Corporation, at a purchase price of \$16.00 per share, net to the seller in cash, on the terms and subject to the conditions set forth in an Offer to Purchase, dated August 21, 2003, and in the related letter of transmittal, is hereby amended as follows:

ITEM 12. EXHIBITS.

The following Exhibit is added:

- (a) (8) Form of Election for Participants in the Company Stock Fund Under the MGM Savings Plan

SIGNATURES

After due inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 21, 2003

TRACINDA CORPORATION
A NEVADA CORPORATION

By: /s/ Anthony L. Mandekic

Name: Anthony L. Mandekic
Title: Secretary/Treasurer

KIRK KERKORIAN

By: /s/ Anthony L. Mandekic

Name: Anthony L. Mandekic
Title: Attorney-in-Fact*

*Power of Attorney previously filed as Exhibit 7.10 to the Schedule 13D, filed by Tracinda Corporation and Kirk Kerkorian on November 18, 1997.

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EXHIBIT INDEX

Exhibit	Description
-----	-----
(a) (1)	Offer to Purchase, dated August 21, 2003*
(2)	Letter of Transmittal*
(3)	Notice of Guaranteed Delivery*
(4)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(5)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(6)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*
(7)	Press Release issued August 21, 2003*
(8)	Form of Election for Participants in the Company Stock Fund under the MGM Savings Plan**
(b) (1) (A)	Second Amended and Restated Credit Agreement, dated August 16, 2000, among Tracinda, Bank of America, N.A., and other financial institutions (the "Credit Agreement")*
(b) (1) (B)	Amendment No. 1 to the Credit Agreement, dated as of October 16, 2000*
(b) (1) (C)	Amendment No. 2 to the Credit Agreement, dated as of January 18, 2001*
(b) (1) (D)	Amendment No. 3 to the Credit Agreement, dated as of October 1, 2001*
(b) (1) (E)	Amendment No. 4 to the Credit Agreement, dated as of July 26, 2002*
(b) (1) (F)	Amendment No. 5 to the Credit Agreement, dated as of March 28, 2003*
(b) (1) (G)	Amendment No. 6 to the Credit Agreement, dated as of June 27, 2003*
(d) (1) (A)	First Amended and Restated Pledge Agreement, dated as of October 30, 1996, by and between Tracinda and Bank of America National Trust and Savings Association (the "Pledge Agreement")*
(d) (1) (B)	Amendment No. 1 to the Pledge Agreement, dated as of August 16, 2000*
(d) (1) (C)	250 Rodeo Pledge Agreement, dated as of August 28, 1998, by and between 250 Rodeo, Inc. and Bank of America National Trust and Savings Association (the "250 Rodeo Pledge Agreement")*
(d) (1) (D)	Amendment No. 1 to 250 Rodeo Pledge Agreement, dated as of August 16, 2000*
(d) (1) (E)	Continuing Guaranty, dated as of August 28, 1998, by and between 250 Rodeo, Inc. and Bank of America National Trust and Savings Association (the "Continuing Guaranty")*
(d) (1) (F)	Amendment No. 1 to the Continuing Guaranty, dated as of August 16, 2000*
(d) (2) (A)	Form of Amended and Restated Shareholders Agreement, dated as of August 4, 1997, by and among the Company, Seven Network Limited, Tracinda, Metro-Goldwyn-Mayer Studios Inc., Frank Mancuso and Other Parties Specified on the Signature Page (incorporated by reference to Exhibit 10.24 of the Company's Registration Statement on Form S-1, as amended (Commission File No. 333-35411))
(d) (2) (B)	Form of Waiver and Amendment No. 1 to Amended and Restated Shareholders Agreement dated as of August 8, 1998 (incorporated by reference to Exhibit 10.28 of the Company's Registration Statement on Form S-1, as amended (Commission File No. 333-60723))
(d) (2) (C)	Form of Amendment No. 2 to Amended and Restated Shareholders Agreement, dated September 1, 1998 (incorporated by reference to Exhibit 10.29 of the Company's Registration Statement on Form S-1, as amended (Commission File No. 333-60723))
(d) (2) (D)	Form of Waiver and Amendment No. 3 to Amended and Restated Shareholders Agreement (incorporated by reference to Exhibit 10.35 of the Company's annual report on Form 10-K filed on March 30,

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1999 (Commission File No. 001-13481))

- (d) (2) (E) License Agreement, dated as of February 29, 1980, by and between Metro-Goldwyn-Mayer Film Co. and Metro-Goldwyn-Mayer Inc. (the predecessor to MGM MIRAGE) (the "License Agreement")*
- (d) (2) (F) Amendment to License Agreement, dated as of August 6, 1998, by and between successors to Metro-Goldwyn-Mayer Film Co. and Metro-Goldwyn-Mayer Inc. (the predecessor to MGM MIRAGE)*
- (d) (2) (G) Second Amendment to License Agreement, dated as of June 19, 2000, by and between successors to Metro-Goldwyn-Mayer Film Co. and Metro-Goldwyn-Mayer Inc. (the predecessor to MGM MIRAGE)*
- (d) (2) (H) Merchandise License Agreement, dated as of December 1, 2000, by and between MGM Consumer Products, Metro-Goldwyn-Mayer Lion Corp., and MGM MIRAGE Retail*
- (d) (2) (I) License Agreement, dated as of July 2001, by and between MGM Consumer Products, Metro-Goldwyn-Mayer Lion Corp., and MGM Grand Hotel, LLC*
- (g) Not Applicable
- (h) Not Applicable

* Previously filed.

** Filed herewith.