

MANDALAY RESORT GROUP
Form S-8 POS
March 11, 2005

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As filed with the Securities and Exchange Commission on March 11, 2005.

Registration Statement No. 2-93578

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**POST EFFECTIVE AMENDMENT NO. 8
TO
FORM S-8**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MANDALAY RESORT GROUP*

(Exact name of issue as specified in its charter)

NEVADA

(State or other jurisdiction 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)

CIRCUS CIRCUS ENTERPRISES, INC. 1983 NONQUALIFIED STOCK OPTION PLAN*

(Full Title of the Plan)

**Yvette E. Landau, General Counsel
Mandalay Resort Group
3950 Las Vegas Boulevard South
Las Vegas, NV 89119**

(Name and address of agent for service)

(702) 632-6700

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

Copies to:

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

*

Effective June 18, 1999 Circus Circus Enterprises, Inc. amended its Articles of Incorporation to change its name to Mandalay Resort Group.

This amendment is filed solely for the purpose of removing from registration the 250,800 shares of common stock covered by this registration statement which remain unsold and are no longer being offered hereby.

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 amendment to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Las Vegas, state of Nevada on this 2nd day of March, 2005.

MANDALAY RESORT GROUP

By: /s/ MICHAEL S. ENSIGN

Michael S. Ensign
Chairman of the Board

Pursuant to the requirement of the Securities Act of 1933, this amendment has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|--|--|---------------|
| /s/ MICHAEL S. ENSIGN Michael S. Ensign | Chairman of the Board, Chief Executive Officer and Chief Operating Officer (Principal Executive Officer) | March 2, 2005 |
| /s/ WILLIAM A. RICHARDSON William A. Richardson | Vice Chairman of the Board | March 2, 2005 |
| /s/ GLENN SCHAEFFER Glenn Schaeffer | President, Chief Financial Officer and Director (Principal Financial Officer) | March 2, 2005 |
| /s/ LES MARTIN Les Martin | Vice President, Chief Accounting Officer and Treasurer (Principal Accounting Officer) | March 2, 2005 |
| /s/ WILLIAM E. BANNEN William E. Bannen | Director | March 2, 2005 |
| /s/ JEFFREY D. BENJAMIN Jeffrey D. Benjamin | Director | March 2, 2005 |
| /s/ MICHAEL D. MCKEE Michael D. McKee | Director | March 2, 2005 |
| /s/ ROSE MCKINNEY-JAMES Rose McKinney-James | Director | March 2, 2005 |
| Donna B. More | Director | March , 2005 |

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Signature

Title

Date

/s/ HAROLD J. PHILLIPS

Director

March 2, 2005

Harold J. Phillips

2

QuickLinks

SIGNATURES