

MANDALAY RESORT GROUP  
Form 8-K  
September 02, 2004

**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) **September 2, 2004**

**MANDALAY RESORT GROUP**  
(Exact Name of Registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**1-8570**  
(Commission  
File Number)

**88-0121916**  
(IRS Employer  
Identification No.)

**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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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INFORMATION INCLUDED IN THIS REPORT

Item 2.02.                      Results of Operations and Financial Condition.

On September 2, 2004, Mandalay Resort Group issued an earnings release announcing its financial results for the quarter ended July 31, 2004. A copy of the earnings release is included as Exhibit 99.1 and is incorporated herein by this reference.

The information in this Current Report on Form 8-K, including the exhibit included herewith, is furnished pursuant to Item 2.02 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Item 9.01.                      Financial Statements and Exhibits.

(c)                      Exhibits:

99.1                      Press Release dated September 2, 2004, announcing results for the quarter ended July 31, 2004.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MANDALAY RESORT GROUP

Dated: September 2, 2004

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

Index to Exhibits

No.	Description
99.1	Press Release dated September 2, 2004, announcing results for the quarter ended July 31, 2004.