

MANDALAY RESORT GROUP  
Form 8-K  
July 26, 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) **July 26, 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)





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 thereunto duly authorized.

MANDALAY RESORT GROUP

Dated: July 26, 2004

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

Index to Exhibits

No.	Description
4	First Supplemental Indenture dated as of July 26, 2004, relating to Mandalay's Floating Rate Senior Convertible Debentures due 2033.
99	Press Release dated July 26, 2004, announcing that Mandalay Resort Group has delivered an Irrevocable Cash Settlement Notice with respect to its Floating Rate Senior Convertible Debentures due 2033.