

MANDALAY RESORT GROUP

Form 15-15D

April 28, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 15**

**CERTIFICATE AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE  
SECURITIES  
EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND  
15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Commission File Number **1-8570**

**MANDALAY RESORT GROUP**

(Exact name of registrant as specified in its charter)

**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)

**6 3/8% Series B Senior Notes Due 2011  
6 1/2% Series B Senior Notes Due 2009  
Floating Rate Convertible Senior Debentures Due 2033  
9 3/8% Series B Subordinated Notes Due 2010  
9 1/2% Series B Senior Notes Due 2008  
10 1/4% Series B Senior Subordinated Notes Due 2007  
6 3/4% Senior Subordinated Notes Due 2003  
9 1/4% Senior Subordinated Notes Due 2005  
7.0% Notes Due 2036  
6.7% Notes Due 2096  
6.45% Senior Notes Due 2006  
7 5/8% Senior Subordinated Debentures Due 2013**

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

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|                      |                       |                      |                          |
|----------------------|-----------------------|----------------------|--------------------------|
| Rule 12g-4(a)(1)(i)  | <input type="radio"/> | Rule 12h-3(b)(1)(i)  | <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="radio"/> | Rule 12h-3(b)(1)(ii) | <input type="radio"/>    |
| Rule 12g-4(a)(2)(i)  | <input type="radio"/> | Rule 12h-3(b)(2)(i)  | <input type="radio"/>    |
| Rule 12g-4(a)(2)(ii) | <input type="radio"/> | Rule 12h-3(b)(2)(ii) | <input type="radio"/>    |
|                      |                       | Rule 15d-6           | <input type="radio"/>    |

Approximate number of holders of record as of the certification or notice date:

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| <b>Class</b>  | <b>Approximate<br/>Number of<br/>Holders</b> |
|---|--|
| 6 3/8% Series B Senior Notes Due 2011:                | 25   |
| 6 1/2% Series B Senior Notes Due 2009:                | 32   |
| Floating Rate Convertible Senior Debentures Due 2033: | 33   |
| 9 3/8% Series B Subordinated Notes Due 2010:          | 44   |
| 9 1/2% Series B Senior Notes Due 2008:                | 37   |
| 10 1/4% Series B Senior Subordinated Notes Due 2007:  | 62   |
| 6 3/4% Senior Subordinated Notes Due 2003             | 0  |
| 9 1/4% Senior Subordinated Notes Due 2005             | 0  |
| 7.0% Notes Due 2036                                   | 36   |
| 6.7% Notes Due 2096                                   | 4  |
| 6.45% Senior Notes Due 2006                           | 72   |
| 7 5/8% Senior Subordinated Debentures Due 2013        | 62   |

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

Date: April 28, 2005

By: /s/ Bryan L. Wright

Name: Bryan L. Wright

Title: Assistant Secretary