

METRO-GOLDWYN-MAYER INC  
Form SC 13D/A  
January 21, 2003

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D**  
**(Rule 13d-101)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 14)

METRO-GOLDWYN-MAYER INC.  
(Name of Issuer)

common stock, \$.01 par value per share  
(Title of Class of Securities)

591610100

\_\_\_\_\_  
\_\_\_\_\_  
—  
(CUSIP Number)

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

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 21, 2003  
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

CUSIP NO. 591610100 13D

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(1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

TRACINDA CORPORATION

(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

NEVADA

(7) SOLE VOTING POWER

192,699,644

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

(8) SHARED VOTING POWER

19,758,648

EACH  
REPORTING  
PERSON  
WITH

(9) SOLE DISPOSITIVE POWER

192,699,644

(10) SHARED DISPOSITIVE POWER

19,758,648

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

192,699,644

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

77.3%

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(14) TYPE OF REPORTING PERSON

CO

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(1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

KIRK KERKORIAN

(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

U.S.A.

(7) SOLE VOTING POWER

192,699,644

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

(8) SHARED VOTING POWER

0

EACH  
REPORTING  
PERSON  
WITH

(9) SOLE DISPOSITIVE POWER

192,699,644

(10) SHARED DISPOSITIVE POWER

0

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

192,699,644

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

77.3%

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(14) TYPE OF REPORTING PERSON

IN

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(1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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

(7) SOLE VOTING POWER

19,758,648

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

(8) SHARED VOTING POWER

0

EACH  
REPORTING  
PERSON  
WITH

(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 IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.9%

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(14) TYPE OF REPORTING PERSON

CO

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This Amendment No. 14 amends and supplements the Statement on Schedule 13D filed on November 18, 1997, as amended on November 26, 1997, on July 27, 1998, on August 19, 1998, on September 2, 1998, on October 26, 1998, on November 20, 1998, on February 4, 1999, on May 4, 1999, on October 18, 1999, on November 19, 1999, on February 6, 2001, on May 2, 2001, and on July 2, 2002 (as so amended, the Schedule 13D ), relating to the common stock, \$.01 par value per share (the Common Stock ), of Metro-Goldwyn-Mayer Inc., a Delaware corporation (the Company ), previously filed by Tracinda Corporation, a Nevada corporation ( Tracinda ), 250 Rodeo, Inc., a Delaware corporation ( 250 Rodeo and, collectively with Tracinda, the Tracinda Entities ), and Mr. Kirk Kerkorian. Capitalized terms used herein and not otherwise defined in this Amendment No. 14 shall have the meanings set forth in the Schedule 13D.

1. Item 3 of the Schedule 13D is hereby amended to add the following information:

Tracinda intends to sell 25,000,000 shares of the Company s Common Stock in an underwritten public offering. Tracinda may sell an additional 3,750,000 shares in the event of exercise by the underwriter of an over-allotment option. Tracinda is selling these shares because it is eligible for a substantial federal income tax refund if it incurs a capital loss prior to the end of its current fiscal year, January 31, 2003. Tracinda issued a press release with respect to the foregoing on January 21, 2003, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

2. Item 4 of the Schedule 13D is hereby amended to add the following information:

The additional information provided in response to Item 3 and Item 5 in this Amendment No. 14 is incorporated herein by reference.

3. Item 5 of the Schedule 13D is hereby amended to add to each of the indicated subsections the following information:

(a) Tracinda and Mr. Kerkorian are the beneficial owners of 192,699,644 shares of Common Stock (including the shares held by 250 Rodeo), or approximately 77.3 percent of the Common Stock.

(b) Mr. Kerkorian has sole voting and investment power with respect to 192,699,644 shares of Common Stock.

4. Except as specifically provided herein, this Amendment No. 14 does not modify any of the information previously reported on the Schedule 13D.

5. Item 7 of the Schedule 13D is hereby amended to add the following information:

Exhibit 99.1 Press Release issued by Tracinda on January 21, 2003.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 21, 2003

TRACINDA CORPORATION,  
a Nevada corporation

By: /s/ ANTHONY L.  
MANDEKIC

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Name: Anthony L.  
Mandekic  
Title:  
Secretary/Treasurer

KIRK KERKORIAN

By: /s/ ANTHONY L.  
MANDEKIC

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

250 RODEO, INC.,  
a Delaware corporation

By: /s/ ANTHONY L.  
MANDEKIC

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Name: Anthony L.  
Mandekic  
Title:  
Secretary/Treasurer

\* Power of Attorney previously filed as Exhibit 7.10 to the Schedule 13D.