

Edgar Filing: MK RESOURCES CO - Form SC 13D/A

3	SEC USE ONLY		
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	New York	
	NUMBER OF SHARES	7	SOLE VOTING POWER: 27,212,735
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: None
	EACH REPORTING	9	SOLE DISPOSITIVE POWER: 27,212,735
	PERSON WITH	10	SHARED DISPOSITIVE POWER: None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		27,212,735
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: See Item 5.		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	72.5%	
14	TYPE OF REPORTING PERSON:	CO	

2

Item 1. Security and Issuer.

This Statement constitutes Amendment No. 6 to the Statement on Schedule 13D, as previously amended (the "Schedule 13D"), filed with the Securities and Exchange Commission, by Leucadia National Corporation ("Leucadia") with respect to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of MK Resources Company (formerly MK Gold Company) (the "Company"). Unless otherwise indicated, all capitalized terms used herein shall have the meaning ascribed to them in the Schedule 13D.

Item 4. Purpose of the Transaction.

In the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (the "June 30, 2004 Form 10-Q"), the Company reported that in the event the Company was unable to complete its proposed public offering of Common Stock prior to October 2004, the Company would need to seek to increase its existing credit facility with Leucadia or obtain cash from other sources to continue to fund its operating expenses. The proposed public offering has not

Edgar Filing: MK RESOURCES CO - Form SC 13D/A

yet been completed. Accordingly, the Company and Leucadia have engaged in discussions regarding an increase in the existing credit facility.

In connection with the proposed public offering, pursuant to a Loan Conversion Agreement, dated July 26, 2004, between the Company and Leucadia, a copy of which is filed as Exhibit 10.1 to the June 30, 2004 Form 10-Q and incorporated herein by reference, Leucadia agreed to convert the Company's outstanding debt under its existing credit facility with Leucadia into shares of Common Stock at the price at which shares are sold to the public in the proposed public offering. The Loan Conversion Agreement terminated on September 30, 2004 in accordance with its terms. None of the Company's outstanding debt to Leucadia was converted pursuant to the Loan Conversion Agreement.

It is likely that any amendment to the existing credit facility would include a conversion feature that would permit Leucadia to convert amounts outstanding under the Company's existing credit facility with Leucadia into shares of Common Stock. The terms of any such amendment, including the terms of the conversion feature, have not yet been negotiated. There can be no assurance that Leucadia and the Company will enter into an amendment to the existing credit facility or if entered into, what the terms of any such amendment will be.

The Company's press release dated October 1, 2004, a copy of which is filed as Exhibit 99 to the Company's Current Report on Form 8-K dated October 1, 2004, is incorporated herein by reference.

Except as discussed above, Leucadia has no present plans or intentions that would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D

Item 5. Interest in Securities of the Issuer.

(a) As of the date of this Amendment N. 6, Leucadia owns 27,212,735 shares of Common Stock, representing approximately 72.5% of the outstanding Common Stock of the Company.

(b) As of the date of this Amendment No. 6, Leucadia has sole dispositive powers with respect to 27,212,735 shares of Common Stock.

- (c) Not applicable
- (d) Not applicable
- (e) Not applicable

3

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: October 1, 2004

LEUCADIA NATIONAL CORPORATION

By: /s/ Barbara L. Lowenthal

Edgar Filing: MK RESOURCES CO - Form SC 13D/A

Name: Barbara L. Lowenthal
Title: Vice President