

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

MIRAGE HOLDINGS, INC.  
(Name of registrant as specified in its charter)

NEVADA  
(State or other jurisdiction of  
incorporation or organization)

95-4627685  
(I.R.S. Employer Identification No.)

225 Santa Monica Boulevard, Suite 410  
Santa Monica, CA 90401  
(310) 395-3155  
(Address and telephone number of Registrant's principal  
executive offices and principal place of business)

COPIES TO:

Lawrence W. Horwitz, Esq.  
Horwitz & Beam  
Two Venture Plaza, Suite 350  
Irvine, CA 92618

Securities to be registered pursuant to Section 12(b) of the Act:

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, no par value  
Common Stock, no par value, underlying Representative Warrants  
Common Stock, no par value, underlying Warrants  
Common Stock, no par value, issued in connection with bridge financing  
Common Stock, no par value, underlying warrants issued in connection with  
bridge financing  
Common Stock, no par value, underlying options issued pursuant to  
Employee Stock Option Plan  
Common Stock, no par value, issuable to Consultant

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Reference is made to the description of the terms of the securities prepared in compliance with Item 202 of Regulation S-B set forth beneath the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Liquidity and Capital Resources," "Description of Securities," "Underwriting," and "Legal Matters" in the prospectus filed by Mirage Holdings, Inc. (the "Registrant") with the Securities and Exchange Commission as part of the Registrant's Registration Statement on Form SB-2, Registration No. 333-28861 (the "Registration Statement").

ITEM 2. EXHIBITS.

Pursuant to "Instructions As to Exhibits" accompanying Form 8-A, Exhibits I.1, II-4.1, and II-4.2 are incorporated herein by reference from the Registration Statement. Exhibits II-1, II-2, II-3, and II-6 are not required to be filed with, or incorporated by reference in, this Form 8-A filed with the Commission; however, to the extent such exhibits exist, they have been filed as exhibits to the Registration Statement.

<i>EXHIBIT NUMBER</i>	<i>DESCRIPTION</i>
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I-1 -	<i>Specimen certificate for Common Stock of the Company.</i>
I-2 -	<i>By-laws of the Company</i>
II-1 -	<i>The Registration Statement</i>
II-2 -	<i>Not applicable</i>
II-3 -	<i>Not applicable</i>
II-4.1 -	<i>Certificate of Incorporation of the Company.</i>
II-4.2 -	<i>See Exhibit I-2.</i>
II-5 -	<i>See Exhibit I-1.</i>
II-6 -	<i>Not applicable</i>

*SIGNATURES*

*Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Santa Monica, State of California, on June 18, 1997.*

*MIRAGE HOLDINGS, INC.*

*By: /s/ NAJEEB U. GHAURI*

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*Najeeb U. Ghauri*  
*President and Director*