SCIENTIFIC GAMES CORP Form 8-K October 29, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): October 29, 2009

SCIENTIFIC GAMES CORPORATION

(Exact name of registrant as specified in its charter)

0-13063

(Commission File Number)

Delaware (State or other jurisdiction of incorporation)

81-0422894 (IRS Employer Identification No.)

750 Lexington Avenue, 25th Floor, New York, New York 10022

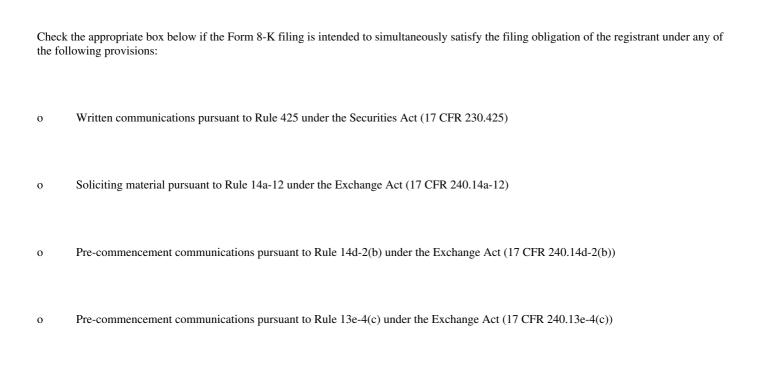
(Address of principal executive offices)

(Zip Code)

Registrant s telephone number, including area code: (212) 754-2233

Not Applicable

(Former name or former address, if changed since last report)



Item 8.01 Other Events.

On October 29, 2009, Scientific Games Company issued a press release relating to the proposed offering by its subsidiary, Scientific Games International, Inc. (Scientific Games International), of an additional \$125 million in aggregate original principal amount of its 9.25% senior subordinated notes due 2019 in a private offering to qualified institutional buyers in accordance with Rule 144A and to persons outside the United States under Regulation S under the Securities Act of 1933, as amended. The new notes will be equal in right of payment with, of the same series as, and vote as a single class on any matter submitted to the holders of, Scientific Game International s existing \$225 million aggregate principal amount of 9.25% senior subordinated notes due 2019. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press Release of Scientific Games Corporation, dated October 29, 2009.

2

SIGNATURES

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.

SCIENTIFIC GAMES CORPORATION

By: /s/ Jeffrey S. Lipkin Name: Jeffrey S. Lipkin

Title: Vice President and Chief Financial Officer

Date: October 29, 2009

Exhibit Index

Exhibit No. Description

Press Release of Scientific Games Corporation, dated October 29, 2009.

99.1

4