SCIENTIFIC GAMES CORP Form 8-K May 19, 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): May 18, 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

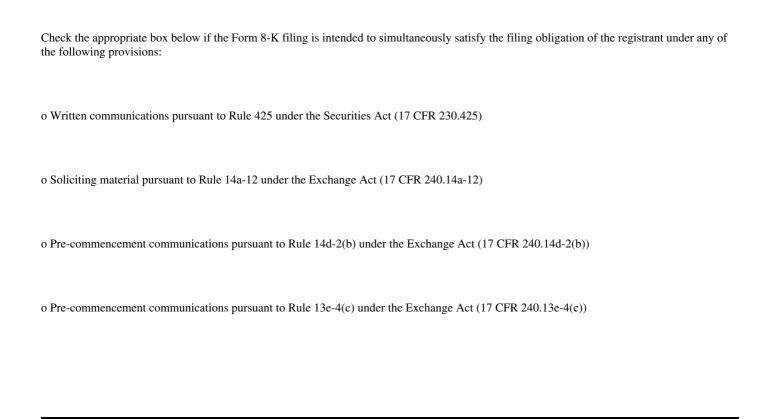
(Address of principal executive offices)

(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 May 18, 2009, Scientific Games Corporation issued a press release relating to the pricing of \$225 million of 9.25% Senior Subordinated Notes due 2019 at an issue price of 96.823% offered by its subsidiary, Scientific Games International, Inc. The notes will be issued 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. 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 May 18, 2009.

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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/ Stephen L. Gibbs Name: Stephen L. Gibbs

Title: Vice President, Chief Accounting Officer and

Corporate Controller

Date: May 18, 2009

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Exhibit Index

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Exhibit No. Description

99.1 Press Release of Scientific Games Corporation, dated May 18, 2009.