

SCIENTIFIC GAMES CORP
Form 8-K
June 17, 2016

**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): **June 15, 2016**

SCIENTIFIC GAMES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

81-0422894
(IRS Employer
Identification No.)

0-13063

(Commission File Number)

6650 S. El Camino Road, Las Vegas, Nevada 89118

(Address of registrant's principal executive office)

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(702) 897-7150

(Registrant's telephone number)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 15, 2016, Scientific Games Corporation (the Company) held its annual meeting of stockholders.

At the annual meeting, the Company's stockholders: (1) elected all of the Company's nominees for members of the Board of Directors to serve for the ensuing year and until their respective successors are duly elected and qualified; (2) approved the Scientific Games Corporation 2016 Employee Stock Purchase Plan, which is intended to qualify as an employee stock purchase plan within the meaning of Section 423 of the Internal Revenue Code of 1986, as amended; and (3) ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2016. The proposals are further described in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 29, 2016.

The voting results are as follows:

Proposal 1: Election of Directors

| | For | Withheld | Broker Non-Votes |
|-----------------------------|------------|-----------------|-------------------------|
| Ronald O. Perelman | 63,641,584 | 1,760,829 | 6,987,761 |
| M. Gavin Isaacs | 63,878,254 | 1,524,159 | 6,987,761 |
| Richard M. Hadrill | 63,878,689 | 1,523,724 | 6,987,761 |
| Peter A. Cohen | 59,603,804 | 5,798,609 | 6,987,761 |
| David L. Kennedy | 62,689,439 | 2,712,974 | 6,987,761 |
| Gerald J. Ford | 59,719,620 | 5,682,793 | 6,987,761 |
| Judge Gabrielle K. McDonald | 64,894,344 | 508,069 | 6,987,761 |
| Paul M. Meister | 63,138,837 | 2,263,576 | 6,987,761 |
| Michael J. Regan | 58,836,959 | 6,565,454 | 6,987,761 |
| Barry F. Schwartz | 63,531,928 | 1,870,485 | 6,987,761 |
| Frances F. Townsend | 63,425,831 | 1,976,582 | 6,987,761 |

Proposal 2: Approval of the Scientific Games Corporation 2016 Employee Stock Purchase Plan.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 64,913,270 | 400,128 | 89,015 | 6,987,761 |

Proposal 3: Ratification of Appointment of Deloitte & Touche LLP

| For | Against | Abstain |
|------------|----------------|----------------|
| 71,258,114 | 872,990 | 259,070 |

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/ Michael A. Quartieri | |
| Name: | | Michael A. Quartieri |
| Title: | | Executive Vice President and Chief Financial Officer |

Date: June 17, 2016