

SCIENTIFIC GAMES CORP  
Form 8-K  
August 17, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 17, 2009**

**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)

**750 Lexington Avenue, New York, New York 10022**

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(Address of registrant's principal executive office)

**(212) 754-2233**

(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:

- 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 8.01. Other Events.**

On August 17, 2009, the amount authorized under Scientific Games Corporation's (the Company) program for the repurchase of its 0.75% Convertible Senior Subordinated Debentures due 2024 (the Convertible Debentures) was increased from \$158.3 million to \$183.3 million in aggregate principal amount. As of August 17, 2009, the Company has repurchased \$158.3 million in aggregate principal amount of Convertible Debentures, leaving \$25.0 million in aggregate principal amount of Convertible Debentures available to be repurchased under the program. There was approximately \$115.5 million in aggregate principal amount of Convertible Debentures outstanding as of August 17, 2009. The program, originally announced in December 2008, expires on December 31, 2009. Purchases are expected to be funded by cash flows from operations, borrowings, or a combination thereof. The manner, timing and amount of purchases will be determined by our management based on its evaluation of market conditions, price of the Convertible Debentures and other factors. The program may be suspended or discontinued at any time.

**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**

Date: August 17, 2009

By: /s/ Jeffrey S. Lipkin  
Name: Jeffrey S. Lipkin  
Title: Vice President and Chief Financial Officer