

SCIENTIFIC GAMES CORP  
Form 8-K  
October 19, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 13, 2009**

**SCIENTIFIC GAMES CORPORATION**

(Exact Name of Registrant as Specified in Charter)

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**0-13063**

(Commission File Number)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**81-0422894**  
(IRS Employer  
Identification Number)

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

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(Address of Principal Executive Offices)

(Zip Code)

**(212) 754-2233**

(Registrant's telephone number, including area code)

**Not Applicable**

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

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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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**Section 1 Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement.**

On October 13, 2009, Scientific Games Corporation (the Company) and its wholly owned subsidiary, Scientific Games International, Inc. (SGI), entered into a third amendment (the Amendment) to the credit agreement, dated as of June 9, 2008 and amended as of March 27, 2009 and September 30, 2009 (as so amended, the Credit Agreement), among SGI, as borrower, the Company, as guarantor, the several lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent.

Under the Amendment, solely for purposes of determining whether the Company or SGI may incur permitted additional subordinated debt or permitted additional senior indebtedness (as such terms are defined in the Credit Agreement) at any time prior to December 31, 2009, the required consolidated leverage ratio, consolidated senior debt ratio and consolidated interest coverage ratio (as such terms are defined in the Credit Agreement) will be deemed to be the same as those required for December 31, 2009.

The foregoing does not constitute a complete summary of the terms of the Amendment, which is attached hereto as Exhibit 10.1. The description of the terms of the Amendment is qualified in its entirety by reference to such exhibit.

**Section 2 Financial Information**

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The disclosure required by this item is included in Item 1.01 and is incorporated herein by reference.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
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- 10.1 Third Amendment, dated as of October 13, 2009, among SGI, as borrower, the Company, as guarantor, the several lenders from time to time parties thereto and JPMorgan Chase Bank, N.A., as administrative agent, which amended the Credit Agreement, dated as of June 9, 2008 and amended as of March 27, 2009 and September 30, 2009, among such parties.

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 19, 2009

Exhibit Index

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