SCIENTIFIC GAMES CORP

Form 10-Q May 06, 2016 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-O

 \circ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2016

OR

"TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 0-13063 SCIENTIFIC GAMES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 81-0422894

(State or other jurisdiction of (I.R.S. Employer Identification No.)

incorporation or organization)

6650 S. El Camino Road, Las Vegas, Nevada 89118 (Address of principal executive offices) (Zip Code)

(702) 897-7150

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No "Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ý Accelerated filer "

Non-accelerated filer " Smaller reporting company "

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes "No ý

The registrant has the following number of shares outstanding of each of the registrant's classes of common stock as of May 3, 2016:

Class A Common Stock: 87,363,008 Class B Common Stock: None

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES INDEX TO FINANCIAL INFORMATION AND OTHER INFORMATION THREE MONTHS ENDED MARCH 31, 2016

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Glossary of

Terms

The following terms or acronyms used in this Form 10-Q are defined below:

Term or Definition

Acronym

2018 Notes 8.125% senior subordinated notes due 2018 issued by Scientific Games Corporation

2020 Notes 6.250% senior subordinated notes due 2020 issued by SGI 6.625% senior subordinated notes due 2021 issued by SGI

ASC Accounting Standards Codification ASU Accounting Standards Update Bally Technologies, Inc.

Bally

acquisition

the acquisition of Bally by the Company on November 21, 2014

Barcrest Group Limited Coin-in the amount wagered

Company refers to Scientific Games Corporation and its consolidated subsidiaries, unless otherwise specified or

the context otherwise dictates

CSG Beijing CITIC Scientific Games Technology Co., Ltd.

CSL China Sports Lottery

CSP Cooperative Services Program
D&A depreciation and amortization
ESPP employee stock purchase plan

FASB Financial Accounting Standards Board GLB Beijing Guard Libang Technology Co., Ltd.

Hellenic

Lotteries Hellenic Lotteries S.A.

ITL International Terminal Leasing

LBO licensed betting office LNS Lotterie Nazionali S.r.l. Net win Coin-in less payouts

Northstar

Northstar Lottery Group, LLC

Illinois Northstar

New Jersey
Northstar New Jersey Lottery Group, LLC

Note refers to a note in the Condensed Notes to our Consolidated Financial Statements in this Quarterly

Report on Form 10-Q, unless otherwise indicated

with respect to our Gaming business, refers to gaming machines provided to customers through service or leasing arrangements in which we earn revenues and are paid based on: (1) a percentage of Net win;

Participation (2) fixed daily-fees; (3) a percentage of the Coin-in; or (4) a combination of a fixed daily-fee and a

percentage of the Coin-in, and with respect to our Lottery business, refers to a contract or arrangement

in which we earn revenues and are paid based on a percentage of retail sales

PMA private management agreement R&D research and development

RCN Roberts Communications Network, LLC

RFP Request for proposal RMG real-money gaming RSU restricted stock unit

SEC Securities and Exchange Commission

Secured Notes 7.00% senior secured notes due 2022 issued by SGI

Securities Act Securities Act of 1933, as amended SG&A selling, general and administrative

SGI Scientific Games International, Inc., a wholly-owned subsidiary of Scientific Games Corporation

SHFL SHFL entertainment, Inc.

Shufflers various models of automatic card shufflers, deck checkers and roulette chip sorters

Unsecured Notes 10.00% senior unsecured notes due 2022 issued by SGI

U.K. United Kingdom of Great Britain and Northern Ireland

U.S. United States of America

U.S. GAAP accounting principles generally accepted in the U.S.

VLT video lottery terminal WAP wide-area progressive WMS WMS Industries, Inc.

WMS acquisition the acquisition of WMS by the Company on October 18, 2013

Intellectual Property Rights

® and TM indicate U.S. trademarks. Marks are owned by their respective owners.

Forward-Looking Statements

Throughout this Quarterly Report on Form 10-Q, we make "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements describe future expectations, plans, results or strategies and can often be identified by the use of terminology such as "may," "will," "estimate," "intend," "plan," "continue," "believe," "expect," "anticipate," "target," "should," "could," "potential," "opportunity," "goal" or similar terminology. The forward-looking statements contained in this Quarterly Report on Form 10-Q are generally located in the material set forth under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" but may be found in other locations as well. These statements are based upon management's current expectations, assumptions and estimates and are not guarantees of timing, future results or performance. Actual results may differ materially from those contemplated in these statements due to a variety of risks and uncertainties and other factors, including, among other things:

competition;

U.S. and international economic and industry conditions, including declines in or slow growth of gross gaming revenues or lottery retail sales, reductions in or constraints on capital spending by gaming or lottery operators and bankruptcies of, or credit risk relating to, customers;

limited growth from new gaming jurisdictions, slow addition of casinos in existing jurisdictions and declines in the replacement cycle of existing gaming machines;

ownership changes and consolidation in the casino industry, including by casino operators;

opposition to legalized gaming or the expansion thereof;

inability to adapt to, and offer products that keep pace with, evolving technology;

inability to develop successful gaming concepts and content;

laws and government regulations, including those relating to gaming licenses and environmental laws;

•nability to identify and capitalize on trends and changes in the gaming, lottery and interactive gaming industries;

dependence upon key providers in our social gaming business;

inability to retain or renew, or unfavorable revisions of, existing contracts, and the inability to enter into new contracts;

level of our indebtedness, higher interest rates, availability or adequacy of cash flows and liquidity to satisfy indebtedness, other obligations or future cash needs;

inability to reduce or refinance our indebtedness;

restrictions and covenants in debt agreements, including those that could result in acceleration of the maturity of our indebtedness;

protection of intellectual property, inability to license third party intellectual property and the intellectual property rights of others;

security and integrity of our products and systems and reliance on or failures in information technology and other systems;

natural events that disrupt our operations or those of our customers, suppliers or regulators;

inability to benefit from, and risks associated with, strategic equity investments and relationships, including (1) the inability of our joint venture to realize the anticipated benefits under its private management agreement with the Illinois lottery or from the disentanglement services performed in connection with the termination thereof, (2) the inability of our joint venture to meet the net income targets or other requirements under its agreement to provide marketing and sales services to the New Jersey Lottery or otherwise to realize the anticipated benefits under such agreement and (3) the failure to realize the anticipated benefits related to our consortium's instant lottery game concession in Greece:

failure to achieve the intended benefits of the Bally acquisition, the WMS acquisition, our other recent acquisitions, or future acquisitions, including due to the inability to successfully complete or integrate such acquisitions or realize synergies in the anticipated amounts or within the contemplated time frames or cost expectations, or at all; disruption of current plans and operations in connection with our recent acquisitions (including in connection with the integration of Bally and WMS), including departure of key personnel or inability to recruit additional qualified personnel or maintain relationships with customers, suppliers or other third parties;

costs, charges and expenses relating to the Bally acquisition and the WMS acquisition;

incurrence of employee termination or restructuring costs and impairment or asset write-down charges;

changes in estimates or judgments related to our impairment analysis of goodwill or other intangible assets;

implementation of complex revenue recognition standards;

fluctuations in our results due to seasonality and other factors;

dependence on suppliers and manufacturers;

risks relating to foreign operations, including fluctuations in foreign currency exchange rates, restrictions on the payment of dividends from earnings, restrictions on the import of products and financial instability, including the potential impact to our instant lottery game concession or VLT lease arrangements resulting from the recent economic and political conditions in Greece;

dependence on key employees;

litigation and other liabilities relating to our business, including litigation and liabilities relating to our contracts and licenses, our products and systems, our employees (including labor disputes), intellectual property and our strategic relationships;

influence of certain stockholders; and

stock price volatility.

Additional information regarding risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated in forward-looking statements is included from time to time in our filings with the SEC, including under Item 1A "Risk Factors" in our 2015 Annual Report on Form 10-K filed with the SEC on February 29, 2016. Forward-looking statements speak only as of the date they are made and, except for our ongoing obligations under the U.S. federal securities laws, we undertake no obligation to publicly update any forward-looking statements whether as a result of new information, future events or otherwise.

You should also note that this Quarterly Report on Form 10-Q may contain references to industry market data and certain industry forecasts. Industry market data and industry forecasts are obtained from publicly available information and industry publications. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of that information is not guaranteed. Although we believe industry information to be accurate, it is not independently verified by us and we do not make any representation as to the accuracy of that information. In general, we believe there is less publicly available information concerning the international gaming, lottery and interactive gaming industries than the same industries in the U.S.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (Unaudited, in millions, except per share amounts)

	Three M Ended March 3 2016	
Revenue:		
Services	\$350.3	\$330.4
Product sales	197.6	199.4
Instant games	134.1	128.9
Total revenue	682.0	658.7
Operating expenses:		
Cost of services (1)	94.9	90.5
Cost of product sales (1)	94.4	97.9
Cost of instant games (1)	67.0	67.0
Selling, general and administrative	142.3	145.9
Research and development	49.8	46.9
Employee termination and restructuring	2.7	8.2
Depreciation and amortization	180.6	184.2
Operating income	50.3	18.1
Other (expense) income:		
Interest expense	(165.7)	(164.3)
Earnings from equity investments	3.2	3.1
Other income (expense), net	0.7	(5.6)
Total other expense, net	(161.8)	(166.8)
Net loss before income taxes	(111.5)	(148.7)
Income tax benefit	19.2	62.3
Net loss	\$(92.3)	\$(86.4)
Other comprehensive (loss) income:		
Foreign currency translation loss	(1.6)	(106.3)
Pension and post-retirement gain, net of tax	0.2	0.9
Derivative financial instruments unrealized loss, net of tax	(1.0)	(4.9)
Other comprehensive loss	(2.4)	(110.3)
Comprehensive loss	\$(94.7)	\$(196.7)
Basic and diluted net loss per share:		
Basic	\$(1.07)	\$(1.01)
Diluted	\$(1.07)	\$(1.01)
Weighted average number of shares used in per share calculations:		
Basic shares	86.6	85.3
Diluted shares	86.6	85.3

(1) Exclusive of D&A.

See accompanying condensed notes to consolidated financial statements.

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

(in millions, except par value)

	March 31, 2016	December 31,
ASSETS	(Unaudited	2015
Current assets:	(Onaudited)
Cash and cash equivalents	\$ 145.7	\$ 128.7
Restricted cash	21.2	20.2
Accounts receivable, net	472.1	487.1
Notes receivable, net	161.8	167.7
Inventories	259.9	248.5
Prepaid expenses, deposits and other current assets	124.7	123.3
Total current assets	1,185.4	1,175.5
Long-term restricted cash	17.5	17.9
Long-term notes receivable, net	45.8	51.3
Property and equipment, net	734.8	794.0
Goodwill	3,012.0	3,013.7
Intangible assets, net	1,946.0	1,920.0
Software, net	469.9	485.9
Equity investments	231.7	228.5
Other assets	47.6	45.4
Total assets	\$7,690.7	\$ 7,732.2
I LADII ITIES AND STOCKHOLDEDS! DEFICIT		
LIABILITIES AND STOCKHOLDERS' DEFICIT Current liabilities:		
	\$ 50.0	¢ 50.2
Current portion of long-term debt	\$ 50.0 168.5	\$ 50.3 159.8
Accounts payable Accrued liabilities	450.6	139.8 443.8
Total current liabilities	450.0 669.1	653.9
Deferred income taxes	214.8	228.2
Other long-term liabilities	253.6	188.9
Long-term debt, excluding current portion	8,137.1	8,156.7
Total liabilities	9,274.6	9,227.7
Commitments and contingencies (see Note 16)	7,274.0	7,221.1
Stockholders' deficit		
Class A common stock, par value \$0.01 per share: 199.3 shares authorized; 104.2 and 103	7	
shares issued and 87.0 and 86.5 shares outstanding, respectively	'' 1.0	1.0
Additional paid-in capital	772.2	765.9
Accumulated loss		(1,865.0)
Treasury stock, at cost, 17.2 shares) (175.2
Accumulated other comprehensive loss) (222.2
Total stockholders' deficit	,) (1,495.5
Total liabilities and stockholders' deficit	\$7,690.7	\$ 7,732.2
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See accompanying condensed notes to consolidated financial statements.

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited, in millions)

	Three Months Ended March 31, 2016 2015
Cash flows from operating activities:	
Net loss	\$(92.3) \$(86.4)
Adjustments to reconcile net loss to cash provided by operating activities:	
Depreciation and amortization	180.6 184.2
Change in deferred income taxes	(18.3) (67.1)
Stock-based compensation	6.5 5.1
Non-cash interest expense	10.0 9.5
Earnings from equity investments, net	(3.2) (3.1)
Distributed earnings from equity investments	— 1.6
Changes in current assets and liabilities:	
Accounts and notes receivable, net	23.6 34.7
Inventories	(10.6) 9.5
Other current assets and liabilities	3.9 1.3
Accounts payable	0.4 (17.3)
Accrued liabilities	1.3 5.5
Other, net	(0.8) 0.3
Net cash provided by operating activities	101.1 77.8
Cash flows from investing activities:	
Additions to property and equipment	(4.0) (4.2)
Gaming and lottery operations expenditures	(30.3) (48.3)
Intangible assets and software expenditures	(16.9) (19.6)
Changes in other assets and liabilities and other	1.5 (0.2)
Restricted cash	(0.6) 0.2
Distributions of capital on equity investments	1.5 3.8
Net cash used in investing activities	(48.8) (68.3)
Cash flows from financing activities:	
Borrowings under revolving credit facility	95.0 15.0
Repayments under revolving credit facility	(110.0) (20.0)
Payments on long-term debt	(12.5) (12.0)
Payments on license obligations	(9.6) (9.0)
Net redemptions of common stock under stock-based compensation plans	$- \qquad (0.7)$
Net cash used in financing activities	(37.1) (26.7)
Effect of exchange rate changes on cash and cash equivalents	1.8 (3.4)
Increase (decrease) in cash and cash equivalents	17.0 (20.6)
Cash and cash equivalents, beginning of period	128.7 171.8
Cash and cash equivalents, end of period	\$145.7 \$151.2
See accompanying condensed notes to consolidated financial statements.	

SCIENTIFIC GAMES CORPORATION AND SUBSIDIARIES CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, table amounts in millions, except per share amounts)

(1) Description of the Business and Summary of Significant Accounting Policies Description of the Business

We are a leading developer of technology based products and services and associated content for the worldwide gaming, lottery and interactive gaming industries. Our portfolio includes gaming machines and game content, casino management systems, table game products and services, instant and draw based lottery games, server based gaming and lottery systems, sports betting technology, lottery content and services, loyalty and rewards programs, interactive gaming and social casino solutions. We also gain access to technologies and pursue global expansion through strategic acquisitions and equity investments. We report our operations in three business segments—Gaming, Lottery and Interactive.

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements of the Company have been prepared in accordance with SEC and U.S. GAAP requirements. All monetary values set forth in these financial statements are in United States dollars ("USD" or "\$") unless otherwise stated herein. The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, as well as those subsidiaries in which we have a controlling financial interest. Investments in other entities in which we do not have a controlling financial interest but we exert significant influence are accounted for in our consolidated financial statements using the equity method of accounting. All intercompany balances and transactions have been eliminated in consolidation. We have evaluated subsequent events through the date these financial statements were issued.

In the opinion of management, we have made all adjustments necessary to present fairly our consolidated financial position, results of operations and comprehensive loss and cash flows for the periods presented. Such adjustments are of a normal, recurring nature. These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in our 2015 Annual Report on Form 10-K. Interim results of operations are not necessarily indicative of results of operations for a full year.

Significant Accounting Policies

There have been no changes to our significant accounting policies described in Note 1 (Description of the Business and Summary of Significant Accounting Policies) in our 2015 Annual Report on Form 10-K.

New Accounting Guidance - Recently Adopted

In March 2016, the FASB issued ASU No. 2016-07, Investments - Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting. The amended guidance simplifies the accounting for equity investments and eliminates the requirements in Topic 323 that an entity retroactively adopt the equity method of accounting if an investment qualifies for use of the equity method as a result of an increase in the level of ownership or degree of influence. The amendment requires that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. The amendment also requires that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. ASU 2016-07 is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years, with earlier adoption permitted. The prospective adoption of the ASU is required. We adopted this guidance during the first quarter of 2016. The adoption of this guidance did not have a material effect on our financial condition, results of operations or cash flows.

In May 2014, the FASB issued ASU No. 2014-09 (Topic 606), Revenue from Contracts with Customers. The amended guidance outlines a single comprehensive revenue model for entities to use in accounting for revenue from contracts with customers. The guidance supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that "an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services." In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, which defers the effective date of ASU 2014-09 by one year to now be effective for fiscal years, and

interim reporting periods within those years, beginning after December 15, 2017. Early adoption of the standard is permitted but not before the original effective date of December 15, 2016. The ASU may be adopted using a full retrospective approach or reporting the cumulative effect as of the date of adoption. In March 2016, the FASB issued ASU No. 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which is intended to improve the operability and understandability of the implementation guidance on principle versus agent considerations. Additionally, in April 2016, the FASB issued ASU No. 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing, which provides further guidance on identifying performance obligations and improves the operability and understandability of the licensing implementation guidance. Both ASU No. 2016-08 and 2016-10 have the same effective date and transition requirements as ASU No. 2014-09. We are currently evaluating the impact of adopting this guidance.

In July 2015, the FASB issued ASU No. 2015-11, Inventory: Simplifying the Measurement of Inventory. ASU 2015-11 changes the criteria for measuring inventory within the scope of the ASU. Inventory will now be measured at the lower of cost and net realizable value, while the concept of market value will be eliminated. The ASU defines net realizable value as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. ASU 2015-11 is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years, with earlier adoption permitted. The prospective adoption of the ASU is required. The adoption of this guidance is not expected to have a material effect on our financial condition, results of operations or cash flows.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The amended guidance is intended to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The adoption of this guidance is expected to result in a significant portion of our operating leases, where we are the lessee, to be recognized on our Consolidated Balance Sheets. The guidance requires lessees and lessors to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years with earlier adoption permitted. We are currently evaluating the impact of adopting this guidance.

In March 2016, the FASB issued ASU No. 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The amended guidance is intended to simplify several aspects of accounting for share-based payment award transactions, including income tax consequences, classification of awards as either equity or liabilities and classification in the statement of cash flows. The amendments related to the timing of when excess tax benefits are recognized, minimum statutory withholding requirements, forfeitures, and intrinsic value are required to be applied using a modified retrospective transition method by means of a cumulative-effect adjustment to equity as of the beginning of the period in which the guidance is adopted. The amendments requiring recognition of excess tax benefits and tax deficiencies in the income statement and the practical expedient for estimating expected term is required to be applied prospectively. The guidance related to the presentation of employee taxes paid in the statement of cash flows is required to be applied retrospectively and amendments related to the presentation of excess tax benefits in the cash flows statement of cash flows may be adopted either prospectively or retrospectively. ASU No. 2016-09 is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years with earlier adoption permitted. We are currently evaluating the impact of adopting this guidance.

(2) Business Segments

We report our operations in three business segments—Gaming, Lottery and Interactive—representing our different products and services. These are our reportable segments under ASC 280, Segment Reporting. Each of our business

segments is managed by a separate executive who reports to our chief executive officer (who is our "chief operating decision maker" as defined under applicable accounting standards). Our three business segments represent separate standalone businesses based on the industries in which we operate. Our Gaming business segment generally sells gaming machines, VLTs and conversion kits and parts, leases or otherwise provides gaming machines, server-based systems and content, sells and supports casino-management systems-based software and hardware, and sells and leases PTG content and Shufflers, including automatic card shufflers, deck checkers and roulette chip sorters, to commercial, tribal and governmental gaming operators. Our Lottery business segment provides instant lottery games and related value-added services, as well as licensed brands utilized in instant lottery games and loyalty and reward services. Our Lottery business segment also provides systems products and services generally comprised of point-of-sale terminals, a central system, customized computer software, data communication services, support and/or related equipment. Our Interactive business segment provides social gaming and RMG services to online casino operators through our remote game servers. Additional discussion regarding the products and services from which each

reportable business segment derives its revenue is included in Note 1 (Description of the Business and Summary of Significant Accounting Policies) in our 2015 Annual Report on Form 10-K.

The following tables present revenue, cost of revenue, SG&A, R&D, employee termination and restructuring, D&A, operating income and earnings (loss) from equity investments for the three months ended March 31, 2016 and 2015, respectively, by business segment. Certain unallocated corporate amounts consisted primarily of general and administrative expenses, other income (expense) and D&A.

Three Months Ended March 31,

	2016			
	2016 GamingLottery Interactive			T-4-1
Davanua	Gaming	grouery	mieractive	ı otai
Revenue:	ф эээ (¢ 45 1	¢ 72.6	¢250.2
Services	\$232.6		\$ 72.6	\$350.3
Product sales	189.1	8.5		197.6
Instant games		134.1		134.1
Total revenue	421.7	187.7	72.6	682.0
Cost of services (1)	41.2	28.1	25.6	94.9
Cost of product sales (1)	87.8	6.6		94.4
Cost of instant games (1)		67.0		67.0
Selling, general and administrative	67.9	16.5	24.5	108.9
Research and development	38.2	2.6	7.3	48.1
Employee termination and restructuring	1.6	1.1		2.7
Depreciation and amortization	141.6	17.8	3.7	163.1
Segment operating income	\$43.4	\$ 48.0	\$ 11.5	\$102.9
Unallocated corporate costs				(52.6)
Consolidated operating income				\$50.3
Earnings from equity investments	\$	\$ 3.2	\$ —	\$3.2
(1) Exclusive of D&A.				
	Three 1	Months 1	Ended Marc	sh 31, 2015
			y Interactiv	
Revenue:		O	•	
Services	\$237.9	\$ 45.6	\$ 46.9	\$220.4
				J J J J U . 4
Product sales	187.9			\$330.4 199.4
Product sales Instant games	187.9 —	11.5	_	199.4
Instant games	_	11.5 128.9	_	199.4 128.9
Instant games Total revenue	— 425.8	11.5 128.9 186.0	 46.9	199.4 128.9 658.7
Instant games Total revenue Cost of services (1)	 425.8 45.5	11.5 128.9 186.0 28.4		199.4 128.9 658.7 90.5
Instant games Total revenue Cost of services (1) Cost of product sales (1)	— 425.8	11.5 128.9 186.0 28.4 10.1	 46.9 16.6 	199.4 128.9 658.7 90.5 97.9
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1)	425.8 45.5 87.8	11.5 128.9 186.0 28.4 10.1 67.0	 46.9 16.6 	199.4 128.9 658.7 90.5 97.9 67.0
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1) Selling, general and administrative	— 425.8 45.5 87.8 — 74.2	11.5 128.9 186.0 28.4 10.1 67.0 17.1	 46.9 16.6 15.1	199.4 128.9 658.7 90.5 97.9 67.0 106.4
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1) Selling, general and administrative Research and development		11.5 128.9 186.0 28.4 10.1 67.0 17.1 1.6		199.4 128.9 658.7 90.5 97.9 67.0 106.4 46.9
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1) Selling, general and administrative Research and development Employee termination and restructuring		11.5 128.9 186.0 28.4 10.1 67.0 17.1 1.6 0.2		199.4 128.9 658.7 90.5 97.9 67.0 106.4 46.9 5.1
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1) Selling, general and administrative Research and development Employee termination and restructuring Depreciation and amortization		11.5 128.9 186.0 28.4 10.1 67.0 17.1 1.6 0.2 21.3		199.4 128.9 658.7 90.5 97.9 67.0 106.4 46.9 5.1 169.7
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1) Selling, general and administrative Research and development Employee termination and restructuring Depreciation and amortization Segment operating income		11.5 128.9 186.0 28.4 10.1 67.0 17.1 1.6 0.2 21.3		199.4 128.9 658.7 90.5 97.9 67.0 106.4 46.9 5.1 169.7 \$75.2
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1) Selling, general and administrative Research and development Employee termination and restructuring Depreciation and amortization Segment operating income Unallocated corporate costs		11.5 128.9 186.0 28.4 10.1 67.0 17.1 1.6 0.2 21.3		199.4 128.9 658.7 90.5 97.9 67.0 106.4 46.9 5.1 169.7 \$75.2 (57.1)
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1) Selling, general and administrative Research and development Employee termination and restructuring Depreciation and amortization Segment operating income		11.5 128.9 186.0 28.4 10.1 67.0 17.1 1.6 0.2 21.3		199.4 128.9 658.7 90.5 97.9 67.0 106.4 46.9 5.1 169.7 \$75.2
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1) Selling, general and administrative Research and development Employee termination and restructuring Depreciation and amortization Segment operating income Unallocated corporate costs Consolidated operating income		11.5 128.9 186.0 28.4 10.1 67.0 17.1 1.6 0.2 21.3 \$ 40.3		199.4 128.9 658.7 90.5 97.9 67.0 106.4 46.9 5.1 169.7 \$75.2 (57.1)
Instant games Total revenue Cost of services (1) Cost of product sales (1) Cost of instant games (1) Selling, general and administrative Research and development Employee termination and restructuring Depreciation and amortization Segment operating income Unallocated corporate costs		11.5 128.9 186.0 28.4 10.1 67.0 17.1 1.6 0.2 21.3 \$ 40.3		199.4 128.9 658.7 90.5 97.9 67.0 106.4 46.9 5.1 169.7 \$75.2 (57.1)

The following table presents a reconciliation of business segment operating income to net loss before income taxes for each period:

	Three Months		
	Ended		
	March 31,		
	2016 2015		
Business segment operating income	\$102.9 \$75.2		
Unallocated corporate costs	(52.6) (57.1)		
Consolidated operating income	50.3 18.1		
Interest expense	(165.7) (164.3)		
Earnings from equity investments	3.2 3.1		
Other income (expense), net	0.7 (5.6)		
Net loss before income taxes	\$(111.5) \$(148.7)		

In evaluating financial performance, we focus on operating income (loss) as a segment's measure of profit or loss. Segment operating income is income before interest expense, earnings (loss) from equity investments, other income (expense), net, unallocated corporate costs and income taxes. The accounting policies of our business segments are the same as those described in our summary of significant accounting policies in Note 1 (Description of the Business and Summary of Significant Accounting Policies) in our 2015 Annual Report on Form 10-K.

(3) Restructuring Plans

We recorded pre-tax employee termination and restructuring costs of \$2.7 million and \$8.2 million for the three months ended March 31, 2016 and 2015, respectively. No new material employee termination and restructuring plans were initiated during the three months ended March 31, 2016. We expect to complete the integration-related restructuring plan actions discussed below relating to the Bally integration during 2016. All other employee termination and restructuring actions reported in 2015 were completed as of March 31, 2016.

Bally Integration-Related Restructuring Plan

Upon our acquisition of Bally in November 2014, we began integrating Scientific Games and Bally by implementing our plans to streamline our operations and cost structure. We have recorded costs that meet the criteria under ASC 420, Exit and Disposal Cost Obligations ("ASC 420"), in each of our business segments associated with integration activities that have been initiated in the relevant period. These costs include employee termination costs, costs relating to the exiting of facilities and product lines, as well as costs relating to existing contracts.

Other Restructuring Plans

Upon our acquisition of WMS in October 2013, we began integrating Scientific Games and WMS and this integration was completed during the three months ended March 31, 2016. We recorded costs that met the criteria under ASC 420, associated with integration activities that were initiated in the relevant period. These costs included employee termination costs, costs related to the exiting of facilities and product lines, as well as costs related to existing contracts.

Employee Termination and Restructuring Costs by Business Segment

The following table presents a summary of employee termination and restructuring costs by business segment related to the restructuring plans described above, including the costs incurred during the three months ended March 31, 2016, the cumulative costs incurred through March 31, 2016 from initiation of the relevant restructuring activities and the total expected costs related to the relevant restructuring activities that have been initiated. As additional integration-related activities are

initiated, we expect to incur additional costs related to those activities.

Business Segment		Employee Termination Costs	Property Costs	Other	Total
Gaming	Three Months Ended March 31, 2016	\$ 1.2	\$ 0.4	\$ —	\$1.6
-	Cumulative	22.4	0.4	1.6	24.4
	Expected Total	24.4	1.4	1.6	27.4
Lottery	Three Months Ended March 31, 2016	1.1	_	_	1.1
	Cumulative	2.3		_	2.3
	Expected Total	4.3	1.0	_	5.3
Interactive	Three Months Ended March 31, 2016	_	_	_	_
	Cumulative	2.5		1.7	4.2
	Expected Total	2.5	_	1.7	4.2
Unallocated corporate (1)	Three Months Ended March 31, 2016	_			
•	Cumulative	6.3	4.3	2.1	12.7
	Expected Total	8.3	4.3	2.1	14.7
Total	Three Months Ended March 31, 2016	\$ 2.3	\$ 0.4	\$ <i>—</i>	\$2.7
	Cumulative	\$ 33.5	\$ 4.7	\$ 5.4	\$43.6
	Expected Total	\$ 39.5	\$ 6.7	\$ 5.4	\$51.6

⁽¹⁾ Cumulative unallocated corporate employee termination costs include cash severance paid to the former chief executive officer and special termination benefits related to the retirement of our former chief financial officer. The following table presents a summary of restructuring charges and the changes in the restructuring accrual during the three months ended March 31, 2016:

	Employee Termination Costs	Property Costs	Other Tota	1
Balance as of December 31, 2015	\$ 7.3	\$ 0.8	\$1.4 \$9.5	
Additional accruals	2.3	0.4	2.7	
Cash payments	(3.3)	(0.7)	(0.3) (4.3))
Balance as of March 31, 2016	\$ 6.3	\$ 0.5	\$1.1 \$7.9	,

(4) Basic and Diluted Net Loss Per Share

Basic net loss per common share is computed by dividing net loss available to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net loss per common share gives effect to all potentially dilutive common shares that were outstanding during the period. As of March 31, 2016 and 2015, we had outstanding stock options and RSUs that could potentially dilute basic earnings per share in the future. The following represents a reconciliation of the numerator and denominator used in computing basic and diluted net loss per share available to common stockholders for the three months ended March 31, 2016 and 2015:

Three Months Ended March 31.

2016 2015

Loss (numerator):

Net loss \$(92.3) \$(86.4)

Shares (denominator):

Basic weighted-average common shares outstanding 86.6 85.3 Diluted weighted-average common shares outstanding 86.6 85.3

Basic and diluted net loss per share amounts:

Basic net loss per share \$(1.07) \$(1.01) Diluted net loss per share \$(1.07) \$(1.01)

For all periods presented, basic and diluted net loss per share were the same, as any additional common stock equivalents would be anti-dilutive. We excluded 1.8 million and 1.5 million of stock options from the diluted weighted-average common shares outstanding as of March 31, 2016 and 2015, respectively, which would have been anti-dilutive due to the net loss in those periods. In addition, we excluded 4.6 million and 4.3 million of RSUs from the calculation of diluted weighted- average common shares outstanding as of March 31, 2016 and 2015, respectively, which would have been anti-dilutive due to the net loss in those periods.

(5) Accounts and Notes Receivable and Credit Quality of Notes Receivable

Accounts and Notes Receivable

The following summarizes the components of current and long-term accounts and notes receivable, net:

March 31 December 31

	maich 31,	December 51,
	2016	2015
Current:		
Accounts receivable	\$ 483.2	\$ 497.7
Notes receivable	176.3	180.4
Allowance for doubtful accounts	(25.6)	(23.3)
Current accounts and notes receivable, net	\$ 633.9	\$ 654.8
Long-term:		
Notes receivable, net	45.8	51.3
Total accounts and notes receivable, net	\$ 679.7	\$ 706.1

Credit Quality of Notes Receivable

The Company has provided extended payment terms and development financing to certain customers in the form of notes receivable. We carry our notes receivable at face amounts less an allowance for doubtful accounts and imputed interest, if any. Interest income is recognized ratably over the life of the note receivable and any related fees or costs to establish the notes are expensed as incurred, as they are considered insignificant. Actual or imputed interest, if any, is determined based on stated rates or current market rates at the time the note originated and is recorded as interest income in other income (expense), net, ratably over the payment period. We generally impute interest income on notes receivable with terms greater than one year that do not contain a stated interest rate. The interest rates on our outstanding notes receivable ranged from 3.25% to 10.42% at March 31, 2016 and December 31, 2015. Our policy is to generally recognize interest on our notes receivable until the note receivable is deemed non-performing, which we define as a note on which payments are over 180 days past due. The amount of our non-performing notes was immaterial at March 31, 2016 and December 31, 2015.

We monitor the credit quality of our accounts and notes receivable by reviewing an aging of customer invoices. Invoices are considered past due if a scheduled payment is not received within the agreed-upon terms. We also review

a variety of other relevant qualitative information such as collection experience, economic conditions and customer-specific financial conditions to evaluate credit risk in recording the allowance for doubtful accounts or as an indicator of an impaired loan. Where

possible, we seek payment deposits, collateral, pledge agreements, bills of exchange, foreign bank letters of credit, post-dated checks or personal guarantees with respect to notes receivable from our customers. However, the majority of our international notes receivable do not have these features. Currently, we have not sold our notes receivable to third parties; therefore, we do not have any off-balance sheet liabilities for factored receivables.

Over the past few years, the government authorities in Argentina had limited the exchange of pesos into USD and the transfer of funds from Argentina. In December 2015, the newly elected government removed the limitations of the previous government and also devalued the "official" peso to the market rate. Our accounts and notes receivable, net, from customers in Argentina at March 31, 2016 was \$16.5 million, which is denominated in USD, although, under the terms of our arrangements with our customers in Argentina, they are required to pay us in pesos at the spot exchange rate between the peso and the USD on the date of payment. With the recent devaluation of the peso, our customers will now have to pay more pesos to reduce their obligations. In evaluating the collectability of customer receivables in Argentina at March 31, 2016, we specifically evaluated recent government actions, payments, receivables aging, any additional security or collateral we had (bills of exchange, pledge agreements, etc.) and other facts and circumstances relevant to our customers' ability to pay. Our customers in Argentina have continued to pay us in pesos based on the spot exchange rate between the peso and the USD on the payment date. We collected \$4.5 million of outstanding receivables from customers in Argentina during the three months ended March 31, 2016.

Government actions and challenges affecting the gaming industry in Mexico have increased the credit quality risk with respect to certain of our current Mexico customers. Our accounts and notes receivable, net, from these certain customers in Mexico at March 31, 2016 was \$38.6 million. We collected \$7.2 million of outstanding receivables from these certain customers during the three months ended March 31, 2016.

The following summarizes the components of total notes receivable, net:

	March 31, 2016	Balances ove 90 days past due	December 31, 2015	Balances over 90 days past due
Notes receivable:				
Domestic	\$52.3	\$ 2.9	\$ 62.4	\$ 2.6
International	169.9	36.0	169.8	26.6
Total notes receivable	222.2	38.9	232.2	29.2
Notes receivable allowance for doubtful accounts:				
Domestic	(2.5)) (2.5	(2.6)	(2.5)
International	(12.1)) (12.1	(10.6)	(9.5)
Total notes receivable allowance for doubtful accounts	(14.6)) (14.6	(13.2)	(12.0)
Notes receivable, net	\$207.6	\$ 24.3	\$ 219.0	\$ 17.2

At March 31, 2016, 11.7% of our total notes receivable, net, was past due by over 90 days compared to 7.9% at December 31, 2015.

The following tables detail our evaluation of notes receivable for impairment as of March 31, 2016 and December 31, 2015:

	March	Endi	ng Balance	End	ing Balance
	31,	Individually Evaluated		Collectively Evaluate	
	2016	for Ir	npairment	for 1	Impairment
Notes receivable:					
Domestic	\$52.3	\$	16.3	\$	36.0
International	169.9	79.1		90.8	}
Total notes receivable	\$222.2	\$	95.4	\$	126.8

	December 31, 2015	individually Evaluated		Coll	ing Balance ectively Evaluated impairment
Notes receivable:					
Domestic	\$ 62.4	\$	20.7	\$	41.7
International	169.8	101.	.8	68.0)
Total notes receivable	\$ 232.2	\$	122.5	\$	109.7

The following table reconciles the allowance for doubtful notes receivable from December 31, 2015 to March 31, 2016:

	Total	Ending Balan Individually Evaluated for Impairment		Collec	g Balance tively Evaluated pairment
Beginning balance at December 31, 2015	\$13.2	\$ 12.9		\$	0.3
Charge-offs	(0.5)	(0.5)		
Recoveries	(0.1)	(0.1)		
Provision	2.0	2.0			
Ending balance at March 31, 2016	\$14.6	\$ 14.3		\$	0.3

The following table reconciles the allowance for doubtful notes receivable from December 31, 2014 to March 31, 2015:

	Total	Ending Balance Individually Evaluated for Impairment	Collec	g Balance tively Evaluated pairment
Beginning balance at December 31, 2014	\$5.9	\$ 5.9	\$	_
Charge-offs	(0.1)	(0.1)		
Recoveries		_		
Provision	2.4	1.8	0.6	
Ending balance at March 31, 2015	\$8.2	\$ 7.6	\$	0.6

For the three months ended March 31, 2016 and 2015, we had no significant modifications to the original financing terms.