

SCIENTIFIC GAMES CORP  
Form 8-K  
August 15, 2012

**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): **August 15, 2012**

**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**

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(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)

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 15, 2012, Scientific Games Corporation issued a press release relating to the pricing of \$300 million of 6.250% Senior Subordinated Notes due 2020 offered by its subsidiary, Scientific Games International, Inc. (the 2020 Notes ). The 2020 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. The offering of the 2020 Notes is expected to close on or about August 20, 2012, subject to customary closing conditions. 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 August 15, 2012. |

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: | Senior Vice President and Chief Financial Officer |

Date August 15, 2012

Exhibit Index

| Exhibit No. | Description                                                           |
|-------------|-----------------------------------------------------------------------|
| 99.1        | Press Release of Scientific Games Corporation, dated August 15, 2012. |