

SCIENTIFIC GAMES CORP
Form SC 13D/A
December 14, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

**Information to be Included in Statements Filed Pursuant
to Rule 13d-1(a) and Amendments Thereto Filed Pursuant to Rule 13d-2(a)**

(Amendment No. 5)*

Scientific Games Corporation (f/k/a Autotote Corporation)

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

053323 10 1

(CUSIP Number)

John Frank
Managing Director and General Counsel
Oaktree Capital Management, LLC
333 South Grand Avenue, 28th Floor
Los Angeles, California 90071
(213) 830-6300

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

December 13, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. //

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 053323 10 1

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON

Oaktree Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) //
(b) /x/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

//

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

4,933,500

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

4,933,500

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,933,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.19%

14 TYPE OF REPORTING PERSON*

IA, OO

***SEE INSTRUCTION BEFORE FILLING OUT!**

SCHEDULE 13D

CUSIP No. 053323 10 1

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON

OCM Opportunities Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) //
(b) /x/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

//

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH**

7 SOLE VOTING POWER

4,785,492

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8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

4,785,492

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,785,492

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.83%

14 TYPE OF REPORTING PERSON*

PN

***SEE INSTRUCTION BEFORE FILLING OUT!**

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON

OCM Principal Opportunities Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) //

(b) /x/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable.

5

//

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CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

***SEE INSTRUCTION BEFORE FILLING OUT!**

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Item 1. Security and Issuer

This Schedule 13D relates to the Common Stock, par value \$0.01 per share ("Common Stock"), of Scientific Games Corporation (f/k/a Autotote Corporation), a Delaware corporation (the "Issuer"). The address of the principal executive office of the Issuer is 750 Lexington Avenue, 25th Floor, New York, New York 10022.

Item 2. Identity and Background

This Schedule 13D is filed on behalf of:

- (1) Oaktree Capital Management, LLC, a California limited liability company ("Oaktree"), in its capacity as general partner of the Opportunities Fund and the Principal Opportunities Fund (see below);
- (2) OCM Opportunities Fund, L.P., a Delaware limited partnership (the "Opportunities Fund"); and
- (3) OCM Principal Opportunities Fund, L.P., a Delaware limited partnership (the "Principal Fund" and, together with the Opportunities Fund, collectively, the "Funds").

The principal business of Oaktree is providing investment advice and management services to institutional and individual investors. The Opportunities Fund is a limited partnership which generally invests in the securities and other obligations of distressed entities. The Principal Opportunities Fund is a limited partnership which generally invests in entities in which there is a potential for the fund to exercise significant influence over such entities. Oaktree is also the investment manager of a third party account (the "Oaktree Account") which invests in securities similar to those in which the Opportunities Fund invests. Based on Oaktree's relationship with the Funds and the Oaktree Account, Oaktree may be deemed to beneficially own the shares of Common Stock held by both the Funds and the Oaktree Account.

(a)-(c) & (f)

Oaktree is the general partner of each of the Funds. The address of the principal business and principal office for Oaktree, the Funds and the portfolio managers is 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071. The members and executive officers of Oaktree and the Funds are listed below. The principal address for each member and executive officer of Oaktree and the Funds is 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071. Each individual listed below is a citizen of the United States of America.

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Executive Officers & Members

Howard S. Marks	Chairman and Principal
Bruce A. Karsh	President and Principal
Sheldon M. Stone	Principal
David Richard Masson	Principal
Larry W. Keele	Principal
Stephen A. Kaplan	Principal
Russel S. Bernard	Principal
David Kirchheimer	Managing Director and Chief Financial and Administrative Officer
John Frank	Managing Director and General Counsel

*Portfolio Managers of
Opportunities Fund*

Bruce A. Karsh
David Richard Masson

*Portfolio Managers of Principal
Opportunities Fund*

Stephen A. Kaplan
Ronald N. Beck

(d)-(e)

During the last five years, neither Oaktree, the Funds, nor, to the best of their knowledge, any of their respective executive officers, directors and general partners (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceedings was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Not Applicable.

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Item 4. Purpose of Transaction

The shares of the Issuer's Common Stock described herein were acquired for investment purposes and for the purposes set forth below.

Oaktree, as the general partner of the Funds, will evaluate the Issuer's businesses and prospects, alternative investment opportunities and all other factors deemed relevant in determining whether to acquire or dispose of additional shares of the Issuer's Common Stock. The investment strategy of the Opportunities Fund is generally to invest in the securities and other obligations of distressed entities. The investment strategy of the Principal Opportunities Fund is generally to invest in entities in which there is a potential to exercise significant influence over such entities. Some or all of the shares of the Issuer's Common Stock beneficially owned by Oaktree and the Funds may be sold, or additional shares of Common Stock may be acquired in the open market or in privately negotiated transactions. Oaktree currently has no agreements, beneficially or otherwise, which would be related to or would result in any of the matters described in Items 4(a)-(j) of Schedule 13D; however, as part of its ongoing review of investment alternatives, Oaktree may consider such matters in the future and, subject to applicable law, may formulate a plan with respect to such matters, and, from time to time, Oaktree may hold discussions with or make formal proposals to management or the Board of Directors of the Issuer, other shareholders of the Issuer or other third parties regarding such matters.

Item 5. Interest in Securities of the Issuer

(a)

As of the date of this Schedule 13D, the Opportunities Fund owns and has sole power to vote and dispose of 4,785,492 shares of Common Stock of the Issuer (approximately 11.83% of the outstanding shares of the Issuer's Common Stock). As of the date of this Schedule 13D, the Principal Opportunities Fund owns and has sole power to vote and dispose of 0 shares of the Issuer's Common Stock.

As of the date of this Schedule 13D, Oaktree, in its capacity as the general partner of the Funds and manager of the Oaktree Account, may be deemed to beneficially own 4,933,500 shares of Common Stock of the Issuer (approximately 12.19% of the outstanding shares of the Issuer's Common Stock).

(b)

Oaktree has discretionary authority and control over all of the assets of the Funds and the Oaktree Account pursuant to its status as general partner of the Funds and investment manager of the Oaktree Account, including the power to vote and dispose of the Issuer's Common Stock. Therefore, Oaktree has the power to vote and dispose of 4,933,500 shares of the Issuer's Common Stock.

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(c)

On December 13, 2001, the Principal Opportunities Fund sold 745,200 shares of the Issuer's Common Stock in the open market at a price of \$7.25 per share.

(d)

During the last 60 days, neither the Opportunities Fund, the Oaktree Account nor the Principal Opportunities Fund has purchased any shares of the Issuer's Common Stock. Oaktree, as general partner of the Funds and investment manager of the Oaktree Account, may be deemed to beneficially own the shares of the Issuer's Common Stock which are owned by the Funds and the Oaktree Account. Oaktree and each of the individuals listed in Item 2 disclaims ownership of the shares of the Issuer's Common Stock reported herein and the filing of this Statement shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this statement. Other than these transactions, neither the Funds nor Oaktree and, to the best of their knowledge, none of their respective executive officers, directors or general partners has effected any transaction involving the Issuer's Common Stock during the last 60 days.

(e)

None

(f)

Not applicable

Item 6. *Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer*

Oaktree, as general partner of the Funds and manager of the Oaktree Account, receives a management fee for managing the assets of the Funds and the Oaktree Account and has a carried interest in the Funds and earns an incentive fee from the Oaktree Account.

Except as described above and herein in this Schedule 13D, there are no other contracts, understandings or relationships (legal or otherwise) among the parties named in Item 2 hereto and between such persons and any person with respect to any of the securities of the Issuer currently owned by the Funds.

Item 7. *Material to be filed as Exhibits*

The following are filed herewith as Exhibits to this Schedule 13D:

Exhibit 1 A written agreement relating to the filing of the joint acquisition statement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Schedule 13D is true, complete and correct.

Dated as of this 14th day of December, 2001.

OAKTREE CAPITAL MANAGEMENT, LLC

By: /s/ JOHN FRANK

John Frank
Managing Director and General Counsel

OCM OPPORTUNITIES FUND, L.P.

By: Oaktree Capital Management, LLC
Its: General Partner

By: /s/ JOHN FRANK

John Frank
Managing Director and General Counsel

OCM PRINCIPAL OPPORTUNITIES FUND, L.P.

By: Oaktree Capital Management, LLC
Its: General Partner

By: /s/ JOHN FRANK

John Frank
Managing Director and General Counsel

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