

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

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) November 24, 2004

0-13063
(Commission File Number)

SCIENTIFIC GAMES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

81-0422894
(IRS Employer
Identification Number)

750 Lexington Avenue, New York, New York 10022
(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))
-
-

Table of Contents

Item 8.01	Other Events.
Item 9.01	Financial Statements and Exhibits.

Item 8.01 Other Events.

A. *Tender Offer.*

Scientific Games Corporation (the "Company") issued a press release dated November 24, 2004 announcing that the Company was commencing a tender offer (the "Tender Offer") and consent solicitation (the "Consent Solicitation" and, together with the Tender Offer, the "Offer") relating to any and all of its outstanding 12¹/₂% Senior Subordinated Notes due 2010. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Nothing in this report should be construed as an offer to purchase any outstanding 12¹/₂% Notes, as such offer is only being made upon the terms and is subject to the conditions set forth in the Company's Offer to Purchase and Solicitation of Consents dated November 24, 2004 and the related Letter of Transmittal and Consent.

B. *Senior Subordinated Notes.*

The Company issued a press release dated December 1, 2004 announcing that the Company intends, subject to market and other conditions, to offer \$200 million aggregate original principal amount of senior subordinated notes in a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended. The Company intends to use the net proceeds from the offering to repay a portion of the term loan outstanding under its existing senior credit agreement and to finance the tender offer for the Company's 12¹/₂% Senior Subordinated Notes due 2010. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The information contained in this report is neither an offer to sell nor a solicitation of an offer to buy any of the senior subordinated notes. The senior subordinated notes to be offered will not be registered under the Securities Act or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any such state securities laws.

C. *Convertible Senior Subordinated Debentures.*

The Company issued a press release dated November 30, 2004 announcing that the Company intends, subject to market and other conditions, to offer \$225.0 million aggregate original principal amount of convertible senior subordinated debentures in a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended. In addition, the Company expects to grant the initial purchasers of the debentures an option to purchase, within 13 days from the date of issuance, up to an additional \$25.0 million aggregate original principal amount of debentures. The Company intends to use the net proceeds from the offering to repay a portion of the term loan outstanding under its existing senior credit agreement. A copy of the press release is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

The information contained in this report is neither an offer to sell nor a solicitation of an offer to buy any of the convertible senior subordinated debentures. The convertible senior subordinated debentures to be offered will not be registered under the Securities Act or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

D. *New Credit Facilities*

The Company issued a press release dated December 1, 2004 announcing that the Company intends to enter into a new \$200 million senior secured revolving credit facility and a new \$100 million senior secured term loan credit facility. The Company intends to use a portion of its borrowings under the proposed new credit facilities to repay a portion of the term loan outstanding under its existing senior credit facilities. A copy of the press release is attached hereto as Exhibit 99.4 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- 99.1 Press Release of Scientific Games Corporation, dated November 24, 2004.
 - 99.2 Press Release of Scientific Games Corporation, dated December 1, 2004.
 - 99.3 Press Release of Scientific Games Corporation, dated November 30, 2004.
 - 99.4 Press Release of Scientific Games Corporation, dated December 1, 2004.
-

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/ MARTIN E. SCHLOSS

Name: Martin E. Schloss

Title: Vice President and General Counsel

Date: December 1, 2004

Exhibit Index

Exhibit No.	Description
99.1	Press Release of Scientific Games Corporation, dated November 24, 2004.
99.2	Press Release of Scientific Games Corporation, dated December 1, 2004.
99.3	Press Release of Scientific Games Corporation, dated November 30, 2004.
99.4	Press Release of Scientific Games Corporation, dated December 1, 2004.

QuickLinks

[Table of Contents](#)

[SIGNATURES](#)

[Exhibit Index](#)

**SCIENTIFIC GAMES ANNOUNCES CASH TENDER OFFER AND CONSENT
SOLICITATION FOR ITS 12¹/₂% SENIOR SUBORDINATED NOTES**

NEW YORK, November 24, 2004—**Scientific Games Corporation (NASDAQ: SGMS)** announced today that it has commenced a cash tender offer and consent solicitation for any and all of its outstanding 12¹/₂% Senior Subordinated Notes due 2010 (the "Notes") (CUSIP No. 053323AJ0). There are currently \$65,584,125 aggregate principal amount of Notes outstanding.

The tender offer and consent solicitation are made upon the terms and conditions set forth in the Offer to Purchase and Solicitation of Consents dated November 24, 2004 and the related Letter of Transmittal and Consent. The tender offer will expire at 5:00 p.m., New York City time, on December 22, 2004, unless extended or terminated (such time and date, the "Expiration Date"). The consent solicitation will expire at 5:00 p.m., New York City time, on December 8, 2004, unless extended (such time and date, the "Consent Date"). Notes tendered before the Consent Date may be withdrawn at any time prior to the Consent Date, but not thereafter.

In conjunction with the tender offer, Scientific Games is also soliciting the consent of holders of the Notes to the elimination of substantially all of the restrictive covenants and certain default provisions in the indenture governing the Notes, and to the execution by the Company and the trustee of a supplemental indenture to amend the indenture. The proposed amendments to the indenture require the consent of at least a majority in aggregate principal amount of outstanding Notes to be adopted. Holders cannot tender their Notes without delivering a consent and cannot deliver a consent without tendering their Notes.

The total purchase price per \$1,000 principal amount of the Notes validly tendered and not validly withdrawn pursuant to the tender offer prior to the Consent Date will be equal to the present value on the payment date of \$1,062.50 (i.e., the redemption price for the Notes on August 15, 2005, which is the earliest redemption date for the Notes) plus the present value of the interest that would accrue from the payment date until the earliest redemption date, in each case determined based on a fixed spread of 100 basis points over the yield on the Price Determination Date of the 6.5% U.S. Treasury Note due August 15, 2005. In addition, accrued and unpaid interest on the principal amount of such Notes up to, but not including, the payment date for the Notes will be paid. The Price Determination Date will be 2:00 p.m., New York City time, on December 8, 2004 (unless the Company extends the tender offer for more than ten full business days, in which case a new price determination date will be set).

Scientific Games will make a consent payment of \$20.00 per \$1,000 principal amount of Notes validly tendered and not validly withdrawn prior to the Consent Date (which consent payment is included in the total purchase price described above). Holders who validly tender their Notes after the Consent Date and before the Expiration Date will not receive the consent payment included in the total purchase price described above.

The closing of the tender offer is subject to the satisfaction or waiver of certain conditions, including (i) there having been validly tendered and not validly withdrawn Notes representing a majority in aggregate principal amount of outstanding Notes; (ii) receipt by Scientific Games of the requisite consents to the proposed amendments to the indenture governing the Notes and the execution by Scientific Games, the subsidiary guarantors to the indenture and the trustee of a supplemental indenture to effect the proposed amendments; (iii) the consummation of the tender offer being permitted by Scientific Games' senior secured lenders; and (iv) satisfaction of other general conditions set forth in the Offer to Purchase and Solicitation of Consents dated November 24, 2004.

Scientific Games has retained J.P. Morgan Securities Inc. and Bear, Stearns & Co. Inc. to serve as Dealer Managers and Solicitation Agents for the tender offer. Requests for documents may be directed to D.F. King & Co., Inc., the Information Agent, by telephone at (212) 269-5550 ext. 6831(collect), or in writing at 48 Wall Street, 22nd Floor, New York, New York 10005, Attention: Fran Beckesh.

Questions regarding the tender offer may be directed to Lenny Carey of JPMorgan at (212) 270-9769 (collect) or the Global Liability Management Group of Bear Stearns at (877) 696-2327 (U.S. toll free) and (212) 272-5112 (collect).

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The offer is being made solely by the Offer to Purchase and Solicitation of Consents dated November 24, 2004 and the related Letter of Transmittal and Consent.

About Scientific Games

Scientific Games Corporation is a leading integrated supplier of instant tickets, systems and services to lotteries, and a leading supplier of wagering systems and services to pari-mutuel operators. It is also a licensed pari-mutuel gaming operator in Connecticut and the Netherlands and is a leading supplier of prepaid phone cards to telephone companies. Scientific Games' customers are in the United States and more than 60 other countries. For more information about Scientific Games, please visit our web site at www.scientificgames.com.

Forward-Looking Statements

This press release contains forward-looking statements that are based on our management's current expectations. Such statements include, but are not limited to, plans, projections and estimates regarding the terms of the tender offer and consent solicitation relating to the Notes. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including prevailing market conditions and other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. More information about potential risk factors which could affect our results is included in our filings with the Securities and Exchange Commission.

FOR IMMEDIATE RELEASE

CORRECTION: SCIENTIFIC GAMES CORPORATION ANNOUNCES PROPOSED PRIVATE OFFERING OF \$200 MILLION OF SENIOR SUBORDINATED NOTES

New York, NY—December 1, 2004: Scientific Games Corporation (NASDAQ: SGMS) today announced that it intends, subject to market and other conditions, to offer \$200 million aggregate original principal amount of senior subordinated notes in a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended.

It is expected that the notes will pay cash interest through maturity of the notes.

The notes are not proposed to be convertible into common stock at any time.

Scientific Games intends to use the net proceeds from the offering to repay a portion of the term loan outstanding under its existing senior credit agreement and to finance the tender offer for the Company's 12¹/₂% Senior Subordinated Notes due 2010.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities. The notes have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release contains statements that are forward-looking in nature and involve certain significant risks and uncertainties. Actual results could differ materially from such forward-looking information. Scientific Games' Securities and Exchange Commission filings identify many such risks and uncertainties. Any forward-looking information in this press release is qualified in its entirety by the risks and uncertainties described in such Securities and Exchange Commission filings.

FOR IMMEDIATE RELEASE

**SCIENTIFIC GAMES CORPORATION ANNOUNCES PROPOSED PRIVATE
OFFERING OF \$225 MILLION OF CONVERTIBLE SENIOR SUBORDINATED DEBENTURES**

New York, NY—November 30, 2004: Scientific Games Corporation (NASDAQ: SGMS) today announced that it intends, subject to market and other conditions, to offer \$225.0 million aggregate original principal amount of convertible senior subordinated debentures in a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended. In addition, Scientific Games expects to grant the initial purchasers of the debentures an option to purchase, within 13 days from the date of issuance, up to an additional \$25.0 million aggregate original principal amount of debentures.

It is expected that the debentures will pay cash interest through maturity of the debentures. The conversion rate and other terms of the debentures will be determined by negotiations between Scientific Games and the initial purchasers of the debentures.

Scientific Games intends to use the net proceeds from the offering to repay a portion of the term loan outstanding under its existing senior credit agreement. Subject to the receipt of certain consents and waivers, Scientific Games expects to enter into convertible bond hedge transactions with affiliates of the initial purchasers which if consummated are expected to reduce the potential dilution upon conversion of the debentures. The initial purchasers expect to hedge their exposure to the potential hedge transactions, which could have the effect of increasing (or preventing any potential decline in) the price of Scientific Games' common stock at the time of pricing of the debentures, and if the hedge transactions are not consummated, the initial purchasers expect to unwind their hedge positions, which could have the effect of decreasing the price of Scientific Games' common stock.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities. The debentures and the common stock issuable upon conversion of the debentures have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws. Unless so registered, the debentures and common stock issuable upon conversion of the debentures may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release contains statements that are forward-looking in nature and involve certain significant risks and uncertainties. Actual results could differ materially from such forward-looking information. Scientific Games' Securities and Exchange Commission filings identify many such risks and uncertainties. Any forward-looking information in this press release is qualified in its entirety by the risks and uncertainties described in such Securities and Exchange Commission filings.

FOR IMMEDIATE RELEASE

**SCIENTIFIC GAMES CORPORATION ANNOUNCES A PROPOSED \$200 MILLION
SENIOR SECURED REVOLVING CREDIT FACILITY AND A PROPOSED \$100
MILLION SENIOR SECURED TERM LOAN CREDIT FACILITY**

New York, NY—December 1, 2004: Scientific Games Corporation (NASDAQ: SGMS) today announced that it intends to enter into a new \$200 million senior secured revolving credit facility and a new \$100 million senior secured term loan credit facility.

The proposed new credit facilities would replace Scientific Games' existing senior credit facilities, and are subject to conditions including, among other things, negotiation and execution of commitment documentation and definitive agreements.

The proposed term of each of the credit facilities will be five years. It is proposed that the credit facilities will be guaranteed by all of Scientific Games' wholly-owned domestic subsidiaries and will be collateralized by substantially all of the assets of Scientific Games and its wholly-owned domestic subsidiaries, including stock and other equity interests. Under the proposed terms, Scientific Games would also have the ability to enter into incremental senior secured term loan credit facilities for an aggregate amount of up to \$100 million at later dates for certain purposes.

Scientific Games intends to use a portion of its borrowings under the proposed new credit facilities to repay a portion of the term loan outstanding under its existing senior credit facilities.

This press release contains statements that are forward-looking in nature and involve certain significant risks and uncertainties. Actual results could differ materially from such forward-looking information. Scientific Games' Securities and Exchange Commission filings identify many such risks and uncertainties. Any forward-looking information in this press release is qualified in its entirety by the risks and uncertainties described in such Securities and Exchange Commission filings.
