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

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**SCIENTIFIC GAMES CORPORATION**

*(Exact name of registrant as specified in its charter)*

**Nevada**  
*(State or other jurisdiction of  
incorporation or organization)*

**81-0422894**  
*(I.R.S. Employer  
Identification No.)*

**Scientific Games Corporation  
6601 Bermuda Road  
Las Vegas, Nevada 89119**  
*(Address, including zip code, of principal executive offices)*

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**Scientific Games Corporation 2003 Incentive Compensation Plan, as Amended and Restated**  
*(Full title of the plan)*

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**James Sottile, Esq.**  
Scientific Games Corporation  
6601 Bermuda Road  
Las Vegas, NV 89119  
*(Name and address of agent for service)*

**(702) 897-7150**  
*(Telephone number, including area code, of agent for service)*

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

Large accelerated filer     Accelerated filer     Non-accelerated filer     Smaller reporting company     Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, \$.001 par value ("Common Stock")	3,500,000	\$19.85	\$69,475,000.00	\$8,420.37

(1) This registration statement (this "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") to register 3,500,000 shares of Common Stock which may be issued under the Scientific Games Corporation 2003 Incentive Compensation Plan, as amended and restated (as the same may be further amended from time to time, the "2003 Plan").

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that may become issuable under the 2003 Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of the registrant's outstanding shares of Common Stock.

(3) Estimated, solely for the purpose of calculating the registration fee, pursuant to Rules 457(c) and 457(h)(1) promulgated under the Securities Act, based on the average of the high and low sales prices for the Common Stock reported on the Nasdaq Global Select Market on July 26, 2019.

## REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is filed by Scientific Games Corporation (the “Registrant”) in accordance with the provisions of General Instruction E to Form S-8 for the purpose of registering 3,500,000 shares of Common Stock of the Registrant that may be issued under the 2003 Plan. The contents of the Registrant’s Registration Statement on Form S-8 as filed with the Commission on October 31, 2003 (File No. 333-110141), Registration Statement on Form S-8 as filed with the Commission on May 12, 2006 (File No. 333-134043), Registration Statement on Form S-8 as filed with the Commission on March 2, 2009 (File No. 333-157638), Registration Statement on Form S-8 as filed with the Commission on August 10, 2009 (File No. 333-161232), Registration Statement on Form S-8 as filed with the Commission on October 18, 2013 (File No. 333-191817), and Registration Statement on Form S-8 as filed with the Commission on November 24, 2014 (File No. 333-200463), in each case, as amended by the Post-Effective Amendment No. 1 to Registration Statement on Form S-8 filed with the Commission on January 10, 2018, are incorporated by reference herein and made a part hereof, except as supplemented, amended or superseded by the information set forth below.

### EXPLANATORY NOTE

As a result of the IPO of a minority interest in our Social gaming business, which was completed on May 7, 2019, we now refer to our Social business segment as our SciPlay business segment, and we also changed our calculation of SciPlay business segment Adjusted EBITDA (“AEBITDA”) beginning with the first quarter of 2019. SciPlay business segment AEBITDA now reflects intercompany charges settled in cash for corporate services and certain royalties paid for by our SciPlay business segment to other segments or to Corporate with a corresponding offset included in the “Unallocated and Reconciling Items” column. The impact of this change has not been reflected in the most recent Annual Report on Form 10-K (“2018 10-K”) as this change solely relates to calculation of SciPlay business segment AEBITDA as presented in Note 2 in our 2018 10-K and had no impact on other information previously filed.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 8. Exhibits.

Exhibit Number	Description of Exhibit
<a href="#">4.1</a>	<a href="#">Scientific Games Corporation 2003 Incentive Compensation Plan, as amended and restated (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K, filed with the U.S. Securities and Exchange Commission on June 14, 2019).</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Brownstein Hyatt Farber Schreck, LLP</a>
<a href="#">23.1*</a>	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm</a>
<a href="#">23.2*</a>	<a href="#">Consent of Brownstein Hyatt Farber Schreck, LLP (included in Exhibit 5.1)</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (included in the signature page of this Registration Statement)</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on the 2<sup>nd</sup> day of August, 2019.

### SCIENTIFIC GAMES CORPORATION

By: /s/ Michael A. Quartieri

Name: Michael A. Quartieri

Title: Executive Vice President, Chief Financial  
Officer,  
Treasurer and Corporate Secretary

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## SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Scientific Games Corporation, hereby severally constitute and appoint Barry L. Cottle, Michael A. Quartieri and James Sottile, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Barry L. Cottle</u> Barry L. Cottle	President, Chief Executive Officer and Director (principal executive officer)	August 2, 2019
<u>/s/ Michael A. Quartieri</u> Michael A. Quartieri	Executive Vice President, Chief Financial Officer, Treasurer and Corporate Secretary (principal financial officer)	August 2, 2019
<u>/s/ Michael F. Winterscheidt</u> Michael F. Winterscheidt	Chief Accounting Officer (principal accounting officer)	August 2, 2019
<u>/s/ Peter A. Cohen</u> Peter A. Cohen	Vice Chairman of the Board of Directors and Director	August 2, 2019
<u>/s/ Richard M. Hadrill</u> Richard M. Hadrill	Vice Chairman of the Board of Directors and Director	August 2, 2019
<u>/s/ David L. Kennedy</u> David L. Kennedy	Director	August 2, 2019
<u>/s/ Jack A. Markell</u> Jack A. Markell	Director	August 2, 2019
<u>/s/ Paul M. Meister</u> Paul M. Meister	Director	August 2, 2019
<u>/s/ Michael J. Regan</u> Michael J. Regan	Director	August 2, 2019
<u>/s/ Barry F. Schwartz</u> Barry F. Schwartz	Director	August 2, 2019

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<u>/s/ Frances F. Townsend</u> Frances F. Townsend	Director	August 2, 2019
<u>/s/ Maria T. Vullo</u> Maria T. Vullo	Director	August 2, 2019
<u>/s/ Kneeland C. Youngblood</u> Kneeland C. Youngblood	Director	August 2, 2019

August 2, 2019

Scientific Games Corporation  
6601 Bermuda Road  
Las Vegas, Nevada 89119

Ladies and Gentlemen:

We have acted as local Nevada counsel to Scientific Games Corporation, a Nevada corporation (the “Company”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), relating to the registration of 3,500,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), issuable under the Company’s 2003 Incentive Compensation Plan, as amended and restated (the “Plan”). This opinion letter is being delivered at your request pursuant to the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In our capacity as such counsel, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization and issuance of the Shares as contemplated by the Plan and as described in the Registration Statement. For purposes of this opinion letter, and except to the extent set forth in the opinion expressed below, we have assumed that all such proceedings have been or will be timely completed in the manner contemplated by the Plan, and as presently proposed in the Registration Statement.

For purposes of issuing the opinion hereinafter expressed, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction as being true copies of (i) the Registration Statement, (ii) the Plan, (iii) the articles of incorporation and bylaws of the Company, each as amended to date, (iv) certain resolutions of the Board of Directors of the Company, and (v) such other agreements, instruments, corporate records and other documents as we have deemed necessary or appropriate. We have also obtained from officers and other representatives and agents of the Company and from public officials, and have relied upon, such certificates, representations, assurances and public filings as we have deemed necessary or appropriate for the purpose of issuing this opinion letter.

Without limiting the generality of the foregoing, we have, with your permission, assumed without independent verification that (i) each natural person executing any of the documents we reviewed has sufficient legal capacity to do so; (ii) all documents submitted to us as originals are authentic, the signatures on all documents we reviewed are genuine and all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies conform to the original document; (iii) all corporate records made available to us by the Company, and all public records we have reviewed, are accurate and complete; and (iv) after any issuance of Shares, the total number of issued and outstanding shares of Common Stock, together with the total number of shares of Common Stock then reserved for issuance or obligated to be issued by the Company pursuant to any agreement or arrangement or otherwise, including the Plan, will not exceed the total number of shares of Common Stock then authorized under the Company’s articles of incorporation.

100 North City Parkway,  
Suite 1600  
Las Vegas, NV 89106-4614  
main 702.382.2101

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We are qualified to practice law in the State of Nevada. The opinion set forth herein is expressly limited to and based exclusively on the general corporate laws of the State of Nevada, and we do not purport to be experts on, or to express any opinion with respect to the applicability thereto or the effect thereon of, the laws of any other jurisdiction. We express no opinion concerning, and we assume no responsibility as to laws or judicial decisions related to, any federal laws, rules or regulations, including, without limitation, any federal securities laws, rules or regulations, or any state securities or “blue sky” laws, rules or regulations.

Based on the foregoing and in reliance thereon, and having regard to legal considerations and other information that we deem relevant, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued in accordance with all applicable terms and conditions set forth in the Plan and in exchange for the consideration required thereunder, and as described in the Registration Statement, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed herein is based upon the applicable laws of the State of Nevada and the facts in existence on the date of this opinion letter. In delivering this opinion letter to you, we disclaim any obligation to update or supplement the opinion set forth herein or to apprise you of any changes in any laws or facts after such time as the Registration Statement is declared effective. No opinion is offered or implied as to any matter, and no inference may be drawn, beyond the strict scope of the specific issues expressly addressed by the opinion set forth herein.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

*Bronstein Hyatt Fisher Schroed, LLP*

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2019, relating to (1) the consolidated financial statements and financial statement schedule of Scientific Games Corporation and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph related to the Company's change in method of accounting for revenue from contracts with customers in 2018 due to the adoption of ASC 606), and (2) the effectiveness of Scientific Games Corporation and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of Scientific Games Corporation for the year ended December 31, 2018.

/s/ DELOITTE & TOUCHE LLP

August 2, 2019