

Edgar Filing: SCIENTIFIC GAMES CORP - Form 8-K

Item 8.01 Other Events

Scientific Games Corporation (the "Company") issued a press release dated December 2, 2004, announcing the pricing of its offering of \$250.0 million aggregate principal amount of 0.75% convertible senior subordinated debentures due 2024 in a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended. The sale of the debentures is expected to close on or about December 23, 2004. A copy of the press release is attached hereto as Exhibit 99.1 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 of 1933, as amended, 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.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

Exhibit No. -----	Description -----
99.1	Press Release of Scientific Games Corporation, dated December 2, 2004.

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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 2, 2004

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Exhibit Index

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