

SCIENTIFIC GAMES CORP
Form 8-K
May 14, 2013

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): **May 14, 2013**

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

(Address of principal executive offices, including Zip Code)

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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 7.01. Regulation FD Disclosure

The information contained under Item 7.01 in this Current Report on Form 8-K, including the presentation included in Exhibit 99.1 hereto, is being furnished and, as a result, such information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

On May 14, 2013, Scientific Games Corporation (the Company) will be providing the lender presentation being furnished as Exhibit 99.1 to certain lenders in connection with the potential syndication of a \$2.3 billion term loan that, together with a \$300 million revolving credit facility, is contemplated to be entered into in connection with the Company's pending acquisition of WMS Industries Inc. (WMS). Completion of the acquisition remains subject to approvals by gaming regulatory authorities and other customary closing conditions. There can be no assurance that the contemplated financing or the acquisition will be completed.

The presentation furnished as Exhibit 99.1 to this Report on Form 8-K is incorporated by reference in this Item 7.01. The information contained in the presentation is summary information that is intended to be considered in the context of the Company's and WMS' Securities and Exchange Commission (SEC) filings and other public announcements. The Company undertakes no duty or obligation to publicly update or revise this information.

The Company's presentation, in addition to containing results that are determined in accordance with accounting principles generally accepted in the United States of America (GAAP), contains certain non-GAAP financial measures as that term is defined by the rules and regulations of the SEC.

The non-GAAP financial measures used in the presentation should not be considered in isolation of, as a substitute for, or superior to, financial information prepared in accordance with GAAP. The non-GAAP financial measures as defined in the presentation may differ from similarly titled measures presented by other companies. The non-GAAP financial measures, as well as other information in the presentation, should be read in conjunction with the Company's and WMS' financial statements filed with the SEC.

Additionally, the presentation contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based upon management's current expectations, assumptions and estimates and are not guarantees of future results or performance. Actual results may differ materially from those contemplated in these statements due to a variety of risks and uncertainties and other factors, as discussed further in the presentation.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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Exhibit

No.

99.1

Lender Presentation dated May 14, 2013.

Description

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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/ Jeffrey S. Lipkin
Name: Jeffrey S. Lipkin
Title: Senior Vice President and Chief
Financial Officer

Date: May 14, 2013

Exhibit Index

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