

SCIENTIFIC GAMES CORP  
Form DEFA14A  
April 13, 2011

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**SCIENTIFIC GAMES CORPORATION**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:



On April 13, 2011, Scientific Games Corporation ( Scientific Games or the Company ) filed a Preliminary Proxy Statement for the Annual Meeting of Stockholders of Scientific Games to be held on June 7, 2011 (the Preliminary Proxy Statement ), which contains a proposal to be submitted to the Company s stockholders to approve a stock option exchange program for employees and directors (the Proposed Option Exchange ). In connection with the Proposed Option Exchange, Scientific Games is providing the Manager Communication Guidelines for the Proposed Stock Option Exchange Program, dated April 13, 2011.

Neither the Preliminary Proxy Statement nor the communication referenced above constitutes an offer to holders of the Company s outstanding stock options to exchange those options. The Proposed Option Exchange will only be commenced, if at all, if the Company s stockholders approve the Proposed Option Exchange.

***The Proposed Option Exchange has not yet commenced. Even if the requisite stockholder approval is obtained, Scientific Games may still decide later not to implement the Proposed Option Exchange. If Scientific Games decides to implement the Proposed Option Exchange, it will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (the SEC ) upon the commencement of the Proposed Option Exchange. Persons who are eligible to participate in the Proposed Option Exchange should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Proposed Option Exchange.***

***In connection with the proposal to be voted on by Scientific Games stockholders to approve the Proposed Option Exchange, Scientific Games has filed a Preliminary Proxy Statement with the SEC and intends to file other relevant materials with the SEC, including a definitive proxy statement. Scientific Games stockholders are urged to read such materials as and when they become available and before making any voting decision regarding the Proposed Option Exchange, because they will contain important information about the proposal to be voted on by stockholders with respect to the Proposed Option Exchange.***

***Scientific Games stockholders and option holders will be able to obtain the written materials described above and other documents filed by Scientific Games with the SEC free of charge from the SEC s website at [www.sec.gov](http://www.sec.gov). In addition, stockholders and option holders may obtain free copies of the documents filed by Scientific Games with the SEC by directing a written request to: Scientific Games Corporation, 750 Lexington Avenue, New York, New York 10022, Attention: Investor Relations.***

Exhibit A: Manager Communication Guidelines for the Proposed Stock Option Exchange Program, dated April 13, 2011 (incorporated by reference to Exhibit 99.2 to the Company's Tender Offer Statement on Schedule TO filed on April 13, 2011).