

SCIENTIFIC GAMES CORP
Form DEFA14A
May 01, 2008

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

OMB APPROVAL
OMB Number: 3235-0059
Expires: January 31, 2008
Estimated average burden
hours per response: 14.

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

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:
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- 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.
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SCIENTIFIC GAMES CORPORATION

**Stockholder Meeting to be held on
06/10/08**

**** IMPORTANT NOTICE **
Regarding the Availability of Proxy Material**

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.

SCIENTIFIC GAMES CORPORATION

750 LEXINGTON AVENUE

NEW YORK, NY 10022

**BROADRIDGE
FINANCIAL SOLUTIONS, INC.**

ATTENTION:

TEST PRINT

51 MERCEDES WAY

EDGEWOOD, NY

11717

Proxy Material Available

- Notice and Proxy Statement
- Annual Report

**PROXY MATERIAL - VIEW OR
RECEIVE**

You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 05/27/08.

**HOW TO VIEW MATERIAL VIA THE
INTERNET**

Have the 12 Digit Control
Number(s) available and visit:
www.proxyvote.com

**HOW TO REQUEST A COPY OF
MATERIAL**

1) BY INTERNET - www.proxyvote.com

2) BY TELEPHONE - 1-800-579-1639

3) BY E-MAIL* -
sendmaterial@proxyvote.com

*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

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See the Reverse Side for Meeting Information and Instructions on How to Vote

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Meeting Information

Meeting Type: Annual Meeting of Stockholders
Meeting Date: June 10, 2008
Meeting Time: 10:30 A.M. Eastern Time
For holders as of: April 15, 2008

How To Vote

Vote In Person

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Meeting Location:

Metropolitan Club
1 East 60th Street
New York, NY 10022

Vote By Internet

To vote *now* by Internet, go to

Meeting Directions:

For Meeting Directions Please Call:
212-754-2233

WWW.PROXYVOTE.COM

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your notice in hand when you access the web site and follow the instructions.

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Voting items	
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**THE BOARD OF DIRECTORS RECOMMENDS A
VOTE FOR THE ELECTION OF DIRECTORS AND
FOR PROPOSALS 2 and 3.**

1. Election of Directors:

Nominees:

- | | | | |
|-----|--------------------|-----|-----------------------|
| 01) | A. Lorne Weil | 06) | Michael J. Regan |
| 02) | Peter A. Cohen | 07) | Barry F. Schwartz |
| 03) | Gerald J. Ford | 08) | Eric M. Turner |
| 04) | J. Robert Kerrey | 09) | Joseph R. Wright, Jr. |
| 05) | Ronald O. Perelman | | |

2. To ratify the appointment of Deloitte & Touche LLP as independent auditor for the fiscal year ending December 31, 2008.
3. To approve an amendment and restatement of the Scientific Games Corporation 2003 Incentive Compensation Plan that would, among other things, increase the number of shares available for awards by 3,000,000 shares.
4. On such other matters as may properly come before the meeting.

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**BROADRIDGE
FINANCIAL SOLUTIONS, INC.
ATTENTION:
TEST PRINT
51 MERCEDES WAY
EDGEWOOD, NY
11717**

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