

SCIENTIFIC GAMES CORP
Form 8-K
April 27, 2011

**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): **April 26, 2011**

SCIENTIFIC GAMES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

81-0422894
(IRS Employer
Identification No.)

0-13063

(Commission File Number)

750 Lexington Avenue, New York, New York 10022

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(Address of registrant's principal executive office)

(212) 754-2233

(Registrant's telephone number)

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 (*see* General Instructions A.2. below):

- 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 1.01. Entry into a Material Definitive Agreement.

On April 26, 2011, Scientific Games Corporation (the Company) and its U.K. subsidiary, Global Draw Limited, entered into a purchase agreement (the Purchase Agreement) to acquire all of the issued shares of Barcrest Group Limited, a U.K. company, and Cyberview Technology CZ s.r.o., a company incorporated in the Czech Republic (collectively Barcrest), from subsidiaries of International Game Technology (collectively IGT) for approximately 33 million pounds Sterling in cash (subject to certain post-closing adjustments), plus up to approximately 2 million pounds in deferred consideration, the payment of which is subject to the satisfaction of certain conditions relating to a third-party contract.

The closing of the acquisition of Barcrest is conditioned on, among other things, obtaining U.K. competition approvals and certain third-party consents. The transaction is anticipated to close during the third quarter of 2011.

The Purchase Agreement contemplates that, upon the closing of the transaction, the Company (or its affiliates) and/or Barcrest and IGT (or its affiliates) will enter into certain ancillary agreements, including a non-exclusive cross-license of certain intellectual property and certain transition services agreements.

A copy of the press release announcing the transaction is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release of Scientific Games Corporation, dated April 27, 2011 |

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

Date: April 27, 2011

By:

/s/ Jeffrey S. Lipkin

Name: Jeffrey S. Lipkin

Title: Senior Vice President and Chief Financial
Officer

Exhibit Index

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|-------------|---|
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