

SCIENTIFIC GAMES CORP  
Form S-4/A  
September 17, 2009  
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As Filed With the Securities and Exchange Commission on September 17, 2009

Registration No. 333-161268

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Amendment No. 1

to

**FORM S-4**

**REGISTRATION STATEMENT**

**UNDER  
THE SECURITIES ACT OF 1933**

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**SCIENTIFIC GAMES INTERNATIONAL, INC.**

(as Issuer)

(Exact Name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2754**  
(Primary Standard Industrial  
Classification Code Number)

**58-1943521**  
(I.R.S. Employer Identification  
Number))

## **SCIENTIFIC GAMES CORPORATION**

(as guarantor)

(and the other guarantors identified in the Table of Additional Registrants below)

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7373**  
(Primary Standard Industrial  
Classification Code Number)

**81-0422894**  
(I.R.S. Employer Identification  
Number))

**Scientific Games Corporation**

**750 Lexington Avenue, 25th Floor**

**New York, New York 10022**

**(212) 754-2233**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Ira H. Raphaelson, Esq.**  
**Scientific Games Corporation**  
**750 Lexington Avenue, 25th Floor**  
**New York, New York 10022**  
**(212) 754-2233**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Marc D. Jaffe, Esq.**

**Senet S. Bischoff, Esq.**  
Latham & Watkins LLP  
885 Third Avenue  
New York, New York 10022  
(212) 906-1200

**Approximate date of commencement of proposed sale to the public:**

As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**TABLE OF ADDITIONAL REGISTRANTS**

<b>Name of Additional Registrant</b>	<b>State of Incorporation or Formation</b>	<b>IRS Employer Identification Number</b>	<b>Commission File Number</b>
Autotote Enterprises, Inc.**	Connecticut	06-1370549	333-161268-08
Autotote Gaming, Inc.***	Nevada	88-0415955	333-161268-07
MDI Entertainment, LLC***	Delaware	58-1943521	333-161268-06
Scientific Games Products, Inc.***	Delaware	45-0565615	333-161268-05
Scientific Games Racing, LLC***	Delaware	58-1943521	333-161268-04
Scientific Games SA, Inc.***	Delaware	58-1673074	333-161268-03
SG Racing, Inc.***	Delaware	74-3141546	333-161268-02
TRACKPLAY, LLC***	Delaware	03-0398820	333-161268-01

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Addresses of Principal Executive Offices:

\*\* 600 Long Wharf Drive  
New Haven, CT 06511

\*\*\* 1500 Bluegrass Lakes Parkway  
Alpharetta, GA 30004

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**The information in this prospectus is not complete and may be changed. We may not sell these securities or accept any offer to buy these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED SEPTEMBER 17, 2009**

**PRELIMINARY PROSPECTUS**

**\$225,000,000**

**SCIENTIFIC GAMES INTERNATIONAL, INC.**

**(as Issuer)**

**SCIENTIFIC GAMES CORPORATION**

**(as Guarantor)**

**Exchange Offer for  
9.250% Senior Subordinated Notes due 2019**

**The Exchange Offer:**

- Scientific Games International, Inc., referred to as the Issuer, will exchange all outstanding 9.250% senior subordinated notes due 2019, referred to as the old notes, that are validly tendered and not validly withdrawn for an equal principal amount of 9.250% senior subordinated notes due 2019, referred to as the new notes, that are, subject to specified conditions, freely transferable.
- The exchange offer expires at 5:00 p.m., New York City time, on \_\_\_\_\_, 2009, unless extended. We do not currently intend to extend the expiration date.
- You may withdraw tenders of old notes at any time prior to the expiration date of the exchange offer.

- Neither Scientific Games Corporation nor the Issuer will receive any cash proceeds from the exchange offer.

**The New Notes:**

- We are offering new notes to satisfy certain obligations under the registration rights agreement entered into in connection with the private offering of the old notes.
- The terms of the new notes are substantially identical to the old notes, except that the new notes, subject to specified conditions, will be freely transferable.
- The new notes will be guaranteed on a senior subordinated unsecured basis by Scientific Games Corporation and all of its 100%-owned domestic subsidiaries (other than the Issuer), which are referred to as the guarantors.
- We do not plan to list the new notes on a national securities exchange or automated quotation system.

**Please see Risk Factors beginning on page 16 of this prospectus for a discussion of certain factors that you should consider before participating in this exchange offer.**

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes as required by applicable securities laws and regulations. The letter of transmittal states that, by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act.

This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of

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market-making activities or other trading activities. We have agreed that, for a period of up to 180 days after the expiration of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale.

**None of the Securities and Exchange Commission, any state securities commission, the Nevada Gaming Commission, the Nevada State Gaming Control Board, the Mississippi Gaming Commission, the Louisiana Gaming Control Board, the Indiana Gaming Commission, the New Jersey Casino Control Commission or any other gaming authority or other regulatory agency has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is \_\_\_\_\_, 2009.

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We have not authorized any dealer, salesperson or other person to give any information or represent anything to you other than the information contained in this prospectus. You must not rely on unauthorized information or representations.

This prospectus does not offer to sell nor ask for offers to buy any of the securities in any jurisdiction where it is unlawful, where the person making the offer is not qualified to do so, or to any person who cannot legally be offered the securities. The information in this prospectus is current only as of the date on its cover and may change after that date.

This prospectus incorporates important business and financial information about us that is not included in or delivered with this document. You may obtain information incorporated by reference, at no cost, by writing or telephoning us at the following address:

Scientific Games Corporation  
Attention: Investor Relations  
750 Lexington Avenue, 25th Floor  
New York, New York 10022  
(212) 754-2233

To obtain timely delivery, you must request the information no later than five (5) business days prior to the expiration of the exchange offer, or \_\_\_\_\_, 2009. See Where You Can Find More Information and Incorporation of Certain Documents by Reference beginning on page ii.



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**INDUSTRY AND MARKET DATA**

Certain market data and other statistical information included in this prospectus (including the documents incorporated by reference in this prospectus) are based on independent industry publications, government publications, reports by market research firms or other published independent sources. Some data is also based on our good faith estimates, which are derived from our review of internal surveys, as well as the independent sources listed above. Although we believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness.

**BASIS OF PRESENTATION**



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We filed a Current Report on Form 8-K on May 18, 2009 to retrospectively adjust portions of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on March 2, 2009, to reflect our adoption, effective January 1, 2009, of FASB Staff Position APB 14-1,

Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement). You should read the Current Report on Form 8-K in conjunction with our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and our other filings.

Unless the context indicates otherwise, references in this prospectus to Scientific Games International, Inc. and the Issuer refer to Scientific Games International, Inc., a Delaware corporation, the issuer of the new notes, and references to the guarantors refer to Scientific Games Corporation and its wholly owned domestic subsidiaries (other than the Issuer) that will guarantee the new notes. Unless the context indicates otherwise, references to Scientific Games, the Company, we, our, ours and us refer to Scientific Games Corporation and its consolidated subsidiaries, including the Issuer.

### **WHERE YOU CAN FIND MORE INFORMATION**



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The Issuer is not subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act ), pursuant to Rule 12h-5 under the Exchange Act. Scientific Games Corporation, however, is subject to the informational requirements of the Exchange Act and, accordingly, files annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission (the SEC ). You may read and copy any document we file with the SEC at the SEC 's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room and its copy charges. Our SEC filings are also available to the public on the SEC 's website at [www.sec.gov](http://www.sec.gov).

We have filed with the SEC a registration statement on Form S-4 under the Securities Act with respect to the exchange offer. This prospectus does not contain all of the information contained in the registration statement and the exhibits to the registration statement. Copies of our SEC filings, including the exhibits to the registration statement, are available through us or from the SEC through the SEC 's website or at its facilities described above.

### **INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**



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In this prospectus, we incorporate by reference the information we file with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with the SEC rules), which means that we can disclose important information to you by referring to that information. The information incorporated by reference is considered to be an important part of this prospectus. Any statement in a document incorporated by reference in this prospectus will be deemed to be modified or superseded to the extent a statement contained in this prospectus or any other subsequently filed document that is incorporated by reference in this prospectus modifies or supersedes such statement. In addition, information contained in this prospectus shall be modified or superseded by information in any such subsequently filed documents which are incorporated by reference in this prospectus. We incorporate by reference in this prospectus the following documents filed with the SEC pursuant to the Exchange Act:

- Annual Report on Form 10-K for the year ended December 31, 2008 (Items 6, 7 and 8 thereof amended by the Current Report on Form 8-K filed on May 18, 2009);
- Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009; and
- Current Reports on Form 8-K filed on April 2, 2009, April 22, 2009, May 18, 2009, May 19, 2009, May 27, 2009, June 2, 2009, June 11, 2009, June 19, 2009 and August 17, 2009.

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We also incorporate by reference any future filings made by us with the SEC (other than information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or as otherwise permitted by the SEC's rules) under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act on or after the date of this prospectus and prior to the termination of the offering, and any reoffering, of the securities offered hereby.

References in this prospectus to this prospectus will be deemed to include the documents incorporated by reference, which are an integral part of this prospectus. You should obtain and review carefully copies of the documents incorporated by reference. Any statement contained in the documents incorporated by reference will be modified or superseded for purposes of this prospectus to the extent that a statement contained in a subsequently dated document incorporated by reference or in this prospectus modifies or supersedes the statement. Information that we file later with the SEC will automatically update the information incorporated by reference and the information in this prospectus. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may request a copy of these filings, at no cost, by writing or telephoning us at the address on page i of this prospectus. Exhibits to the filings will not be sent, however, unless those exhibits have been specifically incorporated by reference in this prospectus.

**INFORMATION REGARDING FORWARD-LOOKING STATEMENTS**



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Some of the statements contained or incorporated by reference in this prospectus constitute forward-looking statements. Forward-looking statements describe future expectations, plans, results or strategies, and can often be identified by the use of terminology such as may, will, estimate, intend, continue, believe, expect, anticipate, could, potential, opportunity, or similar terminology. These statements are based on management's current expectations, assumptions and estimates, and are not guarantees of future results or performance. Actual results may differ materially from those projected in these statements due to a variety of risks and uncertainties and other factors, including, among other things: competition; material adverse changes in economic and industry conditions in the Company's markets; technological change; retention and renewal of existing contracts and entry into new or amended contracts; availability and adequacy of cash flow to satisfy obligations and indebtedness or future needs; protection of intellectual property; security and integrity of software and systems; laws and government regulations, including those relating to gaming licenses, permits and operations; inability to identify, complete and integrate future acquisitions; seasonality; ability to enhance and develop successful gaming concepts; dependence on suppliers and manufacturers; liability for product defects; factors associated with foreign operations; influence of certain stockholders; dependence on key personnel; failure to perform on contracts; resolution of pending or future litigation; labor matters; and stock market volatility. For a discussion of these and other factors that may affect our business, you should also read carefully the factors described in the Risk Factors section of this prospectus. Additional information regarding risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated in forward-looking statements is included from time to time in the Company's filings with the SEC. Forward-looking statements speak only as of the date they are made and except, for the Company's ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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**SUMMARY**

*This is only a summary of the prospectus. You should read carefully the entire prospectus, including Risk Factors, and our consolidated financial statements and related notes as well as the documents incorporated by reference in this prospectus, before making an investment decision.*

**Our Company**

**Overview**

We are a leading supplier of technology-based products, systems and services to gaming markets worldwide. We believe we offer our customers the widest array of technologically advanced products and services in each market we serve. We report our operations in three business segments: Printed Products Group, Lottery Systems Group, and Diversified Gaming Group.

***Printed Products Group***

Our Printed Products Group is composed of our instant lottery ticket business and our prepaid phone card business.

We believe we are the leading provider of instant lottery tickets in the world. Our instant ticket customers include 40 of the 42 U.S. jurisdictions that currently sell instant lottery tickets, and we sell instant tickets and/or related services to lotteries in over 50 other countries. We believe that our innovative products and services allow lotteries to increase their retail sales of instant tickets.

Instant ticket and related services include ticket design and manufacturing, as well as value added services, including game design, sales and marketing support, specialty games and promotions, inventory management and warehousing, and fulfillment services. We provide lotteries with access to some of the world's most popular entertainment brands, including Deal or No Deal®, Major League Baseball®, National Basketball Association®, Harley-Davidson®, Wheel of Fortune®, Monopoly®, Corvette® and World Poker Tour®. We also provide lotteries with customized partnerships, or cooperative service programs ( CSPs ), to help them efficiently and effectively manage and support their operations to achieve greater retail sales and lower operating costs.

***Lottery Systems Group***

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We believe we are a leading provider of sophisticated, customized computer software, equipment and data communication services to government-sponsored and privately operated lotteries in and outside the U.S. This business includes the provision of transaction processing software for the accounting and validation of both instant and online lottery games, point-of-sale terminals, central site computers, communications technology, and ongoing support and maintenance for these products. Central computer systems, terminals and associated software are typically provided in the U.S. through facilities management contracts and internationally through outright sales. We have contracts to operate online lottery systems for 13 of the 44 U.S. jurisdictions that operate online lotteries and we believe we are the second largest online lottery system provider in Europe.

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***Diversified Gaming Group***

Our Diversified Gaming Group provides services and systems to private and public operators in the wide area gaming markets and in the pari-mutuel wagering industry. Our product offerings include server-based gaming machines, video lottery terminals ( VLTs ), monitor games, wagering systems for the pari-mutuel racing industry, sports betting systems and services and Great Britain regulated Category C Amusement With Prize ( AWP ) and Skill With Prize ( SWP ) terminals. Business units within the Diversified Gaming Group include: The Global Draw Limited and certain related companies ( Global Draw ), a leading supplier of gaming terminals, systems and monitor games to licensed bookmakers, primarily in the U.K. and Mexico; Games Media Limited ( Games Media ), our AWP and SWP terminal supplier to U.K. public house ( pub ) operators; Scientific Games Racing LLC, a leading worldwide supplier of computerized systems for pari-mutuel wagering; and our venue management gaming operations in Connecticut, Maine and the Netherlands.

As previously announced, our Board of Directors has engaged a financial advisor to assist in reviewing strategic alternatives for the Company s pari-mutuel wagering and venue management businesses. We expect to consider and evaluate available alternatives during the review including, but not limited to, the sale of those businesses. We have not set any timetable for the conclusion of this strategic review. There can be no assurance that the review process will result in the announcement or consummation of any sale or other transaction or the price or other terms upon which any such transaction may take place.

***Consorzio Lotterie Nazionali***

We are a member of Consorzio Lotterie Nazionali ( CLN ), a consortium consisting principally of the Issuer, Lottomatica S.p.A, and Arianna 2001, a company owned by the Federation of Italian Tobacconists. The consortium has a signed contract with the Italian Monopoli di Stato to be the exclusive operator of the Italian Gratta e Vinci instant lottery. The contract commenced in 2004 and expires in 2010 with a six year extension option held by the Italian Monopoli di Stato. Under our contract with the consortium, we supply instant lottery tickets, game development services, marketing support, the instant ticket management system and systems support. We also participate in the profits or losses of the consortium as a 20% equity owner, and assist Lottomatica S.p.A in the lottery operations. Our investment in the consortium resulted in a significant portion of our net income in 2008. For the years ended December 31, 2008 and 2007, we recorded equity income of approximately \$51.7 million and \$37.7 million, respectively, attributable to our interest in CLN. In accordance with the rules and regulations of the SEC, the audited financial statements of CLN as of December 31, 2008 and 2007 and for the years then ended have been filed as an exhibit to our most recent Annual Report on Form 10-K and are therefore incorporated by reference in this prospectus. For the six month period ended June 30, 2009, we recorded equity income of approximately \$26.6 million attributable to our interest in CLN. See Risk Factors We recognize significant earnings from our investment in CLN but we do not control distributions of its cash. Our contract with CLN is scheduled to expire in 2010.

**Competitive Strengths**

**Our competitive strengths include:**

- *Leading industry positions.* We are a leading worldwide supplier of technology-based products, systems and services to gaming markets and we believe we are the leading worldwide provider of services, systems and products to the lottery industry. Our instant ticket customers include 40 of the 42 U.S. jurisdictions that currently sell instant lottery tickets, and we sell instant tickets and/or related services to

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lotteries in over 50 other countries. In addition, we have contracts to operate online lotteries for 13 of the 44 U.S. jurisdictions that currently operate online lotteries and we believe that we are the second largest online lottery provider in Europe. We also believe that we are a leading supplier of wide area gaming systems and terminals in the U.K. We attribute our leadership position in each of these businesses primarily to our technological expertise, lottery product marketing expertise, well-established customer relationships, high level of customer service and ability to offer a broad array of products and value-added services. In our instant ticket business, we have invested heavily in security technologies, marketing information systems and branding initiatives that have allowed us to maintain our industry position. In addition, in states where we provide cooperative services, we have been

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successful in increasing revenues and reducing costs for those states, which we believe strengthens our customer relationships. For our U.S. lottery contracts, we are the exclusive provider of online lottery systems and typically the primary supplier of instant lottery tickets in each state where we have contracts. Under a typical U.S. online lottery contract, we supply the equipment, software and maintenance on our proprietary systems, which creates switching costs, including a risk of lost sales to the lottery. In our Diversified Gaming Group, we have developed proprietary games and have invested a significant amount of capital to develop, build and install state-of-the art pari-mutuel wagering and communications networks throughout North America, the U.K. and other countries.

- *Substantial recurring revenue.* We typically provide our lottery and diversified gaming services pursuant to long-term contracts. U.S. instant ticket lottery contracts typically have an initial term of three years and frequently include multiple renewal options, which our customers have generally exercised for additional periods ranging from one to five years. Historically, we have experienced a high success rate on our re-bidding efforts for existing contracts following the expiration of the initial term and all renewal options. Our U.S. online lottery contracts typically have a minimum initial term of five years, with additional renewal options. Contracts in the wide area gaming industry are typically for an initial period of two to four years. Under the wide area gaming contracts, we are typically paid a fee equal to a percentage of our customer's revenues generated from wagers on each terminal. In addition, we own our Connecticut off-track betting ( OTB ) licenses and operations in perpetuity, subject to our compliance with certain licensing requirements. We also hold one of five OTB licenses within the state of Maine and are the exclusive licensed operator for all pari-mutuel wagering in the Netherlands. For the six months ended June 30, 2009, approximately 94% of our revenues were service revenues, which are generally recurring in nature.

- *Scope of product and service offerings.* We believe that we offer a broad array of products in each of our businesses. Our ability to offer our customers a wide range of lottery, diversified gaming and pari-mutuel products enables us to serve a substantial portion of our customers' gaming product and service demands, which we believe enhances our customer relationships. Moreover, our portfolio allows us to cross-sell our products and services to customers, providing us with a wide range of revenue-generating opportunities. We believe that many of our customers do not have the marketing, design, manufacturing, and sales resources necessary to completely operate on their own and that these customers benefit from our capabilities in those areas. We believe this support strengthens our long-term competitive advantage as a key partner with our customers.

- *Superior technology.* We believe that we are a technology leader, which contributes to our leadership positions in our businesses. The increased application of computer-based technologies to the manufacturing and service of instant lottery tickets continues to separate the printing of instant lottery tickets from conventional forms of printing. We believe we are generally recognized within the lottery business as a leader in applying these technologies to the manufacture and sale of instant lottery tickets. In order to maintain our position as a leading innovator within the lottery business, we intend to continue to explore and develop new technologies and their applications to instant lottery tickets and systems. In the Diversified Gaming Group, we believe that we are a technology leader in computerized wagering systems and related equipment. We have established two special purpose enterprise-level computing data centers, through which multiple racetracks and OTBs are linked to one another via dedicated, secure, high-speed communications channels. In our Global Draw business unit, we provide customers with a turnkey offering that includes remote management of game content and wagering terminals, central computer systems, data communication and field support. We develop our own proprietary game content, supplemented by third-party content as needed, and games are displayed on our state of the art terminals. We believe that these terminals achieve higher revenue levels for our customers than those provided by the competition, in part because our terminals allow U.K.-based customers the flexibility of switching from Great Britain regulated Category B2 to Category B3 content.

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**Business Strategies**

**Our strategies include:**

- *Strengthen our partnerships with our customers to increase revenues.* Under our CSP, online lottery and wide area gaming contracts, we are typically paid a fee equal to a percentage of our customer's revenues. As a result, we are incented to work closely with our customers to increase their revenues. At a time when our government and private lottery customers are facing budget deficits or other effects of the current economic downturn, we believe these customers may be more open to solutions that will enhance participation rates and revenues. Some of these potential solutions include offering higher-priced lottery products, implementing innovative multi-game/multi-price-point strategies, bolstering marketing and promotions, increasing retailer penetration, offering immediate ticket validation and prize payment and other solutions that form the basis of our CSP service offering. We have had success in the past increasing our customers' revenues (and thereby increasing our revenues) by implementing these and other solutions. In the Diversified Gaming Group, we intend to continue to work in partnership with the customers of our Global Draw and Games Media subsidiaries to grow their net win by introducing leading edge and venue-customized content onto our unique server-based gaming platform, minimizing machine downtime and implementing marketing initiatives. We believe that the pub business in the U.K., which is served by our Games Media subsidiary, has not yet fully realized the benefits from the transition from analog to digital gaming, and that, given our technological capabilities, we are uniquely positioned to take advantage of the opportunities arising from this transition. We also believe that there will be opportunities to continue to cross-sell our server-based gaming machines and content to our existing lottery and racing customers.
- *Continue to expand internationally.* We believe that growth opportunities for our lottery, wide area gaming and pari-mutuel businesses exist in international markets. The instant lottery ticket market in China, for example, is in its early stages of development, with retail sales of the China Sports Lottery reaching approximately RMB7.5 billion in the first half of 2009. At the end of 2008, through our joint venture with a local partner, we established a secure, state-of-the-art instant lottery ticket manufacturing facility in Beijing, China that is expected to produce instant lottery tickets for sale to the China Sports Lottery for a 15-year period beginning in 2009. We also have an eight-year instant ticket validation, distribution and accounting system contract with the China Sports Lottery for which we are paid based on a percentage of retail sales. Our joint venture in Italy continues to experience positive results notwithstanding the current global economic downturn, with instant ticket retail sales growing 2% year-over-year to 4.9 billion in the first half of 2009. Additionally, many of the other European lotteries constitute target markets for us due to limited instant ticket market penetration and relatively low per capita instant ticket sales. In the Diversified Gaming Group, our Global Draw and Games Media subsidiaries continue to increase their installed bases of terminals, with Global Draw's installed base growing 7% year-over-year to 15,957 in the first half of 2009 and Games Media's installed base growing to 2,312 in the first half of 2009. We believe our success in the wide area gaming business in the U.K. and in Mexico will provide us a competitive advantage as we pursue opportunities elsewhere. For example, during 2008, Global Draw entered into key strategic alliances in Asia, Latin America and the Caribbean.
- *Continue to implement initiatives designed to increase cash flow and profit margins.* In the fall of 2008, we launched our Profitability Improvement Program in order to more fully realize the synergies from further integration of past acquisitions, reduce capital and operating expenses and increase profit margins, free cash flow and return on investment. This program involves, among other things, entering into multi-state marketing ventures, declining to enter into or exiting contracts or projects which offer inferior returns on invested capital, reducing our capital expenditures budget to \$125.0 million in 2009 from \$230.0 million in 2008 and reducing headcount and overhead expenses. We are already beginning to see the benefits from

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this program, as evidenced by the \$4.3 million in selling, general and administrative expense savings and \$7.0 million improvement in gross profit we realized in the first half of 2009, resulting in total savings of \$11.3 million from this program in the first half of 2009. We were also able to reduce our capital expenditures from \$115.2 million in the first half of 2008 to \$56.1 million in the first half of 2009. We have also commenced a global procurement initiative to seek to optimize our purchasing efficiency by aggregating our purchasing power, outsourcing where appropriate and initiating a competitive bidding process for certain goods and services. We expect to realize an estimated \$15 to \$20 million of cost savings in 2009 and \$15 to \$20 million of additional cost savings in 2010, primarily from our procurement initiative. We believe that these savings and other initiatives will not only allow us to remain resilient in the current economic environment, but also position us to take advantage of our improved cost structure as we look to grow in the years to come.

- *Enhance operating flexibility by strengthening our balance sheet and liquidity position.* We have taken, and expect to continue to take, steps to strengthen our balance sheet and liquidity position. During 2009, we (1) amended our credit facilities to provide us with additional operating flexibility, (2) deferred a portion of the earn-out and contingent bonuses that were payable in connection with our 2006 acquisition of Global Draw by issuing promissory notes, (3) completed the offering of the old notes (receiving net proceeds of approximately \$212.0 million after the original issue discount and fees and expenses) and (4) used our cash flow and cash on hand to repurchase approximately \$174.6 million in aggregate principal amount of our outstanding 0.75% convertible senior subordinated debentures due 2024 (referred to as the convertible debentures ) and approximately \$12.9 million in aggregate principal amount of our senior subordinated notes due 2012 (referred to as the 2012 notes ). See Description of Other Indebtedness for additional information regarding the amendment to our credit facilities and the promissory notes issued to defer a portion of the Global Draw earn-out. We believe that these steps, combined with our focus on free cash flow generation, should allow us to enhance our operating flexibility by strengthening our balance sheet and increasing our liquidity position.

**Corporate Information**

Our principal executive offices are located at 750 Lexington Avenue, 25th Floor, New York, New York 10022 and our telephone number is (212) 754-2233. We maintain a website on the Internet at <http://www.scientificgames.com>. Our website and the information it contains are not a part of this registration statement.

The Issuer is a direct wholly owned subsidiary of Scientific Games Corporation. The Issuer's principal executive offices are located at 1500 Bluegrass Lakes Parkway, Alpharetta, Georgia 30004, and its telephone number is (770) 664-3700. The Issuer is our primary domestic operating company.

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**The Exchange Offer**

*The following summary contains basic information about the exchange offer and the new notes. It does not contain all the information that is important to you. For a more complete understanding of the new notes, please refer to the sections of this prospectus entitled "The Exchange Offer" and "Description of Notes."*

On May 21, 2009, the Issuer issued an aggregate of \$225.0 million principal amount of 9.250% Senior Subordinated Notes due 2019 (the old notes) to a group of initial purchasers in reliance on exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. The old notes are unconditionally guaranteed, jointly and severally, on a senior subordinated unsecured basis, by the guarantors.

The Exchange Offer

The Issuer is offering to exchange an aggregate of \$225.0 million principal amount of new notes for \$225.0 million principal amount of the old notes.

To exchange your old notes, you must properly tender them, and the Issuer must accept them. You may tender outstanding old notes only in denominations of the principal amount of \$2,000 and integral multiples of \$1,000 in excess thereof. The Issuer will exchange all old notes that you validly tender and do not validly withdraw. The Issuer will issue registered new notes promptly after the expiration of the exchange offer.

The form and terms of the new notes will be substantially identical to those of the old notes except that the new notes will have been registered under the Securities Act. Therefore, the new notes will not be subject to certain contractual transfer restrictions, registration rights and certain additional interest provisions applicable to the old notes prior to consummation of the exchange offer.

Resale of New Notes

We believe that, if you are not a broker-dealer, you may offer new notes (together with the guarantees thereof) for resale, resell and otherwise transfer the new notes (and the related guarantees) without complying with the registration and prospectus delivery requirements of the Securities Act if you:

- acquired the new notes in the ordinary course of business;
- are not engaged in, do not intend to engage in and have no arrangement or understanding with any person to participate in a distribution (as defined under the Securities Act) of the new notes; and
- are not an affiliate (as defined under Rule 405 of the Securities Act) of the Issuer or any guarantor.

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If any of these conditions are not satisfied, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. Our belief that transfers of new notes would be permitted without registration or prospectus delivery under the conditions described above is based on the interpretations of the SEC given to other, unrelated issuers in transactions similar to the exchange offer. We cannot assure you that the SEC would take the same position with respect to the exchange offer.

Each broker-dealer that receives new notes for its own account in exchange for old notes, where the old notes were acquired by it as a result of market-making activities or other trading activities, may be deemed to be an underwriter within the meaning of the Securities Act and must acknowledge that it will deliver a prospectus that meets the requirements of the Securities Act in connection with any resale of the new notes. However, by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act.

Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2009, unless we extend it.
Withdrawal	You may withdraw your tender of old notes under the exchange offer at any time before the exchange offer expires. Any withdrawal must be in accordance with the procedures described in The Exchange Offer Withdrawal Rights.
Procedures for Tendering Old Notes	<p>Each holder of old notes that wishes to tender old notes for new notes pursuant to the exchange offer must, before the exchange offer expires, either:</p> <ul style="list-style-type: none"> <li>• transmit a properly completed and duly executed letter of transmittal, together with all other documents required by the letter of transmittal, including the old notes, to the exchange agent; or</li> <li>• if old notes are tendered in accordance with book-entry procedures, arrange with The Depository Trust Company ( DTC ), to cause to be transmitted to the exchange agent an agent's message indicating, among other things, the holder's agreement to be bound by the letter of transmittal,</li> </ul> <p>or comply with the procedures described below under Guaranteed Delivery.</p> <p>A holder of old notes that tenders old notes in the exchange offer must represent, among other things, that:</p> <ul style="list-style-type: none"> <li>• the holder is not an affiliate of the Issuer or any guarantor as defined under Rule 405 of the Securities Act;</li> </ul>

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- the holder is acquiring the new notes in its ordinary course of business;
- the holder is not engaged in, does not intend to engage in and has no arrangement or understanding with any person to participate in a distribution of the new notes within the meaning of the Securities Act;
- if the holder is a broker-dealer that will receive new notes for its own account in exchange for outstanding notes that were acquired as a result of market-making or other trading activities, then the holder will deliver a prospectus in connection with any resale of the new notes; and
- the holder is not acting on behalf of any person who could not truthfully make the foregoing representations.

Do not send letters of transmittal, certificates representing old notes or other documents to us or DTC. Send these documents only to the exchange agent at the address given in this prospectus and in the letter of transmittal.

Special Procedures for Tenders by Beneficial Owners of Old Notes If

- you beneficially own old notes;
- those old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee or custodian; and
- you wish to tender your old notes in the exchange offer,

you should contact the registered holder as soon as possible and instruct it to tender the old notes on your behalf and comply with the instructions set forth in this prospectus and the letter of transmittal.

Guaranteed Delivery

If you hold old notes in certificated form or if you own old notes in the form of a book-entry interest in a global note deposited with the trustee, as custodian for DTC, and you wish to tender those old notes but

- the certificates for your old notes are not immediately available or all required documents are unlikely to reach the exchange agent before the exchange offer expires; or
- you cannot complete the procedure for book-entry transfer on time,

you may tender your old notes in accordance with the procedures described in The Exchange Offer Procedures for Tendering Old Notes Guaranteed Delivery.

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Consequences of Not Exchanging Old Notes	<p>If you do not tender your old notes or we reject your tender, your old notes will remain outstanding and will continue to be subject to the provisions in the indenture regarding the transfer and exchange of the old notes and the existing restrictions on transfer set forth in the legends on the old notes. In general, the old notes may not be offered or sold unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Holders of old notes will not be entitled to any further registration rights under the registration rights agreement. We do not currently plan to register the old notes under the Securities Act.</p> <p>You do not have any appraisal or dissenters' rights in connection with the exchange offer.</p>
Material U.S. Federal Income Tax Considerations	<p>Your exchange of old notes for new notes will not be treated as a taxable exchange for U.S. federal income tax purposes. See Material U.S. Federal Income Tax Considerations.</p>
Conditions to the Exchange Offer	<p>The exchange offer is subject to the conditions that it not violate applicable law or any applicable interpretation of the staff of the SEC. The exchange offer is not conditioned upon any minimum principal amount of old notes being tendered for exchange.</p>
Use of Proceeds	<p>We will not receive any cash proceeds from the exchange offer.</p>
Acceptance of Old Notes and Delivery of New Notes	<p>Subject to the satisfaction or waiver of the conditions to the exchange offer, we will accept for exchange any and all old notes properly tendered prior to the expiration of the exchange offer. We will complete the exchange offer and issue the new notes promptly after the expiration of the exchange offer.</p>
Exchange Agent	<p>The Bank of Nova Scotia Trust Company of New York is serving as exchange agent for the exchange offer. The address and the facsimile and telephone numbers of the exchange agent are provided in this prospectus under The Exchange Offer Exchange Agent and in the letter of transmittal.</p>

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**The New Notes**

The exchange offer applies to the \$225.0 million principal amount of the old notes outstanding as of the date hereof. The form and the terms of the new notes will be identical in all material respects to the form and the terms of the old notes except that the new notes:

- will have been registered under the Securities Act;
- will not be subject to restrictions on transfer under the Securities Act;
- will not be entitled to the registration rights that apply to the old notes; and
- will not be subject to any increase in annual interest rate as described below under Description of Notes Registration Rights.

The new notes evidence the same debt as the old notes exchanged for the new notes and will be entitled to the benefits of the same indenture under which the old notes were issued, which is governed by New York law. See Description of Notes.

Issuer	Scientific Games International, Inc., a Delaware corporation and a direct wholly owned subsidiary of Scientific Games Corporation.
Securities Offered	\$225.0 million in principal amount of 9.250% Senior Subordinated Notes due 2019.
Maturity Date	The notes will mature on June 15, 2019.
Interest Payment Dates	June 15 and December 15 of each year, commencing December 15, 2009.
Optional Redemption	<p>The Issuer may redeem some or all of the notes at any time prior to June 15, 2014 at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest, if any, to the date of redemption plus a make-whole premium. The Issuer may redeem some or all of the notes on or after June 15, 2014 at the redemption prices listed under Description of Notes Redemption Optional Redemption, plus accrued and unpaid interest, if any, to the date of redemption.</p> <p>In addition, at any time prior to June 15, 2012, the Issuer may redeem up to 35% of the initially outstanding aggregate principal amount of the notes at a redemption price of 109.25% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption, with the net cash proceeds contributed to the capital of the Issuer from one or more equity offerings of the Company.</p>

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Regulatory Redemption

The notes are subject to redemption requirements imposed by gaming laws and regulations of gaming authorities in jurisdictions in which we conduct gaming operations. See Description of Notes Redemption Regulatory redemption.

Guarantees

The old notes are, and the new notes will be, fully and unconditionally guaranteed on a senior subordinated basis, jointly and severally, by the

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	Company and each of its wholly owned domestic subsidiaries (other than the Issuer).
Ranking	<p>The new notes will be the Issuer's unsecured senior subordinated obligations and will rank:</p> <ul style="list-style-type: none"><li>• junior in right of payment to all of the Issuer's existing and future senior indebtedness, including its indebtedness under our credit facilities;</li><li>• equal in right of payment with the Issuer's existing and future senior subordinated indebtedness, including any old notes, its 7.875% senior subordinated notes due 2016 (referred to as the 2016 notes), its guarantee of the Company's 6.25% senior subordinated notes due 2012 (referred to as the 2012 notes and, together with the 2016 notes, the existing notes) and its guarantee of the Company's convertible debentures;</li><li>• senior in right of payment to any of the Issuer's future indebtedness that is expressly subordinated in right of payment to the new notes; and</li><li>• structurally junior in right of payment to all of the liabilities of any of the Company's other subsidiaries that do not guarantee the new notes.</li></ul> <p>Similarly, the guarantee of each guarantor of the new notes will rank:</p> <ul style="list-style-type: none"><li>• junior in right of payment to all of such guarantor's existing and future senior indebtedness, including its guarantee of borrowings under our credit facilities;</li><li>• equal in right of payment with any existing and future senior subordinated indebtedness of such guarantor, including (in the case of the Company) the 2012 notes, the convertible debentures and its guarantee of any old notes and the 2016 notes and (in the case of each of the other guarantors) its guarantee of any old notes, the existing notes and the convertible debentures;</li><li>• senior in right of payment to any future indebtedness of such guarantor that is expressly subordinated in right of payment to its guarantee of the new notes; and</li><li>• structurally junior in right of payment to all of the liabilities of any subsidiary of such guarantor if that subsidiary does not guarantee the new notes</li></ul>

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As of June 30, 2009:

- the Issuer had \$593.7 million of senior indebtedness, including \$50.6 million of outstanding letters of credit, all of which was secured senior indebtedness under our credit facilities, and the Issuer had \$199.4 million of additional availability under our credit facilities (all of which would be secured) (excluding the Issuer's obligations as a guarantor of the promissory notes with an aggregate principal amount of approximately £28.1 million, or approximately \$45.5 million (based on the exchange rate used in our consolidated balance sheet as of June 30, 2009), issued in connection with the deferral of a portion of the earn-out and contingent bonuses that were payable in connection with our 2006 acquisition of Global Draw, referred to as the Global Draw promissory notes);
- the Company and the other guarantors of the new notes had \$201.8 million of senior indebtedness in the form of outstanding surety bonds (excluding their obligations as guarantors of (1) the Issuer's obligations under our credit facilities and (2) the Global Draw promissory notes);
- the Issuer and the guarantors had \$754.5 million of senior subordinated indebtedness outstanding, consisting entirely of the old notes, the existing notes and the convertible debentures (or guarantees thereof); and
- our subsidiaries which are not guaranteeing the new notes had outstanding total third-party liabilities of approximately \$225.8 million, including the Global Draw promissory notes and trade payables.

Change of Control

If we experience a change of control, the Issuer will be required to repurchase the notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the purchase date. See Description of Notes Change of Control.

Certain Covenants

The indenture governing the notes contains certain covenants which will, among other things, limit our ability and the ability of our restricted subsidiaries to:

- incur indebtedness;
- pay dividends or make distributions in respect of capital stock or make certain other restricted payments or investments;
- sell assets, including capital stock of our restricted subsidiaries;
- agree to payment restrictions affecting restricted subsidiaries;

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- enter into transactions with our affiliates; and
- merge, consolidate or sell all or substantially all of the Company's assets.

These covenants are subject to important exceptions and qualifications described under the heading "Description of Notes - Covenants."

No Public Market

The new notes are new securities and there is currently no established trading market for the new notes. The initial purchasers have advised us that they presently intend to make a market in the new notes. However, you should be aware that they are not obligated to make a market in the new notes and may discontinue their market-making activities at any time without notice. As a result, a liquid market for the new notes may not be available if you try to sell your new notes. We do not intend to apply for a listing of the new notes on any securities exchange or any automated dealer quotation system.

Use of proceeds

We will not receive any proceeds from the exchange offer. See "Use of Proceeds."

**Risk Factors**

**Investment in the notes involves certain risks. You should carefully consider the information under "Risk Factors" and all other information included or incorporated by reference in this prospectus before investing in the notes.**

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**SUMMARY HISTORICAL AND CONSOLIDATED FINANCIAL DATA**

The following table sets forth our summary historical financial data as of and for the periods indicated. The summary statement of operations data for the years ended December 31, 2006, 2007 and 2008 and the summary balance sheet data as of December 31, 2006, 2007 and 2008 have been derived from and should be read in conjunction with our audited consolidated financial statements, the notes thereto and the related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Current Report on Form 8-K filed on May 18, 2009 (which retrospectively adjusted portions of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 to reflect a change in accounting principle as described under Basis of Presentation on page ii), which report is incorporated herein by reference.

The summary historical financial data for the six months ended June 30, 2008 and 2009 and the balance sheet data as of June 30, 2009 have been derived from and should be read in conjunction with our unaudited consolidated condensed financial statements, the notes thereto and the related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, which report is incorporated herein by reference.

2006	Years Ended December 31, 2007	2008	Six Months Ended June 30, 2008	2009
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(in thousands, except per share amounts)

**Statement of operations data:**