

SCIENTIFIC GAMES CORP  
Form 424B7  
March 22, 2013

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Registration No. 333-112452

Prospectus Supplement No. 3

to Prospectus dated February 3, 2004

**SCIENTIFIC GAMES CORPORATION**

**26,348,291 Shares of Class A Common Stock**

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This prospectus supplement relates to the sale from time to time by certain of our stockholders (including their transferees, donees, pledgees or successors) of up to 26,348,291 shares of our Class A common stock. You should read this prospectus supplement in conjunction with the prospectus dated February 3, 2004, which should be delivered with this prospectus supplement, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus. Unless otherwise indicated, references in this prospectus supplement to our common stock mean our Class A common stock, par value \$0.01 per share.

Our common stock is traded on the NASDAQ Global Select Market under the symbol SGMS. On March 21, 2013, the last sale price for our common stock reported on the NASDAQ Global Select Market was \$8.85 per share.

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**Investing in our common stock involves risks that are described in the Risk Factors section beginning on page 1 of the prospectus and in the Risk Factors discussed in Item 1A. to Part I of Scientific Games Corporation's most recently filed Annual Report on Form 10-K and, if applicable, in Item 1A. to Part II of any subsequently filed Quarterly Report on Form 10-Q.**

This prospectus supplement constitutes a public offering of the securities offered hereby only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

**None of the Securities and Exchange Commission, any state securities commission or any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

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The date of this prospectus supplement is March 22, 2013.

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### USE OF PROCEEDS

The information appearing under the heading "Use of Proceeds" beginning on page 11 of the prospectus is updated and amended by adding the information below.

The 8,500,000 shares of our common stock pledged by MacAndrews & Forbes (as defined below) and offered hereby may be sold by Bank of America (as defined below), in the event they foreclose on the shares, as described under "Selling Stockholders" below. We will not receive any proceeds from any sale of such shares by Bank of America.

### SELLING STOCKHOLDERS

The information appearing under the heading "Selling Stockholders" beginning on page 11 of the prospectus is updated and amended by adding the information below.

MacAndrews & Forbes (as defined below) beneficially owns, directly and indirectly, 32,505,737 shares of our common stock. As of March 21, 2013, 26,385,737 shares of our common stock covered hereby are held by SGMS Acquisition Corporation, a wholly-owned subsidiary of MacAndrews & Forbes Holdings Inc. (together with certain of its affiliates, "MacAndrews & Forbes").

SGMS Acquisition Corporation has pledged 8,500,000 of these shares to Bank of America, N.A. ("Bank of America") as collateral agent for itself to secure the obligations of SGMS Acquisition Corporation in connection with a certain loan, which loan is unrelated to MacAndrews & Forbes investment in us. SGMS Acquisition Corporation may from time to time pledge shares of our common stock to secure obligations pursuant to commercial loan agreements.

In the event Bank of America forecloses upon the pledged shares, Bank of America will be deemed to be a selling stockholder with respect to such pledged shares. In the event Bank of America forecloses on all 8,500,000 shares pledged under the Bank of America loan, and assuming all such shares are sold, based on 84,823,253 shares of our common stock outstanding as of March 8, 2013, MacAndrews & Forbes would then beneficially own, directly and indirectly, 24,005,737 shares of our outstanding common stock representing at such date approximately 28.3% of our outstanding common stock.

Within the past three years, the following persons have held the following positions or offices within Scientific Games, or have had the following material relationship with us during such time: (a) Ronald O. Perelman, a director of the Company, is a director, the chairman of the board and chief executive officer and the sole stockholder of MacAndrews & Forbes Holdings Inc., which is the sole stockholder of SGMS Acquisition Corporation, (b) Barry F. Schwartz, a director of the Company, is the executive vice chairman of MacAndrews & Forbes Holdings Inc., (c) David L. Kennedy, a director of the Company, is the senior executive vice president of MacAndrews & Forbes Holdings Inc. and (d) Frances Townsend, a director of the Company, is executive vice president of MacAndrews & Forbes Holdings Inc. Messrs. Perelman and Schwartz have been directors of the Company since November 2003. Mr. Kennedy has been a director of the Company since October 2009 and was an executive of the Company from November 2010 until March 2012, including serving as chief administrative officer from April 2011 until March 2012. Ms. Townsend has been a director of the Company since 2010.

All information in this prospectus supplement regarding SGMS Acquisition Corporation, MacAndrews & Forbes, Bank of America and the related loan has been provided to us by MacAndrews & Forbes for use herein.