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SCIENTIFIC GAMES CORP

Form S-8

December 09, 2002

As filed with the Securities and Exchange Commission on December 9, 2002

Registration No. 333-44979

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SCIENTIFIC GAMES CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

81-0422894

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification Number)

750 Lexington Avenue, 25th Floor
New York, New York 10022
(Address of Principal Executive Offices)

SCIENTIFIC GAMES CORPORATION
1997 INCENTIVE COMPENSATION PLAN
(Full Title of the Plan)

Martin E. Schloss, Esq.
Scientific Games Corporation
750 Lexington Avenue, 25th Floor
New York, New York 10022
(Name and Address of Agent for Service)

(212) 754-2233 (Telephone Number, Including Area Code,
of Agent for Service)

Copies to:

Peter G. Smith, Esq.
Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, New York 10022
(212) 715-9100

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)
Class A Common Stock, par value \$0.01 per share ("Class A Common Stock")	50,000	\$ 2.49	\$ 124,500.00
Class A Common Stock	334,000	\$ 2.95	\$ 985,300.00
Class A Common Stock	300,000	\$ 3.50	\$ 1,050,000.00
Class A Common Stock	196,902	\$ 3.5625	\$ 701,463.38
Class A Common Stock	150,000	\$ 6.58	\$ 987,000.00
Class A Common Stock	360,000	\$ 6.62	\$ 2,383,200.00
Class A Common Stock	75,000	\$ 6.75	\$ 506,250.00
Class A Common Stock	556,000	\$ 7.10	\$ 3,947,600.00
Class A Common Stock	75,000	\$ 8.45	\$ 633,750.00
Class A Common Stock	50,000	\$ 8.50	\$ 425,000.00
Class A Common Stock	50,000	\$ 9.35	\$ 467,500.00
Class A Common Stock	135,559	\$ 0.01	\$ 1,355.59
Class A Common Stock	1,467,539	\$ 6.34 (3)	\$ 9,304,197.26
Total	3,800,000		\$21,517,116.23

(1) This registration statement (this "Registration Statement") covers shares of Class A Common Stock which may be offered or sold from time to time pursuant to the Registrant's 1997 Incentive Compensation Plan, as amended (the "Plan").

(2) The proposed maximum aggregate offering price has been determined pursuant to Rule 457(h)(1) promulgated under the Securities Act of 1933, as amended (the "Securities Act")

(3) Estimated, solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low sales prices for the Class A Common Stock reported on the Nasdaq National Market on December 6, 2002, which is within five (5) business days prior to the date of this Registration Statement.

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2

SCIENTIFIC GAMES CORPORATION
REGISTRATION STATEMENT ON FORM S-8

REGISTRATION OF ADDITIONAL SECURITIES

This registration statement is filed in accordance with the provisions of General Instruction E to Form S-8 for the purpose of registering additional shares of common stock for offer and sale under the Scientific Games Corporation 1997 Incentive Compensation Plan. The contents of the Registrant's Registration Statement on Form S-8 as filed with the Commission on January 27, 1998 (File No. 333-44979) are incorporated herein by reference. Unless otherwise specified, capitalized terms herein shall have the meaning ascribed to them in the prior Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number -----	Description -----
5.1	Opinion of counsel as to legality of the shares of Class A Common Stock covered by this Registration Statement.
23.1	Consent of KPMG LLP.
23.2	Consent of counsel (included in Exhibit 5.1 above).
24.1	Power of Attorney (contained in Signature Page hereto).
99.1	Scientific Games Corporation 1997 Incentive Compensation Plan, as amended (incorporated by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001).

3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 9th day of December, 2002.

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SCIENTIFIC GAMES CORPORATION

By: /s/ A. Lorne Weil

A. Lorne Weil
Chairman of the Board,
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Scientific Games Corporation, hereby severally constitute and appoint A. Lorne Weil, Martin E. Schloss and DeWayne E. Laird, and each of them singly, our true and lawful attorneys, with full power to them and each of them singly, to sign for us in our names in the capacities indicated below, all amendments, including post-effective amendments, to this registration statement and any other registration statement (and any amendment thereto) filed with the Securities and Exchange Commission with respect to the plan listed on the face of this registration statement and generally do all things in our names and on our behalf in such capacities to enable Scientific Games Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on December 9, 2002 in the capacities indicated.

Signature -----	Title(s) -----
/s/ A. Lorne Weil ----- A. Lorne Weil	Chairman of the Board, President, Chief Executive Officer and Director (principal executive officer)
/s/ DeWayne E. Laird ----- DeWayne E. Laird	Vice President and Chief Financial Officer (principal financial and accounting officer)
/s/ Larry J. Lawrence ----- Larry J. Lawrence	Vice Chairman of the Board
/s/ Colin J. O'Brien ----- Colin J. O'Brien	Director
/s/ Eric M. Turner ----- Eric M. Turner	Director
/s/ Sir Brian G. Wolfson ----- Sir Brian G. Wolfson	Director

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/s/ Alan J. Zakon

Alan J. Zakon

Director

/s/ Antonio Belloni

Antonio Belloni

Director

/s/ Rosario Bifulco

Rosario Bifulco

Director

/s/ Peter A. Cohen

Peter A Cohen

Director

/s/ Michael S. Immordino

Michael S. Immordino

Director

EXHIBIT INDEX

Exhibit Number -----	Description -----
5.1	Opinion of counsel as to legality of the shares of Class A Common Stock covered by this Registration Statement.
23.1	Consent of KPMG LLP.
23.2	Consent of counsel (included in Exhibit 5 above).
24.1	Power of Attorney (contained in Signature Page hereto).
99.1	Scientific Games Corporation 1997 Incentive Compensation Plan, as amended (incorporated by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001).