

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:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- 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.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**SCIENTIFIC GAMES CORPORATION**

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

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

- Proxy Material Available**
- Notice and Proxy Statement
  - Annual Report

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.**

**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.**

*SCIENTIFIC GAMES CORPORATION*

*750 LEXINGTON AVENUE*

*NEW YORK, NY 10022*

**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](http://www.proxyvote.com)

**BROADRIDGE  
FINANCIAL SOLUTIONS, INC.**

**ATTENTION:**

**TEST PRINT**

**51 MERCEDES WAY**

**EDGEWOOD, NY**

**11717**

**HOW TO REQUEST A COPY OF  
MATERIAL**

1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

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

3) BY E-MAIL\* -  
[sendmaterial@proxyvote.com](mailto: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.

Z45949-01S

7

13

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

1 OF 4

**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.

**Z45449-01S**

7

13

**2 OF 4**

<b>Voting items</b>	
---------------------	--

**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.

**0000 0000  
0110**

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

**23,456,789,012.00000  
80874P109  
Z45949-01S  
7  
14  
3 OF 4**

20 00000000110

Z45949-01S  
7  
14  
4 OF 4