

SCIENTIFIC GAMES CORP
Form 8-K
May 15, 2007

**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): **May 10, 2007**

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
(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))

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- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Sir Brian G. Wolfson, a member of the Board of Directors of Scientific Games Corporation (the Company), passed away during the evening of May 10, 2007. Sir Brian had also served as a member of the Audit Committee of the Board of Directors. On May 11, 2007, the Company notified the staff of the NASDAQ Stock Market that Sir Brian's death resulted in the Audit Committee being comprised of two independent directors rather than three independent directors as required under NASDAQ Marketplace Rule 4350 and that the Company expected to promptly fill the vacancy with an existing member of the Company's Board of Directors. On May 15, 2007, the Board of Directors appointed Eric M. Turner, who has been a director since 2002, as a member of the Audit Committee. Mr. Turner meets the independence requirements and other qualifications of the NASDAQ Stock Market for service on the Audit Committee.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

See response to Item 3.01 which is incorporated herein by reference.

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: May 15, 2007

By:

/s/ DeWayne E. Laird

Name:

DeWayne E. Laird

Title:

Vice President and Chief Financial
Officer

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