

SCIENTIFIC GAMES CORP  
Form SC 13D/A  
December 09, 2010

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 5)

Scientific Games Corporation  
(Name of Issuer)

Class A Common Stock, Par Value \$0.01 Per Share  
(Title of Class of Securities)

0533223 10 1

(CUSIP Number)

Barry F. Schwartz  
MacAndrews & Forbes Holdings Inc.  
35 East 62nd Street  
New York, New York 10065  
(212) 572-8600

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

December 3, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS MacAndrews & Forbes Holdings Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	£
		(b)	h
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		£
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 30,700,737 Shares	
	8	SHARED VOTING POWER None; See Item 5	
	9	SOLE DISPOSITIVE POWER 30,700,737 Shares	
	10	SHARED DISPOSITIVE POWER None; See Item 5	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 30,700,737 Shares		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		£
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 33.5%; See Item 5		
14	TYPE OF REPORTING PERSON CO		



- 1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
SGMS Acquisition Corporation
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) £  
OF A GROUP (b) b
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL £  
PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 26,315,090 Shares
	8	SHARED VOTING POWER None; See Item 5
	9	SOLE DISPOSITIVE POWER 26,315,090 Shares
	10	SHARED DISPOSITIVE POWER None; See Item 5

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
26,315,090 Shares
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN £  
ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT  
IN ROW (11)  
28.7%; See Item 5
- 14 TYPE OF REPORTING PERSON  
CO



1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON  
 SGMS Acquisition Two Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) £  
 OF A GROUP (b) b

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL £  
 PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,315,000 Shares
	8	SHARED VOTING POWER None; See Item 5
	9	SOLE DISPOSITIVE POWER 4,315,000 Shares
	10	SHARED DISPOSITIVE POWER None; See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON  
 4,315,000 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN £  
 ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT  
 IN ROW (11)  
 4.7%; See Item 5

14 TYPE OF REPORTING PERSON  
 CO





### Item 1. Security and Issuer

This Amendment No. 5 (this “Amendment”) to the statement on Schedule 13D is filed by MacAndrews & Forbes Holdings Inc. (“M&F”), SGMS Acquisition Corporation (“SGMS One”) and SGMS Acquisition Two Corporation (“SGMS Two”) and amends the Schedule 13D originally filed by M&F and SGMS One on November 26, 2003 relating to the Class A common stock, par value \$0.01 per share (“Common Stock”), of Scientific Games Corporation, a Delaware corporation (the “Issuer”), whose principal executive offices are located at 750 Lexington Avenue, New York, New York 10022.

### Item 2. Identity and Background

The information contained in Item 2 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(a)-(c) This statement is being filed by M&F, SGMS One and SGMS Two, each of which is a holding company incorporated in Delaware. This statement is being filed with respect to shares of Common Stock that may be beneficially owned by M&F, SGMS One and SGMS Two. Ronald O. Perelman is the sole stockholder of M&F, which is the sole stockholder of each of SGMS One and SGMS Two. The business address of each of M&F, SGMS One and SGMS Two is 35 East 62nd Street, New York, New York 10065.

A restated Schedule I, which includes certain required information regarding the Reporting Persons, is attached hereto and is incorporated herein by reference.

Each of the persons named on Schedule I (the “Schedule I Persons”) is a United States citizen. During the last five years, none of the Reporting Persons or the Schedule I Persons has (i) been convicted in a criminal proceeding (excluding minor traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

The information contained in Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following information:

As described in Item 4 of this Amendment, SGMS Two acquired (i) 515,000 shares of Common Stock in a block purchase at a purchase price of \$8.3852 per share on December 3, 2010, (ii) 3,300,000 shares of Common Stock in a block purchase at a purchase price of \$8.60 per share on December 6, 2010 and (iii) 500,000 shares of Common Stock in a block purchase at a purchase price of \$9.75 per share on December 8, 2010. The aggregate purchase price for these shares of Common Stock was approximately \$37.57 million, which amount was obtained from cash on hand. Shares of Common Stock may from time to time be pledged pursuant to the terms of commercial loan agreements.

### Item 4. Purpose of Transaction

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

SGMS Two acquired (i) 515,000 shares of Common Stock in a block purchase at a purchase price of \$8.3852 per share on December 3, 2010, (ii) 3,300,000 shares of Common Stock in a block purchase at a purchase price of \$8.60 per share on December 6, 2010 and (iii) 500,000 shares of Common Stock in a block purchase at a purchase price of \$9.75 per share on December 8, 2010. SGMS Two acquired these shares of Common Stock for investment purposes. Each of the Reporting Persons and the Schedule I Persons reserves the right to acquire or dispose of securities of the Issuer or to formulate other purposes, plans or proposals regarding the Issuer or its securities to the extent deemed advisable in light of general investment policies, market conditions and other factors.

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Item 5. Interest in Securities of the Issuer

The information contained in Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(a)-(b) SGMS Two acquired (i) 515,000 shares of Common Stock in a block purchase at a purchase price of \$8.3852 per share on December 3, 2010, (ii) 3,300,000 shares of Common Stock in a block purchase at a purchase price of \$8.60 per share on December 6, 2010 and (iii) 500,000 shares of Common Stock in a block purchase at a purchase price of \$9.75 per share on December 8, 2010. According to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, there were, as of November 5, 2010, 91,607,449 shares of Common Stock issued and outstanding. SGMS One has sole voting power and sole dispositive power over 26,315,090 shares of Common Stock, representing approximately 28.7% of the Common Stock. SGMS Two has sole voting power and dispositive power over 4,315,000 shares of Common Stock, representing approximately 4.7% of the Common Stock.

Because SGMS One and SGMS Two are wholly owned subsidiaries of M&F, M&F may be deemed to have beneficial ownership of the shares of Common Stock beneficially owned by such entities. In addition, M&F has sole voting power and sole dispositive power over 70,647 shares of Common Stock, which, together with the 26,315,090 shares of Common Stock beneficially owned by SGMS One and the 4,315,000 shares of Common Stock beneficially owned by SGMS Two, represent approximately 33.5% of the Common Stock.

Ronald O. Perelman, Director, Chairman and Chief Executive Officer of M&F, may be deemed to beneficially own all the shares of Common Stock beneficially owned by M&F, SGMS One and SGMS Two. Mr. Perelman also beneficially owns 65,906 shares of Common Stock, representing approximately 0.1% of the Common Stock, including 50,000 options to acquire shares of Common Stock which are currently exercisable and 4,932 restricted stock units which will vest within 60 days of the date of this filing, which, together with the shares beneficially owned by M&F, SGMS One and SGMS Two that Mr. Perelman may be deemed to beneficially own, represent approximately 33.6% of the Common Stock.

Barry F. Schwartz, the Executive Vice Chairman of M&F, beneficially owns 95,906 shares of Common Stock, representing approximately 0.1% of the Common Stock, including 50,000 options to acquire shares of Common Stock which are currently exercisable and 4,932 restricted stock units which will vest within 60 days of the date of this filing.

(c) On December 3, 2010, Barry F. Schwartz acquired 5,000 shares of Common Stock in an open market purchase at a price of \$8.04 per share. Except as described above, none of the persons named above has effected any transaction with respect to the Common Stock during the past sixty days.

Item 7. Material to be Filed as Exhibits.

The information contained in Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following information:

Exhibit  
Number

- 14 Joint Filing Agreement, dated as of December 8, 2010, by and among MacAndrews & Forbes Holdings Inc., SGMS Acquisition Corporation and SGMS Acquisition

Two Corporation

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SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, each of the undersigned certifies that the information in this statement is true, complete and correct.

Dated as of: December 8, 2010

MACANDREWS & FORBES HOLDINGS INC.

By: /s/ Barry F. Schwartz  
Name: Barry F. Schwartz  
Title: Executive Vice Chairman

SGMS ACQUISITION CORPORATION

By: /s/ Barry F. Schwartz  
Name: Barry F. Schwartz  
Title: Executive Vice Chairman

SGMS ACQUISITION TWO CORPORATION

By: /s/ Barry F. Schwartz  
Name: Barry F. Schwartz  
Title: Executive Vice Chairman

SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS OF MACANDREWS & FORBES HOLDINGS INC., SGMS ACQUISITION CORPORATION AND SGMS ACQUISITION TWO CORPORATION

The name, business address, present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of MacAndrews & Forbes Holdings Inc., SGMS Acquisition Corporation and SGMS Acquisition Two Corporation are set forth below. The business address of each person listed below is 35 East 62nd Street, New York, New York 10065.

MacAndrews & Forbes Holdings Inc.

Name and Position (if different from Principal Occupation or Employment)	Present Principal Occupation or Employment
Ronald O. Perelman	Director, Chairman and Chief Executive Officer of MacAndrews & Forbes Holdings Inc.
Barry F. Schwartz	Executive Vice Chairman of MacAndrews & Forbes Holdings Inc.
Paul G. Savas	Executive Vice President and Chief Financial Officer of MacAndrews & Forbes Holdings Inc.

SGMS Acquisition Corporation

Name and Position (if different from Principal Occupation or Employment)	Present Principal Occupation or Employment
Ronald O. Perelman (Director, Chief Executive Officer)	See above
Barry F. Schwartz (Executive Vice Chairman)	See above
Paul G. Savas (Chief Financial Officer)	See above

SGMS Acquisition Two Corporation

Name and Position (if different from Principal Occupation or Employment)	Present Principal Occupation or Employment
Ronald O. Perelman (Director, Chief Executive Officer)	See above
Barry F. Schwartz (Executive Vice Chairman)	See above
Paul G. Savas (Chief Financial Officer)	See above