

SCIENTIFIC GAMES CORP
Form 8-K
June 11, 2010

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): **June 8, 2010**

SCIENTIFIC GAMES CORPORATION

(Exact name of registrant as specified in its charter)

0-13063

(Commission File Number)

Delaware
(State or other jurisdiction
of incorporation)

81-0422894
(IRS Employer
Identification No.)

750 Lexington Avenue, 25th Floor, New York, New York 10022

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(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(212) 754-2233**

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:

- 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))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 - Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 8, 2010, Scientific Games Corporation (the Company) held its Annual Meeting of Stockholders. Set forth below are the final results for all proposals.

1. Each of the individuals listed below was duly elected as a director of the Company to serve for the ensuing year and until his or her successor is duly elected and qualified, based upon the following votes:

| Nominee | For | Withheld | Abstained | Broker Non-Votes |
|-----------------------|------------|------------|-----------|------------------|
| A. Lorne Weil | 83,159,668 | 2,017,770 | 0 | 4,658,944 |
| Michael R. Chambrello | 84,584,524 | 592,914 | 0 | 4,658,944 |
| Peter A. Cohen | 55,038,906 | 30,138,532 | 0 | 4,658,944 |
| Gerald J. Ford | 83,989,504 | 1,187,934 | 0 | 4,658,944 |
| David L. Kennedy | 77,620,668 | 7,556,770 | 0 | 4,658,944 |
| J. Robert Kerrey | 84,225,830 | 951,608 | 0 | 4,658,944 |
| Ronald O. Perelman | 84,485,505 | 691,933 | 0 | 4,658,944 |
| Michael J. Regan | 84,464,016 | 713,422 | 0 | 4,658,944 |
| Barry F. Schwartz | 84,241,000 | 936,438 | 0 | 4,658,944 |
| Frances F. Townsend | 84,595,767 | 581,671 | 0 | 4,658,944 |
| Eric M. Turner | 84,444,117 | 733,321 | 0 | 4,658,944 |
| Joseph R. Wright | 84,158,377 | 1,019,061 | 0 | 4,658,944 |

2. The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2010 was approved based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 86,838,424 | 2,991,101 | 6,857 | 0 |

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

| | |
|--------|---|
| By: | /s/ Jeffrey S. Lipkin |
| Name: | Jeffrey S. Lipkin |
| Title: | Senior Vice President and Chief Financial Officer |

Date: June 11, 2010