

SCIENTIFIC GAMES CORP
Form S-3/A
June 10, 2002

[QuickLinks](#) -- Click here to rapidly navigate through this document

As filed with the Securities and Exchange Commission on June 10, 2002

Registration No. 333-84742

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 to FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SCIENTIFIC GAMES CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

7370
(Primary Standard Industrial
Classification Code Number)
750 Lexington Avenue, 25th Floor
New York, New York 10022
(212) 754-2233

81-0422894
(I.R.S. Employer
Identification No.)

(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)

Martin E. Schloss, Esq.
Scientific Games Corporation
750 Lexington Avenue, 25th Floor
New York, New York 10022

(212) 754-2233

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)

Copies to:

Peter G. Smith, Esq.
Kramer Levin Naftalis & Frankel LLP

Dennis J. Block, Esq.
Cadwalader, Wickersham & Taft

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

919 Third Avenue
New York, New York 10022
(212) 715-9100

100 Maiden Lane
New York, New York 10038
(212) 504-6000

**Approximate date of commencement of proposed sale to the public:
As soon as practicable following the effectiveness of this Registration Statement.**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. //

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. //

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. //

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. //

If the delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. //

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JUNE 10, 2002

PRELIMINARY PROSPECTUS

12,500,000 Shares

Scientific Games Corporation

Class A Common Stock

We are offering 12,500,000 shares of our Class A common stock under this prospectus. Unless otherwise indicated, references in this prospectus to our common stock mean our Class A common stock.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Our common stock is traded on the Nasdaq National Market under the symbol "SGMS". On June 7, 2002, the last sale price for our common stock reported on the Nasdaq National Market was \$9.01 per share.

See "Risk Factors" beginning on page 8 to read about certain risks that you should consider before buying shares of our common stock.

This prospectus constitutes a public offering of the securities offered hereby only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. None of the Securities and Exchange Commission, the Nevada State Gaming Board, the Nevada Gaming Commission, any securities commission or similar authority in Canada, or any other regulatory agency of any other jurisdiction has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus or the investment merits of the securities offered hereby. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public Offering Price	\$	\$
Underwriting Discounts and Commissions	\$	\$
Proceeds to Us	\$	\$

We have granted the underwriters a 30-day option from the date of this prospectus to purchase from us up to an additional 1,875,000 shares of common stock at the public offering price, less the underwriting discount, to cover any over-allotments.

The underwriters are severally underwriting the shares being offered. The underwriters expect to deliver the shares on _____, 2002.

Bear, Stearns & Co. Inc.

Sole Book-Running Manager

Lehman Brothers

Jefferies & Company, Inc.

The date of this prospectus is _____, 2002.

AVAILABLE INFORMATION AND INCORPORATION BY REFERENCE

We have filed a registration statement (which term includes any amendments to the registration statement) with the Securities and Exchange Commission, or SEC, on Form S-3 under the Securities Act of 1933, as amended, or the Securities Act, covering the common stock to be sold under this prospectus. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement and the exhibits and schedules thereto, to which reference is hereby made. Each statement made in this prospectus referring to a document filed as an exhibit or schedule to the registration statement is not necessarily complete and is qualified in its entirety by reference to the exhibit or schedule for a complete statement of its terms and conditions.

We are currently subject to the periodic reporting and other information requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Accordingly, we file annual, quarterly and special reports, and proxy statements and other information with the SEC. You may read and copy any document we file at the following SEC public reference room:

Judiciary Plaza
450 Fifth Street, N.W.
Room 1024
Washington, D.C. 20549

You may obtain information on the operation of the public reference room in Washington, D.C. by calling the SEC at 1-800-SEC-0330.

We also file information electronically with the SEC. Our SEC filings are available from the SEC's Internet site at <http://www.sec.gov>, which contains reports, proxy and information statements, and other information regarding issuers that file electronically.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

You should rely only on the information provided in this prospectus. We have not authorized anyone else to provide you with different information. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of this prospectus.

The SEC allows us to "incorporate by reference" the information we have previously filed with them, which means that we can disclose important information by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below as well as any future filings made by us with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until our offering is complete:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed March 21, 2002;

our Amendment No. 1 on Form 10-K/A to our Annual Report for the fiscal year ended December 31, 2001, filed April 30, 2002;

our Amendment No. 2 on Form 10-K/A to our Annual Report for the fiscal year ended December 31, 2001, filed June 10, 2002;

our Quarterly Report on Form 10-Q for the three months ended March 31, 2002, filed May 15, 2002;

our Amendment No. 1 on Form 10-Q/A for the three months ended March 31, 2002, filed June 10, 2002;

our Current Report on Form 8-K, filed March 4, 2002; and

all other reports filed by us pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to above.

We will furnish to each person, including any beneficial owner, to whom this prospectus is delivered, without charge, a copy of any or all of the information that has been incorporated by

(i)

reference (including any exhibits that are specifically incorporated by reference in that information) upon oral or written request to:

Scientific Games Corporation
750 Lexington Avenue, 25th Floor
New York, New York 10022
(212) 754-2233
Attn: Corporate Secretary

(ii)

FORWARD-LOOKING STATEMENTS

Certain statements contained in this prospectus constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as "may," "will," "estimate," "intend," "continue," "believe," "expect" or "anticipate" or the negatives thereof, variations thereon or similar terminology. The forward-looking statements contained in this prospectus are generally located in the material set forth under the headings "Prospectus Summary", "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Business" and "Government Regulation" but may be found in other locations as well. These forward-looking statements generally relate to plans and objectives for future operations and are based upon management's reasonable estimates of future results or trends. Although we believe that the plans and objectives reflected in or suggested by such forward-looking statements are reasonable, such plans or objectives may not be achieved. Actual results may differ from projected results due, but not limited, to unforeseen developments, including developments relating to the following:

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

the availability and adequacy of our cash flow to satisfy our obligations, including our debt service obligations, and our need for additional funds required to support capital improvements, development and acquisitions;

economic, competitive, demographic, business and other conditions in our local and regional markets;

changes or developments in the laws, regulations or taxes in the gaming and lottery industries;

actions taken or omitted to be taken by third parties, including customers, suppliers, competitors, members and shareholders, as well as legislative, regulatory, judicial and other governmental authorities;

changes in business strategy, capital improvements, development plans, including those due to environmental remediation concerns, or changes in personnel or their compensation, including federal, state and local minimum wage requirements;

an inability to renew or early termination of our contracts;

an inability to engage in future acquisitions;

the loss of any license or permit, including the failure to obtain an unconditional renewal of a required gaming license on a timely basis;

resolution of any pending or future litigation in a manner adverse to us; and

the other factors discussed under "Risk Factors" or elsewhere in this prospectus.

You should read this prospectus completely and with the understanding that actual future results may be materially different from what we expect. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing factors. These forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in our expectations or any change in events, conditions or circumstances on which the forward-looking statement is based.

(iii)

PROSPECTUS SUMMARY

This is only a summary of the prospectus. You should carefully read and review the entire prospectus, including "Risk Factors" and our consolidated financial statements and related notes, as well as the documents incorporated by reference in this prospectus, before making an investment decision.

Unless the context indicates otherwise, all references to "Scientific Games," "we," "our," "ours," "us" and "the Company" refer to Scientific Games Corporation and its consolidated subsidiaries after giving effect to the September 6, 2000 acquisition by Autotote Corporation of Scientific Games Holdings Corp. and to Autotote Corporation and its consolidated subsidiaries prior to the completion of the acquisition. "SGHC" refers to Scientific Games Holdings Corp. and its consolidated subsidiaries, and "Autotote" refers to Autotote Corporation and its consolidated subsidiaries, in each case prior to the completion of the acquisition of SGHC. "International" refers to non-United States jurisdictions. "On-line" lottery refers to a computerized system in which lottery terminals in retail outlets are continuously connected to a central computer system for the sale and validation of lottery tickets and related functions. "Handle" is an industry term for dollars wagered.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

In connection with the acquisition of SGHC, we changed our fiscal year-end from an October 31 year-end to a calendar year-end, beginning with the year ending December 31, 2001. On April 27, 2001, Autotote Corporation changed its name to Scientific Games Corporation. On January 29, 2002, we transferred the listing for our Class A common stock to the Nasdaq National Market from the American Stock Exchange and changed our trading symbol to "SGMS". Except as otherwise noted, all information in this prospectus assumes that the underwriters' over-allotment option is not exercised.

This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Our Company

We are a leading worldwide provider of services, systems and products to both the instant ticket lottery industry and the pari-mutuel wagering industry, based on revenues. We believe we offer our customers the widest array of some of the most technologically advanced products and services in each of these industries. We also believe that we are the world's only fully integrated lottery service provider, offering lottery authorities on-line lottery systems, instant tickets and related facilities management, or cooperative services, programs, which effectively enable such authorities to outsource all of their instant ticket lottery operations to us.

We currently command an approximate 65% share of the market for instant lottery tickets in the United States, as measured by retail sales, serving 28 of 40 jurisdictions in the U.S. that currently sell instant lottery tickets. In addition, we currently operate on-line lottery systems for seven of the 40 on-line lottery authorities in the U.S. We believe we are also the second largest provider of lottery systems in Europe.

We typically sell our instant tickets for a per unit price or are paid a fee equal to a percentage of the retail value of the instant tickets sold. In the on-line lottery market in the U.S., we generally provide our systems under service contracts pursuant to which we are paid a fee equal to a percentage of all wagers processed, whereas in international markets we generally sell our systems to lottery authorities.

We are also a leading worldwide provider of computerized wagering systems to the pari-mutuel wagering industry. In addition, we are a leading provider of ancillary pari-mutuel services, such as race simulcasting and telecommunications services. We provide our systems and services to thoroughbred, harness and greyhound racetracks, off-track betting facilities, or OTBs, casinos, jai alai frontons and other establishments where pari-mutuel wagering is permitted. In 2001, our systems processed

1

approximately 65% of the estimated \$18 billion in pari-mutuel wagering conducted on horse racing in North America.

In our North American pari-mutuel business, we enter into service contracts pursuant to which we are generally paid a percentage of all wagers processed by our wagering systems, and we receive additional fees for our ancillary services, on either a per event or a monthly subscription basis. In most international markets, we sell our pari-mutuel wagering systems and terminals to pari-mutuel operators. We also own and operate substantially all of the OTBs in the State of Connecticut. Additionally, in The Netherlands, we are currently the exclusive licensed operator for all pari-mutuel wagering.

For the three months ended March 31, 2002, our Revenue, EBITDA, Net income available to common stockholders and Diluted net income available to common stockholders per share were \$107.0 million, \$30.1 million, \$5.4 million and \$0.10, respectively, as compared to \$112.1 million, \$24.7 million, \$(4.1) million and \$(0.10), respectively, over the same period in 2001. For the year ended December 31, 2001, our Revenue, EBITDA, Net income available to common stockholders and Diluted net income available to common stockholders per share were \$440.2 million, \$105.1 million, \$(7.6) million and \$(0.19), respectively. "EBITDA", as included herein, represents operating income plus depreciation and amortization expenses. EBITDA is included in this prospectus as it is a basis upon which we assess our financial performance, and it provides useful information regarding our ability to service our debt. EBITDA should not be considered in isolation or as an alternative to net income, cash flows from operations, or other consolidated income or cash flow data prepared in accordance with generally accepted accounting principles as measures of our profitability or liquidity. EBITDA as defined in this prospectus may differ from similarly titled measures presented by other companies.

Our Strategy

Our strategy is to leverage our core competencies in wagering systems technology, field service operations and game design and development to rapidly grow and develop our lottery, pari-mutuel and related businesses worldwide. We intend to execute this strategy by focusing on the following initiatives:

Expand Our Share of the Domestic On-Line Lottery Market. We believe we are well-positioned to leverage our long-standing relationships with lottery authorities throughout the United States to increase our share of the on-line lottery market. We have been awarded seven of the last 12 on-line lottery contracts for which we submitted proposals, and we intend to compete for additional on-line lottery contracts as existing contracts held by our competitors expire.

Pursue Additional Facilities Management Opportunities. We intend to expand our facilities management operations by pursuing opportunities to become the systems and services provider to which lottery authorities or pari-mutuel operators outsource their operations. Currently, six states in the U.S. outsource all of their instant ticket lottery operations to us. We intend to pursue additional facilities management opportunities in our existing businesses as well as in related businesses.

Further Develop Our International Business. We believe that significant opportunities exist to increase our presence in international markets for all of our products and services. We are currently a leading worldwide supplier of instant lottery tickets, having sold tickets to customers in more than 50 countries, and we believe we are the second largest supplier of on-line lottery systems and terminals in Europe. In addition, our pari-mutuel products and services are in operation in approximately 20 countries around the world. We have entered into strategic alliances and/or joint ventures with several prominent operators in the lottery, pari-mutuel and gaming industries in Europe, such as Lottomatica, S.p.A. and a consortium that includes Arena Leisure plc and the BSKyB network. We intend to leverage our existing international relationships and infrastructure to further develop our international business.

2

Support the Development of New and Alternative Channels of Distribution. We believe there will be opportunities to develop new or alternative channels of distribution in both the lottery and pari-mutuel industries, subject to either the adoption of enabling legislation, or the liberalization of existing legislation. Wagering within the pari-mutuel industry has evolved from wagering only at a racetrack where a race is held, to wagering at a racetrack on races simulcast from other racetracks, to wagering at an OTB or other off-track venue, and now, in some jurisdictions, to wagering via the telephone and the Internet. As states continue to search for additional sources of revenue, we believe legislation will be broadened or enacted to support the growth of lottery and pari-mutuel gaming. For example, in early 2002, South Carolina initiated a new instant ticket and on-line lottery. We also believe that various state or international lottery authorities may seek to expand the distribution of their lottery games both through their traditional retail agency networks and through alternative channels. We intend to continue to develop new products, services and technologies that, subject to legislation, will enable our customers to take advantage of new or alternative channels of distribution.

Pursue the Development and/or Acquisition of Innovative New Products and Services. We intend to pursue new product development opportunities in our core businesses, as well as in related gaming businesses. Examples of our new developments include probability-based instant lottery tickets, the first deployment of a Virtual Private Network, or VPN, for lottery retailer communications and the introduction of self-service terminals for pari-mutuel and lottery applications. We believe that these developments, together with our established operating history, demonstrate our ability to introduce innovative products and services. We intend to continue to evaluate opportunities to grow our business both internally and through acquisition.

Our Competitive Strengths

We believe the following strengths will enable us to execute our strategy:

Leading Market Positions. In the instant ticket lottery industry, we are a leading worldwide provider of tickets and related services, having accounted for approximately 65% of all retail sales of instant lottery tickets in the U.S. in 2001. In addition, our wagering systems processed approximately 65% of the estimated \$18 billion wagered on pari-mutuel horse racing events in North America in 2001.

Substantial Recurring Revenue. We generally provide our on-line lottery and pari-mutuel services pursuant to long-term contracts that typically have a minimum initial term of five years, while our domestic instant lottery ticket contracts typically have an initial term of three years. Our on-line and instant ticket lottery contracts typically contain multiple renewal options

that generally have been exercised. In our pari-mutuel business, we have been similarly successful in renewing most of our service contracts as they expire. In our venue management operations, we own and have the right to operate the Connecticut OTB in perpetuity, subject to our compliance with certain licensing requirements. Our service revenues, which we deem to be recurring, constituted nearly 83% of our revenues in 2001.

Scope of Product and Service Offerings. We believe that we offer our customers a broader array of lottery and pari-mutuel products and services than any of our competitors. We believe we are the only fully integrated competitor in the lottery market, providing our customers with game design and development services, instant tickets, instant ticket validation and inventory management systems, on-line lottery systems and cooperative services. Similarly, we believe our pari-mutuel business offers the broadest selection of technologically advanced computerized wagering systems and related equipment to racetracks.

Significant Barriers to Entry. We believe our game design expertise, specialized equipment and proprietary technologies and processes would require significant time and investment to

3

replicate. In the lottery business, we design over 1,000 unique games a year, and we utilize sophisticated printing and packaging technologies that are highly specialized to meet the printing and security requirements of lottery authorities. In addition, Federal laws require instant lottery tickets to be manufactured at facilities in the U.S., precluding the importation of such tickets. U.S. lotteries also generally require that a vendor be a current operator of another lottery system in order to bid to provide on-line lottery services. Moreover, the installation of lottery systems typically requires significant up-front capital expenditures, as well as operational expertise.

During the past decade, we have invested over \$150 million to establish an operational infrastructure and transaction processing networks that many of the industry's leading pari-mutuel operators have come to rely on. Our networks link multiple racetracks, OTBs, and regional networks of racetracks and OTBs to one another via dedicated, secure, high-speed communications channels, enabling operators to capitalize on the growth of the off-track wagering market in a more cost-effective manner. In addition, regulatory restrictions provide for significant barriers to entry in the pari-mutuel wagering systems business.

Technological Expertise. We believe that we are the technology leader in our lottery and pari-mutuel businesses. We enjoy significant economies of scale and scope in the design, development, manufacturing and deployment of our products and services in these businesses.

Recent Developments

On June 5, 2002, we completed the purchase of 65% of the equity of Serigrafica Chilena S.A., or SERCHI. The purchase price was \$3.9 million, paid at closing, plus up to \$4.4 million in cash or stock payable upon the achievement of certain financial performance levels of SERCHI over the next four years.

On February 26, 2002, we executed a letter of intent to acquire MDI Entertainment, Inc. in a stock-for-stock transaction valued at approximately \$26 million. On February 28, 2002, a class action suit on behalf of MDI's public stockholders was filed against multiple parties, including us and MDI, to enjoin the proposed acquisition on the grounds that the value of MDI's common stock is in excess of the amount we provided for in our letter of intent. On May 8, 2002, we and MDI announced that we had mutually and amicably terminated negotiations with respect to that contemplated acquisition. The announcement followed MDI's announcement that it had received a proposal from a third party to acquire a majority interest in MDI for \$3.30 per share in cash. In light of this development, we believe that the lawsuit currently pending relating to our now terminated transaction is subject to dismissal.

4

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Shares Offered	12,500,000 shares of Class A common stock.
Shares Outstanding After This Offering	55,485,764 shares of Class A common stock.
Offering Price	\$ per share of Class A common stock.
Over-Allotment Option	We have granted the underwriters a 30-day option from the date of this prospectus to purchase from us up to an additional 1,875,000 shares of common stock at the public offering price, less the underwriting discount, to cover any over-allotments. See "Underwriting".
Use of Proceeds	We intend to use the net proceeds from this offering, of approximately \$ million, to repay a portion of the outstanding balances of the Term A loans and, subject to acceptance by the lenders, the Term B loans under our existing credit facility and to redeem a portion of our outstanding 12 ¹ / ₂ % Senior Subordinated Notes. See "Use of Proceeds".

Nasdaq National Market symbol SGMS.

The table set forth above is based on 42,985,764 shares of our Class A common stock outstanding as of March 31, 2002. This table excludes 1,875,000 shares of our Class A common stock to be sold if the underwriters' over-allotment option is exercised in full. This table also excludes 9,836,281 shares of our Class A common stock issuable upon the exercise of outstanding options, warrants and other stock rights, of which 6,191,101 are exercisable within 60 days of March 31, 2002 and 22,259,064 shares of our Class A common stock issuable upon conversion of our Series A Convertible Preferred Stock. See "Description of Capital Stock".

The holders of our Series A Convertible Preferred Stock have the right to purchase a number of shares equal to their pro rata portion, on an as converted basis, of the shares to be issued in this offering, which number is approximately 3.7 million shares. Based on preliminary discussions, we anticipate that such holders will purchase only that number of shares that will enable the preferred stockholders to maintain, as a group, ownership of 25% of our common stock on a fully diluted basis. If the preferred holders purchase shares on the foregoing basis in this offering, they would purchase 166,769 shares, and 12,333,231 shares would be available for purchase by other investors. See "Description of Capital Stock".

Risk Factors

Before making an investment in our common stock, you should carefully consider the matters discussed under the heading "Risk Factors" starting on page 8.

Corporate Information

We are incorporated under the laws of the State of Delaware in the United States. Our executive offices are located at 750 Lexington Avenue, New York, New York 10022, and our telephone number is (212) 754-2233. Our website address is www.scientificgames.com. Information contained in our website does not constitute part of this prospectus.

Winner's Choice , Terra 2000®, SciScan Technology®, Aegis , PROBE®, EXTREMA®, TrackPlay , SGI-NET , ECLIPSE , NASRIN®, SAM®, STAN , MAX®, TINY TIM®, On the Wire® and Autotote.com are among our registered trademarks and servicemarks. This prospectus also includes other trademarks of Scientific Games.

Summary Historical and Pro Forma Financial Data

The following tables set forth our summary historical and pro forma financial data as at and for the periods indicated. The summary financial and operating data for the years ended October 31, 1999 and 2000, the two months ended December 31, 2000 and the year ended December 31, 2001 have been derived from and should be read in conjunction with our audited Consolidated Financial Statements and the notes thereto, included in this prospectus. The unaudited pro forma statement of operations data for the year ended December 31, 2000 give effect to the acquisition of SGHC by us as if the acquisition had occurred on January 1, 2000. The summary financial and operating data for the

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

three-month periods ended March 31, 2001 and 2002, have been derived from and should be read in conjunction with our unaudited Consolidated Financial Statements and the notes thereto, included in this prospectus and include all adjustments, consisting only of normal recurring adjustments, which management considers necessary for a fair presentation of our results for such periods. The consolidated unaudited financial data for the three months ended March 31, 2002 are not necessarily indicative of the results to be achieved for the year ending December 31, 2002. The summary financial and operating information should also be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this prospectus.

Actual Results Years Ended October 31,		Actual Results Two Months Ended December 31,	Pro Forma Results Year Ended December 31,	Actual Results Year Ended December 31,	Actual Results Three Months Ended March 31,	
1999	2000	2000	2000(1)	2001	2001	2002
			(Unaudited)		(Unaudited)	(Unaudited)

(in thousands, except per share amounts)

Statement of Operations Data:

Operating Revenues:															
Services	\$	148,660	\$	186,520	\$	57,584	\$	341,455	\$	364,567	\$	88,040	\$	92,516	
Sales		62,488		46,828		9,007		83,202		75,674		24,068		14,456	
Total revenues		\$	211,148	\$	233,348	\$	66,591	\$	424,657	\$	440,241	\$	112,108	\$	106,972
Operating income			16,748		13,958		2,952		23,753		49,894		11,055		19,719
Income (loss) before extraordinary items		\$	379	\$	(18,420)	\$	(4,914)	\$	(25,189)	\$	(584)	\$	(2,437)	\$	7,205
Net income (loss) before preferred dividends(2)		\$	379	\$	(30,987)	\$	(4,914)	\$	(37,756)	\$	(584)	\$	(2,437)	\$	7,205
Net income (loss) available to common stockholders		\$	379	\$	(32,001)	\$	(6,057)	\$	(44,547)	\$	(7,635)	\$	(4,136)	\$	5,402
Basic net income (loss) before extraordinary items per share		\$	0.01	\$	(0.50)	\$	(0.12)	\$	(0.67)	\$	(0.01)	\$	(0.06)	\$	0.17
Diluted net income (loss) before extraordinary items per share		\$	0.01	\$	(0.50)	\$	(0.12)	\$	(0.67)	\$	(0.01)	\$	(0.06)	\$	0.10
Basic net income (loss) available to common stockholders per share(2)		\$	0.01	\$	(0.87)	\$	(0.15)	\$	(1.19)	\$	(0.19)	\$	(0.10)	\$	0.13
Diluted net income (loss) available to common stockholders per share(2)		\$	0.01	\$	(0.87)	\$	(0.15)	\$	(1.19)	\$	(0.19)	\$	(0.10)	\$	0.10

Other Financial Data:

EBITDA(3)	\$	40,537	\$	41,784	\$	11,550	\$	74,196	\$	105,103	\$	24,663	\$	30,125
Capital expenditures		14,934		35,046		6,103		n/a		46,493		9,350		6,834
Depreciation and amortization		22,189		27,826		8,598		50,443		55,209		13,608		10,406

6

Actual
As of

Actual
As of

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

December 31, March 31,
2001 2002

(Unaudited)

(in thousands)

Balance Sheet Data:

Cash and cash equivalents	\$ 12,649	\$ 5,016
Total assets	601,952	597,128
Total long-term debt and capital leases	439,735	441,807
Total stockholders' equity	24,078	33,743

(1) Reflects the acquisition of SGHC as if it had occurred on January 1, 2000 and reflects all results on a year ended December 31, 2000 basis.

(2) After non-cash paid-in-kind dividends on convertible preferred stock.

(3) "EBITDA", as included herein, represents operating income plus depreciation and amortization expenses, excluding gains or losses on sales of businesses. EBITDA is included in this prospectus as it is a basis upon which we assess our financial performance, and it provides useful information regarding our ability to service our debt. EBITDA should not be considered in isolation or as an alternative to net income, cash flows from operations, or other consolidated income or cash flow data prepared in accordance with generally accepted accounting principles as measures of our profitability or liquidity. EBITDA as defined in this prospectus may differ from similarly titled measures presented by other companies.

7

RISK FACTORS

You should carefully consider the following risks, as well as the other information contained in this prospectus, before investing in shares of our common stock. If any of the following risks actually occurs, our business, financial condition, operating results or prospects could be harmed. In that case, the trading price of our common stock could decline, and you might lose all or part of your investment. You should refer to the information set forth in this prospectus and our financial statements and the related notes included in this prospectus.

Risks Related to Our Business

We Have a Recent History of Operating Losses and May Not Continue to Maintain Profitability

We realized a net loss available to common stockholders of \$32.0 million in 2000, including approximately \$23.6 million of one-time transaction expenses incurred in connection with our acquisition of SGHC in September 2000 and the refinancing of the debt of both companies. We realized a net loss available to common stockholders of \$7.6 million in 2001. While we have focused our operations on our core lottery and pari-mutuel businesses and have continued our cost reduction programs, we can give you no assurance that we will not experience additional net losses in the future.

We Operate in Highly Competitive Industries and Our Success Depends on Our Ability to Effectively Compete with Numerous Domestic and Foreign Lottery and Pari-mutuel Businesses

The instant ticket and on-line lottery businesses are highly competitive. We face competition from a number of domestic and foreign instant ticket manufacturers, on-line lottery system providers and other competitors, some of which have substantially greater financial resources than we do. We continue to operate in a period of intense price-based competition. The award of contracts by state officials is influenced by factors including price, the ability to optimize lottery revenues through game design, technical capability, marketing capability and applications, the quality, dependability and upgrade capability of the network, production capacity, the security and integrity of the vendor's production operations, the experience, financial condition and reputation of the vendor and the satisfaction of other requirements and qualifications that lottery authorities may impose. Contract awards by lottery authorities are sometimes challenged by unsuccessful competitors, which can result in protracted legal proceedings and delayed implementation or cancellation of the award. The future success of our lottery business will also depend, in part, on the success of the lottery industry in attracting and retaining players in the face of increased competition for these players' entertainment dollars, as well as our own success in developing innovative products and systems to achieve this goal. Our failure to achieve this

goal could divert gaming activity from our lottery operations.

The market for pari-mutuel wagering services is also competitive, and certain of our competitors may have substantially greater financial and other resources than we do. We compete primarily on the basis of the design, performance, reliability and pricing of our products as well as customer service. Our pari-mutuel customers face significant competition from other operators in the pari-mutuel business, other gaming venues such as casinos and state sponsored lotteries and other forms of legal and illegal gaming. The continuing popularity of horse racing is important to the growth and operating results of our pari-mutuel business. Competition from sporting events and other forms of entertainment, and casinos, sports wagering services and other non-racetrack gaming operators, may reduce the attendance, and amounts wagered, at our customers' horse racing facilities, which could divert wagering activity away from our pari-mutuel customers.

While we have exclusive licenses for our OTB operations in Connecticut and The Netherlands, our revenues may be adversely affected by competition for the consumer's wagering and entertainment dollar. Our venue management business competes with other pari-mutuel operations as well as other forms of gaming and entertainment. Competition for wagers comes from casinos, racetracks, lotteries and other forms of legal and illegal gambling. Other gaming competitors operate in our licensed markets and in surrounding areas and compete for our customers, and additional competitors could be

8

licensed, or existing regulations could be changed, so as to divert wagering activity from our OTB operations.

The market for prepaid phone cards is highly fragmented but competition comes from other instant ticket lottery printers utilizing similar lottery security and printing technologies, as well as alternative printing and non-printing technologies. Our telecommunications products operations compete with other printing companies on the basis of price, availability, product features and product security. There is competition within our class of products and other technologies to provide the desired functionality. There are alternative technologies, such as smart cards, to provide the funding of telephone services. Moreover, the cellular telephone industry is undergoing significant growth and rapid technology changes such that other technologies including electronic commerce could impact our growth opportunities and our customer relationships. Further, increasing price competition in the prepaid phone card business may continue to negatively affect our operating margins.

The markets for all of our products and services are also affected by changing technology, new legislation and evolving industry standards. Our ability to anticipate such changes and to develop and introduce new and enhanced products and services on a timely basis will be a significant factor in our ability to expand, remain competitive, attract new customers and retain existing contracts.

We can give you no assurance that we will achieve the necessary technological advances, have the financial resources, introduce new products or services on a timely basis or otherwise have the ability to effectively compete in these markets. See "Business Competition".

We are Heavily Dependent on Our Ability to Renew Our Long-Term Contracts with Our Customers in the Lottery and Pari-mutuel Businesses, and We Could Lose Substantial Revenue if We Are Unable to Renew Certain of Our Contracts

Generally, our lottery contracts are for initial terms of one to seven years, with optional renewal periods. Upon the expiration of a lottery contract, including any extensions thereof, lottery authorities may award new contracts through a competitive bidding process. Contracts representing approximately 88% of our annual revenues from instant ticket lottery contracts are scheduled to expire or reach optional extension dates during the next three years.

Lottery contracts typically permit a lottery authority to terminate the contract at any time for failure to perform or other specified reasons without penalty. In addition, lottery contracts to which we are a party frequently contain exacting implementation schedules and performance requirements. Failure to meet these schedules and requirements may result in substantial monetary liquidated damages, as well as possible contract termination. We are also required by certain of our lottery customers to provide surety, or performance, bonds. Because of financial and economic events that have occurred this past year, such as the September 11 attack, the bond market is experiencing unusual contraction. Because of this, we cannot assure you that we will continue to be able to obtain performance bonds on commercially reasonable terms or at all. Our inability to provide such bonds would materially and adversely affect our ability to renew existing or obtain new lottery contracts.

Our contracts for the provision of pari-mutuel wagering services are typically for initial terms of five years. Contracts accounting for the following percentages of our current annual pari-mutuel revenues are scheduled to expire at the times indicated: 16.9% will expire in 2002; 22.3% will expire in 2003; and 22.2% will expire in 2004. There can be no assurance that our current lottery or pari-mutuel contracts will be extended or that we will be awarded new lottery or pari-mutuel contracts as a result of competitive bidding processes in the future.

Our rights to operate all on-track and off-track pari-mutuel wagering in The Netherlands under a license granted by the Dutch Ministry of Agriculture extend through June 30, 2003, and might not be renewed thereafter.

The termination, expiration or failure to renew one or more of our contracts could cause us to lose substantial revenue.

Our Ability to Bid on New Contracts Is Dependent upon Our Ability to Fund Required Up-Front Capital Expenditures through Our Cash from Operations or through Access to Capital Markets

Our pari-mutuel and lottery contracts generally require significant up-front capital expenditures for terminal assembly, software customization and implementation, systems and equipment installation and telecommunications configuration. Historically we have funded these up-front costs through cash flows generated from operations, available cash on hand and borrowings under our credit facilities. Our ability to continue to procure new contracts will depend on, among other things, our then present liquidity levels or our ability to obtain additional financing at commercially acceptable rates to finance the initial up-front costs. If we are unable to obtain financing for these up-front costs on favorable terms or at all, we may not be able to bid on certain contracts, which could restrict our ability to grow and have a material adverse effect on our future profitability.

Our Business Depends on the Protection of Our Intellectual Property and Proprietary Information

We believe that our success depends, in part, on protecting our intellectual property in the U.S. and in foreign countries. Our intellectual property includes certain patents and trademarks relating to our instant ticket games and wagering systems, as well as proprietary or confidential information that is not subject to patent or similar protection. Our intellectual property protects the integrity of our games, systems, products and services, which is a core value of the industries in which we operate. For example, our intellectual property is designed to ensure the security of the printing of our instant lottery tickets and pre-paid phone cards and provides simple and secure validation of our lottery tickets. Competitors may independently develop similar or superior products, software, systems or business models. In cases where our intellectual property is not protected by an enforceable patent, such independent development may result in a significant diminution in the value of our intellectual property.

We cannot assure you that we will be able to protect our intellectual property. We enter into confidentiality or license agreements with our employees, vendors, consultants, and, to the extent legally permissible, our customers, and generally control access to, and the distribution of, our game designs, systems and other software documentation and other proprietary information, as well as the designs, systems and other software documentation and other information we license from others. Despite our efforts to protect these proprietary rights, unauthorized parties may try to copy our gaming products, business models or systems, use certain of our confidential information to develop competing products, or develop independently or otherwise obtain and use our gaming products or technology, any of which could have a material adverse effect on our business. Policing unauthorized use of our technology is difficult and expensive, particularly because of the global nature of our operations. The laws of other countries may not adequately protect our intellectual property.

We cannot assure you that our business activities, games, products and systems will not infringe upon the proprietary rights of others, or that other parties will not assert infringement claims against us. Any such claims and any resulting litigation, should it occur, could subject us to significant liability for damages and could result in invalidation of our proprietary rights, distract management, and/or require us to enter into costly and burdensome royalty and licensing agreements. Such royalty and licensing agreements, if required, may not be available on terms acceptable to us, or may not be available at all. In the future, we may also need to file lawsuits to defend the validity of our intellectual property rights and trade secrets, or to determine the validity and scope of the proprietary rights of others. Such litigation, whether successful or unsuccessful, could result in substantial costs and diversion of resources.

We rely on products and technologies that we license from third parties. We cannot assure you that these third-party licenses, or the support for such licenses, will continue to be available to us on commercially reasonable terms.

The Lottery and Pari-mutuel Industries Are Subject to Strict Government Regulations Which May Limit Our Existing Operations and Have a Negative Impact on Our Ability to Grow

In the U.S. and many other countries, wagering and lotteries must be expressly authorized by law. Once authorized, the wagering industry and the ongoing operations of lotteries are subject to extensive and evolving governmental regulation. We can give you no assurance that the operation of pari-mutuel wagering facilities, lotteries, video gaming industry machines, Internet gaming or other forms of wagering or lottery systems will be approved by additional jurisdictions or that those jurisdictions in which these wagering and lottery activities are currently permitted will continue to permit such activities.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

We are required to obtain and maintain licenses from various state and local jurisdictions in order to operate certain aspects of our lottery and pari-mutuel businesses. There can be no assurance that we will be able to renew any of our licenses, and the loss or non-renewal of any of our licenses could have a material adverse effect on our business. Once authorized, the ongoing operations of lottery operators are typically subject to extensive and evolving regulation. Lottery authorities generally conduct an intensive investigation of the winning vendor and its employees prior to and after the award of a lottery contract. Lottery authorities with which we do business may require the removal of any of our employees deemed to be unsuitable and are generally empowered to disqualify us from receiving a lottery contract or operating a lottery system as a result of any such investigation. Some jurisdictions also require extensive personal and financial disclosure and background checks from persons and entities beneficially owning a specified percentage (typically 5% or more) of our securities. The failure of these beneficial owners to submit to such background checks and provide required disclosure could jeopardize the award of a lottery contract to us or provide grounds for termination of an existing lottery contract. Additional restrictions are often imposed by international jurisdictions in which we market our lottery systems on foreign corporations, such as us, seeking to do business in such jurisdictions. Similar restrictions and considerations are also applicable to our pari-mutuel business.

There also have been and may continue to be investigations of various types, including grand jury investigations, conducted by governmental authorities into possible improprieties and wrong-doing in connection with efforts to obtain and/or the awarding of lottery contracts and related matters. As such investigations frequently are conducted in secret, we may not necessarily know of the existence of an investigation which might involve us. Because our reputation for integrity is an important factor in our business dealings with lottery and other governmental agencies, a governmental allegation or a finding of improper conduct on our part or attributable to us in any manner could have a material adverse effect on our business, including our ability to retain existing contracts or to obtain new or renewal contracts. In addition, any adverse publicity resulting from such an investigation could have a material adverse effect on our reputation and business.

Currently, account wagering operations, through which pari-mutuel customers place wagers by phone or via the Internet on thoroughbred, harness or greyhound racing, may be conducted only from certain jurisdictions and only through licensed wagering operators in certain jurisdictions. The licensing process can be both lengthy and costly, and we may not be successful in obtaining required licenses, registrations, permits and approvals or renewals of any of the foregoing. In addition, expansion of our account wagering operations will be limited unless more states amend their laws to permit account wagering. Statutory amendments necessary to permit account wagering may not be passed, and statutory amendments adverse to our current account wagering operations may be passed. Furthermore, while we believe that our current and planned business activities comply with all applicable laws, law enforcement authorities in certain jurisdictions have opposed the expansion of wagering via telephone and the Internet and state regulators have expressed concerns to us regarding such wagering by their citizens through racetracks serviced by our pari-mutuel wagering systems. We cannot assure you that our activities or the activities of our customers will not become the subject of any law enforcement proceeding or that any such proceeding would not have a material adverse impact on us or our business plans. Additionally, although we believe that a December 2000 amendment to the federal

11

Interstate Horseracing Act of 1978 clarifies that account wagering, off-track betting and inter-track simulcasting, as currently conducted by the U.S. horse racing industry, are authorized under U.S. Federal law, the amendment may not be interpreted in this manner by all concerned. We cannot assure you that we can continue to conduct our pari-mutuel, account wagering, OTB and race simulcasting operations in all of the jurisdictions in which we currently operate or that a discontinuation of any of these operations would not have a material adverse impact on us or our business plans.

In the past, regulatory requirements for pari-mutuel wagering, lottery and other gaming activities in the U.S. were adopted and administered primarily on the state or local level. In 1996, the U.S. Congress passed legislation authorizing the commission of a comprehensive study of gaming, including segments of the gaming industry that we serve. We are unable to predict whether this study will result in legislation that would impose regulations on gaming industry operators, or whether such legislation, if any, would have a material adverse effect on us.

For additional discussion of government regulation and the associated risks, see "Government Regulation".

Gaming Opponents Persist in Their Efforts to Curtail the Expansion of Legalized Gaming Which, If Successful, Could Limit Our Existing Operations

We can give you no assurance that this opposition will not succeed in preventing the legalization of gaming in jurisdictions where these activities are presently prohibited or prohibiting or limiting gaming where it is currently permitted, in either case to the detriment of our business, financial condition, results and prospects.

Our Ability to Successfully Complete Future Acquisitions of Gaming and Related Businesses Could Limit Our Future Growth

Part of our corporate strategy is to continue to pursue expansion and acquisition opportunities in gaming and related businesses, and we could face significant challenges in managing and integrating the expanded or combined operations including acquired assets, operations and personnel. We cannot assure you that acquisition opportunities will be available on acceptable terms or at all or that we will be able to obtain necessary financing or regulatory approvals. Our ability to succeed in implementing our strategy will depend to some degree upon the ability of our management to identify, complete and successfully integrate commercially viable acquisitions. Acquisition transactions may disrupt our ongoing business and distract management from other responsibilities.

Our Revenues Fluctuate Due to Seasonal, Weather and Other Variations and You Should Not Rely upon Our Quarterly Operating Results as Indications of Future Performance

Our pari-mutuel service revenues are subject to seasonal and weather variations. The first and fourth quarters of the calendar year traditionally comprise the weakest season for our pari-mutuel wagering service revenue. As a result of inclement weather during the winter months, a number of racetracks do not operate and those that do operate often experience missed racing days. This adversely affects the amounts wagered and our corresponding service revenues. Wagering equipment sales and software license revenues usually reflect a limited number of large transactions, which do not recur on an annual basis. Consequently, revenues and operating results can vary substantially from period to period as a result of the timing of revenue recognition for major equipment sales and software license revenue. In addition, instant ticket and prepaid phone card sales may vary depending on the season and timing of contract awards, changes in customer budgets, ticket inventory levels, lottery retail sales and general economic conditions.

12

We Are Dependent on Suppliers and Contract Manufacturers, and Any Failure of These Parties to Meet Our Performance and Quality Standards or Requirements Could Cause Us to Incur Additional Costs or Lose Customers

Our production of instant lottery tickets and prepaid phone cards, in particular, depends upon a continuous supply of raw materials, supplies, power and natural resources. Our operating results could be adversely affected by an interruption or cessation in the supply of these materials.

We simulcast live racing events by transmitting audio and/or video signals from one facility to a satellite for reception by wagering locations across the country. Our access to satellite service is provided pursuant to long-term contracts. The technical failure of the satellite through which we transmit substantially all of our racing events would require us to obtain other satellite access. We have no assurance of access to such other satellites, or if available, whether the use of such other satellites could be obtained on favorable terms or in a timely manner. While satellite failures are infrequent, the operation of the satellite is outside of our control. We have obtained insurance to cover any potential loss due to the failure of a satellite.

The Profitability of Our Foreign Operations May Be Impacted by Risks Uniquely Associated with Foreign Operations

Our business in foreign markets subjects us to risks customarily associated with such activities, including:

currency fluctuations, which may or may not be hedged;

foreign withholding taxes on our subsidiaries' earnings that could reduce cash flow available to meet our required debt service and our other obligations;

the complexity of foreign laws, regulations and markets;

the impact of foreign labor laws and disputes; and

other economic, tax and regulatory policies of local governments.

We cannot assure you that we will be able to operate successfully in any foreign market.

If Certain of Our Key Personnel Leave Us, Our Business Will Be Significantly Adversely Affected

We depend on the continued performance of A. Lorne Weil, our Chairman, President and Chief Executive Officer, and the members of our senior management team. Mr. Weil has extensive experience in the lottery and pari-mutuel businesses and has contributed significantly to the growth of our business. If we lose the services of Mr. Weil or any of our other senior officers and cannot find suitable replacements for such

persons in a timely manner, it could have a material adverse effect on our business.

Failure to Perform Under Our Lottery Contracts May Result in Substantial Monetary Liquidated Damages, As Well As Contract Termination

Our business subjects us to certain risks of litigation, including potential allegations that we have not fully performed under our contracts or that goods or services we supply are defective in some respect. Litigation is pending in Colombia arising out of the termination of certain Colombian lottery contracts in 1993. An agency of the Colombian government has asserted claims against certain parties, including our subsidiary Scientific Games International, Inc., or SGI, which owned a minority interest in the former operator of the Colombian national lottery. The claims are for, among other things, contract penalties, interest and the costs of a bond issued by a Colombian surety. SGI has been advised by Colombian counsel that it has various defenses on the merits as well as procedural defenses. Although we believe that any potential losses arising from this litigation will not result in a material adverse effect on our consolidated financial position or results of operations, it is not feasible to predict the final outcome, and there can be no assurance that this litigation might not be finally resolved adversely to us or result in material liability. See "Business Legal Proceedings".

13

Risks Related to Our Capital Structure and This Offering

Our Stock Price Is Volatile, and You May Not Be Able To Resell Your Shares At or Above the Price You Pay for Them

The trading price of our Class A common stock has experienced, and may continue to experience, substantial volatility. Between January 1, 2001 and June 7, 2002, the closing price of our Class A common stock ranged from a low of \$1.94 per share to a high of \$10.05 per share. The market price of our Class A common stock could continue to fluctuate substantially due to a variety of factors, including:

- quarterly fluctuations in results of operations;
- fluctuations in the public equity markets in general;
- legislative or regulatory developments adverse to our business or the wagering industry in general;
- negative publicity about us or the wagering industry in general;
- changes in or failure to meet earnings estimates by securities analysts;
- sales of our common stock by existing stockholders or the perception that these sales may occur;
- sales or other issuances by us, or the perception of potential sales or other issuances, of substantial amounts of our shares, including in connection with our future acquisitions; and
- adverse judgments or settlements obligating us to pay damages.

These factors could have a material adverse effect on the market price of our Class A common stock, regardless of our financial condition or operating results.

We Have Substantial Indebtedness, Which Reduces the Funds We Would Otherwise Have Available to Fund Our Operations and Which May Limit Our Ability to Incur Additional Indebtedness That We May Need to Operate or Grow Our Business

We have a substantial amount of indebtedness. At March 31, 2002, our total outstanding indebtedness was approximately \$441.8 million. Interest expense on our outstanding indebtedness was approximately \$50.4 million for the year ended December 31, 2001, including approximately \$2.4 million of non cash charges, and approximately \$11.5 million for the three months ended March 31, 2002, including approximately \$0.6 million of non cash charges. Our substantial indebtedness could have important consequences for us, including the following:

- we may have difficulty borrowing money in the future for working capital, capital expenditures, potential acquisition opportunities, general corporate purposes or other purposes;

a substantial portion of our cash flow from operations must be used to pay our interest expense and repay our indebtedness, which will reduce the funds that would otherwise be available to us to fund our operations, capital expenditures and future business opportunities and may limit our ability to implement our business strategy; and

we may be vulnerable to economic downturns and adverse developments in our business, may be limited in our ability to withstand competitive pressures and may have reduced flexibility in responding to changing business, regulatory and economic conditions.

Part of Our Indebtedness Is in Variable Interest Rate Instruments, and We Are Exposed to Fluctuations In Interest Rates

After taking into consideration our interest rate swaps discussed below, approximately one-third of our debt, representing approximately \$149.7 million of indebtedness, is in variable rate instruments. Consequently, we are exposed to fluctuations in interest rates. The effect of a 0.125% change in the

14

interest rates associated with our variable rate debt will result in a change of approximately \$187,000 per annum in our interest expense and cash flow assuming no change in our outstanding borrowings.

To reduce the risks associated with fluctuations in the market interest rates and as required by our credit facility, we have entered into three interest rate swap contracts for an aggregate notional amount of \$140 million. These interest rate swaps obligate us to pay a fixed LIBOR rate and entitle us to receive a variable LIBOR rate on an aggregate \$140 million notional amount of debt thereby creating the equivalent of fixed rate debt until May 30, 2003.

We May Not Be Able to Generate Sufficient Cash Flow to Meet Our Debt Service Requirements

We cannot assure you that our future cash flows, together with borrowing under our revolving credit facility, will be sufficient to meet our debt obligations and commitments. Our ability to generate cash flow from operations sufficient to make scheduled payments on our debt as they become due will depend on our future performance and our ability to implement our business strategy successfully. Our performance will be affected by prevailing economic conditions and financial, business, regulatory and other factors, most of which are beyond our control. In addition, there can be no assurance that future borrowings will be available to us under our revolving credit facility to meet our other debt obligations.

Failure to pay interest or make scheduled principal payments would result in a default under the indenture governing our outstanding 12¹/₂% Senior Subordinated Notes and under the credit agreement governing our senior credit facilities. A payment default, if not waived, would result in acceleration of our debt, in which case the debt would become immediately due and payable. If this occurs, we may be forced to reduce or delay capital expenditures and implementation of our business strategy, sell assets, obtain additional equity capital or refinance or restructure all or a portion of our outstanding debt. In the event that we are unable to do so, we may be left without sufficient liquidity and we may be unable to repay our debt and our secured lenders will be able to foreclose on our assets. We may need to refinance all or a portion of our indebtedness on or before maturity. However, we cannot assure you that we will be able to refinance any of our indebtedness on commercially reasonable terms or at all.

Covenant Restrictions in Our Senior Credit Facilities and the Indenture Governing Our 12¹/₂% Senior Subordinated Notes May Limit Our Ability to Finance Future Operations and Operate Our Business

Our senior credit facilities, our indenture and certain of our other agreements regarding indebtedness contain, among other things, covenants that restrict our and certain of our subsidiaries' ability to finance future operations or capital needs or to engage in other business activities. In addition, the senior credit facilities and the indenture governing our 12¹/₂% Senior Subordinated Notes restrict, among other things, our and certain of our subsidiaries' ability to:

incur additional indebtedness;

pay dividends or distributions, or make certain other restricted payments;

purchase or redeem capital stock;

make investments and extend credit;

engage in certain transactions with affiliates;

engage in sale-leaseback transactions;

consummate certain asset sales;

effect a consolidation or merger or sell, transfer, lease, or otherwise dispose of all or substantially all of our assets; and

create certain liens and other encumbrances on our assets.

In addition, our senior credit facilities require us to maintain specified financial ratios and satisfy certain financial condition tests which may require that we take action to reduce our indebtedness or to act in a manner contrary to our business objectives. Events beyond our control, including changes in

15

general economic and business conditions, may affect our ability to meet those financial ratios and financial condition tests. We cannot assure you that we will meet those tests or that the lenders will waive any failure to meet those tests. A breach of any of these covenants would result in a default under the senior credit facilities and the indenture. If an event of default under the senior credit facilities occurs, the lenders could elect to declare all amounts outstanding under the senior credit facilities, together with accrued interest, to be immediately due and payable. If we were unable to repay those amounts, the lenders could proceed against the collateral we granted to them to secure the indebtedness under the senior credit facilities.

Conversion of Our Series A Convertible Preferred Stock Could Result in Dilution to Holders of Our Common Stock

If the holders of the outstanding shares of our Series A Convertible Preferred Stock convert their shares, we would be required to issue to such holders approximately 22.3 million additional shares of common stock. Conversion of the Series A Convertible Preferred Stock would result in dilution to holders of our common stock. The number of shares issuable is based on the current conversion price, which is also the maximum conversion price, and the amount of Series A Convertible Preferred Stock outstanding as of March 31, 2002, which amount will increase as the preferred stock continues to accrue quarterly dividends in paid-in-kind additional shares at a rate of 6% per annum. There will be another payment-in-kind on June 30, 2002. The conversion price of the preferred stock will decrease in the event the average 30-day per share market price, or AMP, of our common stock drops below \$8.94 and will decrease further if the AMP drops below \$5.10 and \$4.63. The number of shares of common stock issuable upon conversion will increase as the conversion price decreases.

Holders of Our Series A Convertible Preferred Stock Exert Significant Influence over the Company and Make Decisions with Which Other Stockholders May Disagree

Holders of our Series A Convertible Preferred Stock are entitled to vote, on an as converted basis, along with the holders of our common stock on all matters on which holders of common stock are entitled to vote. In addition, holders of our Series A Convertible Preferred Stock currently are entitled to elect four of the ten members of our Board of Directors and are required to approve certain actions of the Company. As a result, these holders have the ability to exert significant influence over our business and may make decisions with which other stockholders may disagree, including, among other things, to delay, discourage or prevent a change of control of the Company or a potential merger, consolidation, tender offer, takeover or other business combination. Holders of our Series A Convertible Preferred Stock have elected to our Board of Directors Antonio Belloni, Rosario Bifulco, Peter A. Cohen and Michael S. Immordino.

The holders of our Series A Convertible Preferred Stock have the right to purchase a number of shares equal to their pro rata portion, on an as converted basis, of the shares to be issued in this offering, which number is approximately 3.7 million shares. Based on preliminary discussions, we anticipate that such holders will purchase only that number of shares that will enable them to maintain, as a group, ownership of 25% of our common stock on a fully diluted basis.

A Change of Control Could Result in the Acceleration of Our Debt Obligations

A change of control (such as, for example, subject to certain exceptions, the acquisition of a majority of our outstanding voting stock by a third party) could result in the acceleration of both our senior credit facilities and the obligation to offer to repurchase our outstanding 12¹/₂% Senior Subordinated Notes. We cannot assure you that we will have sufficient funds at the time of a change of control to repay any indebtedness that is accelerated, or to fund any such repurchases, as a result of such change of control or that restrictions in our senior credit facilities will

allow such repurchases, and this would likely materially adversely affect our financial condition.

16

USE OF PROCEEDS

The net proceeds from the sale of the 12,500,000 shares of common stock offered hereby will be approximately \$103.9 million, based upon an assumed offering price per share of \$9.01, which was the closing price of our common stock on June 7, 2002, after deducting the underwriting discounts and commissions and estimated offering expenses. We intend to use the net proceeds to repay approximately \$52.0 million of the outstanding principal balance under our senior credit facilities, consisting of approximately \$10.4 million of Term A loans, and, subject to acceptance by the lenders, approximately \$41.6 million of Term B loans. As of March 31, 2002, there was \$54.0 million outstanding under the Term A loans and \$216.7 million outstanding under the Term B loans. If we repay the Term A and Term B loans as we intend, after such repayments there will be \$43.6 million outstanding under the Term A loans and \$175.1 million outstanding under the Term B loans. Under the terms of the Term B loans, however, the lenders have the option to waive their rights to receive prepayments of such loans from proceeds of the offering. If the Term B lenders waive all of their rights to receive prepayments, all of the repayments of the principal balance under our senior credit facilities will be used to repay the Term A loans, which would have a zero balance outstanding following such repayment. In addition, subject to the approval of our senior lenders, we intend to use net proceeds to redeem approximately \$46.2 million of our outstanding 12¹/₂% Senior Subordinated Notes and to pay the noteholders a required premium of approximately \$5.8 million in connection with the redemption.

As of March 31, 2002, the annual interest rates on the outstanding Term A loans and Term B loans under our senior credit facilities were 5.2% and 6.2%, respectively, and the annual interest rate on the senior subordinated notes was 12.5%. The Term A and Term B loans mature on September 30, 2006 and September 30, 2007, respectively, and the senior subordinated notes mature on August 15, 2010.

When we repay outstanding principal of the Term A and Term B loans and redeem 12¹/₂% Senior Subordinated Notes, we are also required to pay accrued and unpaid interest on the principal amount being repaid or redeemed through the repayment date. We intend to pay interest out of our available working capital.

DIVIDEND POLICY

We have never paid any cash dividends on our Class A common stock. We presently intend to retain all earnings, if any, for use in the business. Any future determination as to the payment of dividends will depend upon our financial condition and results of operations and such other factors as our Board of Directors deems relevant. Further, under the indenture governing our 12¹/₂% Senior Subordinated Notes, we and certain of our subsidiaries are not permitted to pay any cash dividends or make certain other restricted payments (other than stock dividends) on our Class A common stock.

We currently pay dividends of 6% per annum on our Series A Convertible Preferred Stock, having an aggregate liquidation preference of \$123,760,400 as of March 31, 2002. The dividends are currently payable in kind in additional shares. Commencing on September 30, 2002, the ninth quarterly dividend date, the dividends can be paid in kind in additional shares or, at our option and with the approval of our senior lenders, in cash.

17

PRICE RANGE OF OUR CLASS A COMMON STOCK

Since January 29, 2002, our outstanding common stock has been listed for trading on the Nasdaq National Market under the symbol "SGMS". Between April 27, 2001 and January 28, 2002, our common stock was traded on the American Stock Exchange under the symbol "SGM". Prior to April 27, 2001, our common stock was listed on the American Stock Exchange under the symbol "TTE". The following table sets forth, for the periods indicated, the range of high and low closing prices of our Class A common stock.

**Market Price of
Scientific Games
Common Stock**

	<u>High</u>	<u>Low</u>
Fiscal 2000 (November 1, 1999 - October 31, 2000)		
First Quarter	\$ 4.69	\$ 2.25
Second Quarter	5.31	3.06
Third Quarter	4.88	3.00
Fourth Quarter	4.75	2.95
November 1, 2000 - December 31, 2000	\$ 3.75	\$ 2.50
Fiscal 2001 (January 1, 2001 - December 31, 2001)		
First Quarter	\$ 3.60	\$ 1.95
Second Quarter	5.89	1.94
Third Quarter	5.93	3.00
Fourth Quarter	8.75	3.62
Fiscal 2002		
First Quarter	\$ 10.05	\$ 8.10
Second Quarter through June 7, 2002	9.97	7.84

On June 7, 2002, the last reported sale price for our common stock on the Nasdaq National Market was \$9.01 per share. There were approximately 1,631 holders of record of our common stock as of June 7, 2002.

CAPITALIZATION

The following table sets forth our actual audited capitalization as of March 31, 2002, and as adjusted to give effect to this offering, assuming that the underwriters' overallotment option is not exercised and a public offering price of \$9.01 per share, which was the closing price of our Class A common stock on the Nasdaq National Market on June 7, 2002, after deducting the estimated underwriting discount and commissions and offering expenses payable by us. You should read this table together with the "Condensed Consolidated Financial Statement Data of the Company," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our Consolidated Financial Statements and the notes thereto included elsewhere herein.

	<u>As of March 31, 2002</u>	
	<u>Actual</u>	<u>As Adjusted</u>
	(unaudited)	
	(in thousands)	
Cash and cash equivalents	\$ 5,016	\$ 5,016
Senior credit facilities:		
Revolving credit facility	\$ 19,000	\$ 19,000
Term A loan	54,000	43,634
Term B loan	216,700	175,101
12 1/2% senior subordinated notes	150,000	103,810
Capital leases and other indebtedness	2,107	2,107
Total debt	\$ 441,807	\$ 343,652

As of March 31, 2002

Stockholders' equity:		
Convertible preferred stock	\$ 1,237	\$ 1,237
Class A common stock	430	555
Additional paid-in capital	278,525	382,331
Accumulated losses(1)	(237,143)	(246,131)
Treasury stock, at cost	(135)	(135)
Accumulated other comprehensive losses	(9,171)	(9,171)
	<hr/>	<hr/>
Total stockholders' equity	\$ 33,743	\$ 128,686
	<hr/>	<hr/>
Total capitalization	\$ 475,550	\$ 472,337
	<hr/>	<hr/>

- (1) The increase in accumulated losses is the result of the write-off of \$3,214 of deferred financing costs due to the repayment of a portion of the Term A and Term B loans and the redemption of a portion of the 12^{1/2}% Senior Subordinated Notes, plus the write-off of the \$5,774 call premium payable upon redemption of \$46,190 of the 12^{1/2}% Senior Subordinated Notes. Both items will be accounted for as extraordinary expenses.

19

SELECTED FINANCIAL DATA

Selected historical financial data presented below as at and for the years ended October 31, 1997, 1998, 1999 and 2000, the two months ended December 31, 2000 and the year ended December 31, 2001 have been derived from our audited consolidated financial statements, which have been audited by KPMG LLP, independent auditors. The selected historical financial data for the three-month periods ended March 31, 2001 and 2002 have been derived from and should be read in conjunction with our unaudited Consolidated Financial Statements and the notes thereto, included in this prospectus and include all adjustments, consisting only of normal recurring adjustments, which management considers necessary for a fair presentation of our results for such periods. The consolidated unaudited financial data for the three months ended March 31, 2002 are not necessarily indicative of the results to be achieved for the year ending December 31, 2002. The following financial information reflects the acquisitions and dispositions of certain businesses during the period 1997 through 2000, including the acquisition of SGHC since September 6, 2000. In connection with the acquisition of SGHC, we changed our fiscal year from an October 31 year-end to a calendar year-end, beginning with the year ended December 31, 2001. As a result, the following summary presents selected financial data for the years ended October 31, 1997, 1998, 1999 and 2000, the two-month transition period ended December 31, 2000, the year ended December 31, 2001 and the three-month periods ended March 31, 2001 and 2002 and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our Consolidated Financial Statements and the notes thereto, included in this prospectus.

20

FIVE YEAR SUMMARY OF SELECTED FINANCIAL DATA (in thousands, except per share amounts)

Years Ended October 31,	Two Months Ended	Year Ended	Three Months Ended March 31,
	<hr/>	<hr/>	

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

	1997	1998	1999(c)	2000(e)	Two Months Ended December 31, 2001		2001	2002
					2000	2001	(unaudited)	
Selected Statement of Operations Data:								
Operating Revenues:								
Services	\$ 132,989	\$ 135,790	\$ 148,660	\$ 186,520	\$ 57,584	\$ 364,567	\$ 88,040	\$ 92,516
Sales	24,343	23,523	62,488	46,828	9,007	75,674	24,068	14,456
	<u>157,332</u>	<u>159,313</u>	<u>211,148</u>	<u>233,348</u>	<u>66,591</u>	<u>440,241</u>	<u>112,108</u>	<u>106,972</u>
Costs and Expenses:								
Cost of services	80,496	88,916	99,496	126,601	39,592	231,285	58,113	53,262
Cost of sales	15,396	15,739	43,937	29,299	5,547	47,158	14,707	9,225
Amortization of service contract software	4,962	1,982	2,180	1,765	517	4,366	892	1,209
Selling, general and administrative	28,444	26,205	27,178	35,664	9,902	56,695	14,625	14,360
Depreciation and amortization	31,766	27,507	20,009	26,061	8,081	50,843	12,716	9,197
Interest expense	14,367	15,521	16,177	31,231	8,790	50,363	13,580	11,451
Other (income) expense	79	(1,064)	15	(456)	(247)	37	244	(68)
(Gain) loss on sale of businesses	(1,823)(a)	66(b)	1,600(d)					
	<u>173,687</u>	<u>174,872</u>	<u>210,592</u>	<u>250,165</u>	<u>72,182</u>	<u>440,747</u>	<u>114,877</u>	<u>98,636</u>
Income (loss) before income tax expense (benefit) and extraordinary items	(16,355)	(15,559)	556	(16,817)	(5,591)	(506)	(2,769)	8,336
Income tax expense (benefit)	906	321	177	1,603	(677)	78	(332)	1,131
	<u>(17,261)</u>	<u>(15,880)</u>	<u>379</u>	<u>(18,420)</u>	<u>(4,914)</u>	<u>(584)</u>	<u>(2,437)</u>	<u>7,205</u>
Income (loss) before extraordinary items	(17,261)	(15,880)	379	(18,420)	(4,914)	(584)	(2,437)	7,205
Extraordinary losses	426			12,567(f)				
	<u>(17,687)</u>	<u>(15,880)</u>	<u>379</u>	<u>(30,987)</u>	<u>(4,914)</u>	<u>(584)</u>	<u>(2,437)</u>	<u>7,205</u>
Net income (loss)	(17,687)	(15,880)	379	(30,987)	(4,914)	(584)	(2,437)	7,205
Convertible preferred paid-in-kind dividend				\$ 1,014	1,143	7,051	1,699	1,803
	<u>(17,687)</u>	<u>(15,880)</u>	<u>379</u>	<u>(32,001)</u>	<u>(6,057)</u>	<u>(7,635)</u>	<u>(4,136)</u>	<u>5,402</u>
Net income (loss) available to common stockholders	\$ (17,687)	\$ (15,880)	\$ 379	\$ (32,001)	\$ (6,057)	\$ (7,635)	\$ (4,136)	\$ 5,402
Basic and diluted income (loss) per share:								
Income (loss) before extraordinary items basic	\$ (0.50)	\$ (0.44)	\$ 0.01	\$ (0.50)	\$ (0.12)	\$ (0.01)	\$ (0.06)	\$ 0.17
	<u>(0.50)</u>	<u>(0.44)</u>	<u>0.01</u>	<u>(0.50)</u>	<u>(0.12)</u>	<u>(0.01)</u>	<u>(0.06)</u>	<u>0.10</u>
Income (loss) before extraordinary items diluted	\$ (0.50)	\$ (0.44)	\$ 0.01	\$ (0.50)	\$ (0.12)	\$ (0.01)	\$ (0.06)	\$ 0.10
	<u>(0.50)</u>	<u>(0.44)</u>	<u>0.01</u>	<u>(0.50)</u>	<u>(0.12)</u>	<u>(0.01)</u>	<u>(0.06)</u>	<u>0.10</u>
Extraordinary items	(0.01)			(0.34)				
	<u>(0.51)</u>	<u>(0.44)</u>	<u>0.01</u>	<u>(0.87)</u>	<u>(0.15)</u>	<u>(0.19)</u>	<u>(0.10)</u>	<u>0.13</u>
Net income (loss) available to common stockholders basic(g)	\$ (0.51)	\$ (0.44)	\$ 0.01	\$ (0.87)	\$ (0.15)	\$ (0.19)	\$ (0.10)	\$ 0.13

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

	Two Months Ended							
Net income (loss) available to common stockholders diluted(g)	\$ (0.51)	\$ (0.44)	\$ 0.01	\$ (0.87)	\$ (0.15)	\$ (0.19)	\$ (0.10)	\$ 0.10
Selected Balance Sheet Data (End of Period):								
Total assets	\$ 153,541	\$ 156,500	\$ 165,559	\$ 647,215	\$ 636,967	\$ 601,952	\$ 630,031	\$ 597,128
Total long-term debt, including current installments	149,857	158,870	157,144	443,834	440,680	439,735	446,039	441,807
Stockholders' equity (deficit)	(33,240)	(48,638)	(48,219)	34,319	28,153	24,078	22,119	33,743
Weighted average number of shares used in per share calculation:								
Basic shares	34,469	35,696	36,118	36,928	40,025	40,340	40,163	42,067
Diluted shares	34,469	35,696	38,343	36,928	40,025	40,340	40,163	71,725

The following notes are an integral part of these selected historical consolidated financial data.

21

- (a) Reflects \$1,823 of unusual income resulting from the gain on the sale of our Tele Control business.
- (b) Reflects \$66 of unusual loss resulting from the adjustment of prior sales of our CBS and Tele Control businesses for the fiscal year ended October 31, 1998.
- (c) Effective November 1, 1998 we lengthened the depreciable lives of pari-mutuel terminals from seven to ten years as a result of the renewal of a number of key service contracts and the realized equipment durability. The change in the depreciable lives of pari-mutuel terminals resulted in an approximate \$1,100 improvement in net income (loss) and a \$0.03 improvement in net income (loss) per basic and diluted share in fiscal 1999.
- (d) Reflects \$1,600 of unusual loss resulting from the sale of our SJC Video business.
- (e) In the fourth quarter of fiscal year ended October 31, 2000, we recognized unusual interest expense charges in the amount of \$7,511 attributable to payments, in the form of warrants to purchase 2,900 shares of common stock to certain financial advisors in connection with their services in obtaining certain financial commitments to acquire SGHC, \$1,200 of additional interest expense as a result of the required prefunding of our 12¹/₂% Senior Subordinated Notes, and approximately \$2,300 of incremental business integration costs as a result of the acquisitions of SGHC. We also recorded a \$1,135 write-off of our option to purchase Atlantic City Race Course as a result of the New Jersey legislature's failure to pass the necessary legislation to allow OTB expansion in the state and recorded an extraordinary charge of \$12,567 in connection with the write-off of deferred financing fees and payment of the call premium on our 10⁷/₈% Series B Senior Notes due August 1, 2004.
- (f) Reflects \$12,567 of write-off of deferred financing fees and payment of the call premium on our 10⁷/₈% Series B Senior Notes.
- (g) On January 1, 2002, we adopted Statement No. 142, *Goodwill and Other Intangible Assets* ("SFAS 142"). SFAS 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized. Instead, they will be tested for impairment at least annually in accordance with the provisions of SFAS 142.

At

December 31, 2001 we had unamortized goodwill of approximately \$195 million and unamortized identifiable intangible assets in the amount of approximately \$60 million, all of which were subject to the transition provisions of SFAS 142. In connection with the adoption of SFAS 142, we evaluated our intangible assets and determined that our Connecticut OTB operating right and our trade name with net carrying amounts at December 31, 2001 of approximately \$11.7 million and \$30.1 million, respectively, have indefinite useful lives and, accordingly, we ceased amortization as of January 1, 2002. In addition, as required by SFAS 142, we reclassified our employee work force intangible asset with a net carrying value of approximately \$3.2 million, net of related deferred tax liabilities, to goodwill effective January 1, 2002.

The

following table compares the reported net income for the periods presented to the pro forma net income (loss) available to common stockholders, adjusted to reflect the adoption of SFAS 142. See Note 6 to the Unaudited Consolidated Financial Statements for the three months ended March 31, 2002.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

	Years Ended October 31,				Two Months Ended	Year Ended	Three Months Ended March 31,	
	1997	1998	1999	2000	December 31, 2000	2001	2001	2002
(unaudited)								
(in thousands, except per share amounts)								
SFAS 142 Pro Forma Operations								
Data:								
Reported net income (loss)	\$ (17,687)	\$ (15,880)	\$ 379	\$ (30,987)	\$ (4,914)	\$ (584)	\$ (2,437)	\$ 7,205
Convertible preferred stock paid-in-kind dividend				1,014	1,143	7,051	1,699	1,803
Reported net income (loss) available to common stockholders	(17,687)	(15,880)	379	(32,001)	(6,057)	(7,635)	(4,136)	5,402
Add back:								
Goodwill and related intangible amortization, net of tax benefit	4,700	3,744	2,645	3,696	1,884	11,979	2,816	
Adjusted net income (loss) available to common stockholders	\$ (12,987)	\$ (12,136)	\$ 3,024	\$ (28,305)	\$ (4,173)	\$ 4,344	\$ (1,320)	\$ 5,402
Adjusted income (loss) before extraordinary items	\$ (12,561)	\$ (12,136)	\$ 3,024	\$ (14,724)	\$ (3,030)	\$ 11,395	\$ 379	\$ 7,205
Adjusted net income per share available to common stockholders:								
Basic net income (loss) available to common stockholders per share	\$ (0.38)	\$ (0.34)	\$ 0.08	\$ (0.77)	\$ (0.10)	\$ 0.11	\$ (0.03)	\$ 0.13
Diluted net income (loss) available to common stockholders per share	\$ (0.38)	\$ (0.34)	\$ 0.08	\$ (0.77)	\$ (0.10)	\$ 0.10	\$ (0.03)	\$ 0.10
Weighted average number of shares used in per share calculation:								
Basic shares	34,469	35,696	36,118	36,928	40,025	40,340	40,163	42,067
Diluted shares	34,469	35,696	38,317	36,928	40,025	45,412	40,163	71,725

**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Background

We are a leading worldwide provider of services, systems and products to both the instant ticket lottery industry and pari-mutuel wagering industry based on revenues. We believe we offer our customers the widest array of some of the most technologically advanced products and services in each of these industries. We also believe that we are the world's only fully integrated lottery service provider, offering lottery

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

authorities on-line lottery systems, instant tickets and cooperative services programs.

On September 6, 2000, our predecessor company, Autotote Corporation, completed the acquisition of SGHC. The acquisition was completed through a merger in which SGHC became our wholly-owned subsidiary at a cost of approximately \$308 million in aggregate merger consideration paid to SGHC stockholders, plus related fees and expenses. The acquisition has been recorded using the purchase method of accounting, and the acquired assets and liabilities have been recorded at their estimated fair value at the date of acquisition. The operating results of SGHC's businesses have been included in the consolidated statements of operations from the date of the acquisition.

Our revenues are derived from two principal sources: service revenues and sales revenues. Service revenues are generally earned pursuant to multi-year contracts to provide instant ticket and related services and on-line and pari-mutuel wagering systems and services, or are derived from wagering by customers at facilities we own or lease. We believe our service revenues are recurring in nature. Sales revenues are derived from sales of prepaid phone cards and from the sale of wagering systems, equipment, and software licenses.

Prior to the SGHC acquisition, we operated primarily in three business segments: Pari-mutuel Operations, Venue Management Operations and Lottery Operations. Subsequent to the acquisition of SGHC, we reorganized our operations into four business segments: Lottery Group, Pari-Mutuel Group, Venue Management Group and Telecommunications Products Group.

Our Lottery Group derives revenues from the sale of instant lottery tickets and related services and the sale or operation of on-line lottery systems. In 2001, our Lottery Group accounted for approximately 65% of all retail sales of instant lottery tickets in the United States. In the instant ticket business, we typically sell our tickets for a per unit price or are paid a fee equal to a percentage of the retail value of the instant tickets sold by a state lottery. In the on-line lottery market in the United States, we are generally paid a fee equal to a percentage of all dollars wagered on lottery tickets; in international markets, we generally sell our lottery systems to the lottery operators. "On-line" lottery refers to a computerized system in which lottery terminals in retail outlets are continuously connected to a central computer system for the sale and validation of lottery tickets and related functions.

Our Lottery Group provides instant tickets and related services and lottery systems. Instant ticket and related services includes ticket design and manufacturing as well as value-added services, including game design, sales and marketing support, inventory management and warehousing and fulfillment services. In addition, this division includes promotional instant tickets and pull-tab tickets that we sell to both lottery and non-lottery customers. Our lottery systems business is comprised of our historical Lottery Operations segment as well as SGHC's systems business, both of which include the supply of transaction processing software for the accounting and validation of both instant ticket and on-line lottery games, point-of-sale terminal hardware sales, central site computers and communication hardware sales, and ongoing support and maintenance services for these products. We currently operate on-line lottery systems for seven of the 40 on-line lottery authorities in the United States, and we believe we are the second largest on-line lottery provider in Europe. This product line also includes software and hardware and support service for sports betting and credit card processing systems.

23

Our Pari-mutuel Group is a leading worldwide provider of wagering systems to the pari-mutuel wagering industry, to which we also provide related race broadcasting and telecommunications services. Our Pari-mutuel Group is comprised of the same businesses historically reported as our Pari-mutuel Operations segment and encompasses our North American and international on-track, off-track and inter-track pari-mutuel services, simulcasting and communications services, and video gaming, as well as sales of pari-mutuel systems and equipment. We provide our systems and services to thoroughbred, harness and greyhound racetracks, OTBs, casinos, jai alai frontons and other establishments where pari-mutuel wagering is permitted. We are generally paid a percentage of all racing industry wagers, or Handle, processed by our wagering systems, and we receive a service fee for our satellite communications services on a per event or a monthly subscription basis. In 2001, our systems processed approximately 65% of the estimated \$18 billion in pari-mutuel wagering conducted on horse racing in North America.

Our Venue Management Group is comprised of the same businesses historically reported in our Venue Management Operations segment and includes our Connecticut OTB operations and our Dutch on-track and off-track betting operations.

Our Telecommunications Products Group is comprised of our prepaid cellular phone card business.

In the second quarter of fiscal 2000, we completed the sale of our SJC Video business, which had previously been reported as a separate segment.

The first and fourth quarters of the calendar year traditionally comprise the weakest seasons for our pari-mutuel wagering businesses. As a result of inclement weather during the winter months, a number of racetracks do not operate and those that do operate often experience missed racing days. This adversely affects the amounts wagered and our corresponding service revenues. Wagering equipment sales and software

license revenues usually reflect a limited number of large transactions, which do not recur on an annual basis. Consequently, revenues and operating results can vary substantially from period to period as a result of the timing of revenue recognition for major equipment sales and software license revenue. In addition, instant ticket and prepaid phone card sales may vary depending on the season and timing of contract awards, changes in customer budgets, ticket inventory levels, lottery retail sales and general economic conditions.

Operating results may also vary significantly from period to period depending on the addition or disposition of business units in each period. The acquisition of SGHC in 2000 and of our German pari-mutuel service business in fiscal 1999, which were both accounted for as purchases, all affect the comparability of operations from period to period (see Note 3 to the Consolidated Financial Statements).

In connection with the acquisition of SGHC, we changed our fiscal year-end from an October 31 year-end to a calendar year-end, beginning with the year ended December 31, 2001. Effective April 27, 2001, we changed our corporate name from Autotote Corporation to Scientific Games Corporation. On January 29, 2002, we transferred the listing for our Class A common stock to the Nasdaq National Market, and our trading symbol was changed to SGMS.

Critical Accounting Policies

The SEC recently issued disclosure guidance for "critical accounting policies". The SEC defines "critical accounting policies" as those that require application of management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods.

The following is not intended to be a comprehensive list of all of our accounting policies. Our significant accounting policies are more fully described in Note 1 to the Consolidated Financial Statements. In many cases, the accounting treatment of a particular transaction is specifically dictated

24

by accounting principles generally accepted in the United States of America, with no need for management's judgment in their application. There are also areas in which management's judgment in selecting an available alternative would not produce a materially different result.

We have identified the following as accounting policies critical to us: revenue recognition, valuation of long-lived and intangible assets and goodwill, and management estimates.

Revenue recognition. Almost all of our revenues, except revenues earned from the sale of wagering systems, are earned pursuant to contractual terms and conditions either as a percentage of the amount wagered or when products are shipped to the customer and the customer assumes ownership of the product. Such revenues do not involve difficult, subjective or complex judgements.

Revenues from fixed price contracts to provide wagering systems including equipment and software licenses are recognized on the percentage of completion method of accounting based on the ratio of costs incurred to estimated total costs to complete with revisions to estimated costs reflected in the period in which changes become known. Anticipated losses on fixed price contracts are recognized when the losses can be estimated. Recognition of revenue under the percentage of completion method requires us to make estimates regarding the resources required or the scope of work to be performed. If we do not accurately estimate the extent of work to be performed, manage our projects properly or complete our contracts within the specified time period, we may experience changes in revenues and resulting reductions in margins or losses on our contracts in subsequent periods.

At the time we enter into service or sales contracts, we assess whether the fee associated with our revenue transactions is fixed and determinable and whether or not collection is reasonably assured. We assess whether the fee is fixed and determinable based on the payment terms associated with the transaction. If a significant portion of our fee is due beyond our normal payment terms which may vary depending on the nature of the contract and location of the customer, we account for the fee as not being fixed and determinable and recognize the revenue when payments become due. We assess collection based on a number of factors, including past transaction history with the customer and the credit worthiness of the customer. For our international customers, we frequently require collateral in the form of a letter of credit for all or a portion of our fee. If we determine collection is not reasonably assured, we defer the fee and recognize the revenue at the time collection becomes reasonably assured, which is generally upon receipt of cash.

Valuation of long-lived and intangible assets and goodwill. We assess the recoverability of long-lived assets and intangible assets and goodwill whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. Factors we consider important which could trigger an impairment review include:

significant under performance relative to expected historical performance or projected future operating results;

significant changes in the manner of or use of the acquired assets or the strategy of our overall business;

significant adverse change in the legality of our business ventures or the business climate in which we operate; and

loss of a significant customer.

When we determine that the carrying value of the long-lived assets, intangible assets and goodwill may not be recoverable based upon the existence of one or more of the above indicators of impairment, we measure any impairment based on the projected discounted cash flow, using a discount rate equal to our weighted average cost of funds, or by a comparison to third party indications of fair market value. At December 31, 2001, the net carrying value of our long-lived assets, intangible assets and goodwill amounted to approximately \$500 million.

25

On January 1, 2002, Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*, became effective and as a result, we have ceased amortizing approximately \$242 million of goodwill and intangible assets determined to have indefinite useful lives. We had recorded approximately \$15.9 million of amortization expense of these amounts during 2001. We completed our initial impairment review of our intangible assets with indefinite useful lives during the first quarter of 2002 with no material adjustments to the December 31, 2001 balances for these assets. We are required to perform an initial impairment review of our goodwill by the end of the second quarter of 2002. Because of the extensive effort needed to comply with adopting SFAS 142, it is not practicable to reasonably estimate whether any transitional impairment losses associated with our goodwill will be required to be recognized.

Management estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates made by management involve percentage of completion for contracted lottery and pari-mutuel wagering systems, as discussed above, evaluation of the recoverability of assets including accounts receivable, inventories and long-lived assets and the assessment of litigation and contingencies, including income taxes.

Management specifically evaluates the recoverability of accounts receivable by analyzing historical bad debts, customer concentrations, customer credit-worthiness, past collection experiences with specific customers, current economic trends and changes in customer payment terms. We do not require our customers to provide collateral for services provided pursuant to our service contracts. For sales of equipment and wagering systems to international customers we generally require that no less than a significant portion of the amounts to be paid be collateralized by irrevocable letters of credit. Changes in the underlying financial condition of our customers could result in a material impact to our results of operation and financial position.

Our inventory consists principally of parts and finished goods to which we provide a reserve for obsolete and slow moving items. We continually evaluate the adequacy of our reserves by reviewing historical rates of scrap, on-hand quantities as compared to historical and projected usage levels, orders for new equipment, and contractual requirements to service our installed base of equipment.

We record a liability pertaining to pending litigation based on our best estimate of a potential loss, if any, or at the minimum end of the range of loss in circumstances where the range of loss can be reasonably estimated. Because of uncertainties surrounding the nature of litigation and the ultimate liability to us, if any, we continually revise our estimated losses as additional facts become known.

We have a history of losses which have generated sizeable net operating loss carry forwards for both state and Federal tax purposes. We are required under accounting principles generally accepted in the United States of America to record a valuation allowance offsetting our deferred tax asset associated with these net operating loss carry forwards if we are not able to demonstrate that it is more likely than not that we will generate sufficient taxable income in future years to allow us to utilize some or all of the net operating loss carryforwards. Although we earned approximately \$6.0 million of taxable income in the U.S. in fiscal 2001 and utilized a portion of our net operating tax loss carryforward to offset taxes which would have otherwise been due, our history of losses precludes us, at this time, from recognizing any of our tax loss carryforwards. When we are able to demonstrate through subsequent profitable operations that it is more likely than not that we will have taxable income, we would then reverse the valuation allowance and reflect the full value of our deferred tax asset at that time.

Related Party Transactions

Statement of Financial Accounting Standards No. 57, *Related Party Disclosures*, requires us to identify and describe material transactions involving related persons or entities and to disclose information necessary to understand the effects of such transactions on our consolidated financial statements. We historically have not been a party to material transactions involving related persons or entities. We are currently part of a consortium which includes Lottomatica S.p.A., our largest equity investor, that has been awarded a contract to be the exclusive operator for instant tickets in Italy. This award has been protested and is being reviewed in the Italian courts. If the award is ratified, we expect to enter into a contract, which initially would provide for the printing of tickets and the installation of a new centralized system, along with a full complement of cooperative services.

Results of Operations**Three Months Ended March 31, 2002 compared to Three Months Ended March 31, 2001****Three Months Ended March 31, 2001**

	Lottery Group	Pari-Mutuel Group	Venue Management Group	Telecom- munications Products Group	Totals
			(unaudited)		
			(in thousands)		
Service revenues	\$ 53,203	\$ 19,333	\$ 15,504		\$ 88,040
Sales revenues	2,914	9,674		\$ 11,480	24,068
Total revenues	56,117	29,007	15,504	11,480	112,108
Cost of service	35,715	11,375	11,023		58,113
Cost of sales	2,126	6,000		6,581	14,707
Amortization of service contract software	339	553			892
Total operating expenses	38,180	17,928	11,023	6,581	73,712
Gross profit	17,937	11,079	4,481	4,899	38,396
Selling, general and administrative expenses	6,893	2,693	682	1,370	11,638
Depreciation and amortization	8,244	3,218	655	523	12,640
Segment operating income	\$ 2,800	\$ 5,168	\$ 3,144	\$ 3,006	\$ 14,118
Unallocated corporate selling, general and administrative costs					\$ 3,063
Consolidated operating income					\$ 11,055
Interest expense					\$ 13,580

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Three Months Ended March 31, 2002

	Lottery Group	Pari-Mutuel Group	Venue Management Group	Telecommunications Products Group	Totals
			(unaudited)		
			(in thousands)		
Service revenues	\$ 58,078	\$ 19,637	\$ 14,801		\$ 92,516
Sales revenues	1,941	1,397	343	\$ 10,775	14,456
Total revenues	60,019	21,034	15,144	10,775	106,972
Cost of service	32,164	10,888	10,209		53,261
Cost of sales	1,483	389	332	7,022	9,226
Amortization of service contract software	583	626			1,209
Total operating expenses	34,230	11,903	10,541	7,022	63,696
Gross profit	25,789	9,131	4,603	3,753	43,276
Selling, general and administrative expenses	6,483	1,838	629	1,148	10,098
Depreciation and amortization	5,405	2,809	420	475	9,109
Segment operating income	\$ 13,901	\$ 4,484	\$ 3,554	\$ 2,130	\$ 24,069
Unallocated corporate selling, general and administrative costs					\$ 4,350
Consolidated operating income					\$ 19,719
Interest expense					\$ 11,451

Revenue Analysis

Lottery Group revenue of \$60.0 million in the three months ended March 31, 2002 improved \$3.9 million from the same period in 2001. A \$4.9 million increase in service revenue is attributable to: an incremental \$4.5 million growth in our on-line lottery business due to the start-up of the on-line lotteries in Maine and Iowa in July 2001 and the start-up of the South Carolina Educational Lottery in January 2002, \$1.2 million growth in our instant ticket lottery business due primarily to the start-up of the South Carolina Educational Lottery in December 2001, and \$1.5 million growth in our cooperative lottery services business. These increases were partially offset by a \$2.3 million decrease resulting from the absence of revenue from the French lottery business that was sold in the second quarter of 2001 and a \$1.0 million reduction in lottery equipment sales.

Pari-mutuel Group service revenue of \$19.6 million in the three months ended March 31, 2002 increased \$0.3 million from the same period in 2001 as revenue improvements in North American racing operations, NASRIN services and simulcasting services were partially offset by lower revenues in the French operations and the effect of the lower revenues in the German racing operations due to lower simulcasting services and the unfavorable impact of Euro exchange rates on revenues. Sales revenue of \$1.4 million in the three months ended March 31, 2002 decreased \$8.3 million from the same period in 2001 due to completion in 2001 of a system and terminals sale to our customer in Turkey and non-recurring sales of terminals in 2001 to other foreign customers.

Venue Management Group service revenue of \$14.8 million in the three months ended March 31, 2002 was \$0.7 million lower than in the same period in 2001, primarily reflecting lower Handle related revenue in the Connecticut OTB operations following the closing of the Milford jai-alai fronton.

Telecommunications Products Group sales revenue of \$10.8 million in the three months ended March 31, 2002 was \$0.7 million lower than in the same period in 2001, reflecting continued competitive price reductions which offset a 23% growth in the volume of tickets produced.

Gross Profit Analysis

Gross profit of \$43.3 million in the three months ended March 31, 2002 increased \$4.9 million from the same period in 2001. This increase included \$9.0 million in improved gross profits in the service businesses that resulted primarily from the new lotteries, and higher cooperative services revenues and North American pari-mutuel revenues. These improvements were partially offset by a \$4.1 million decrease in gross profit reflecting the reduced sales of equipment and systems to foreign customers and the price related margin reductions in the Telecommunications Products Group.

The Lottery Group gross profit of \$25.8 million, or 43% of revenues, increased \$7.9 million in the three months ended March 31, 2002 from \$17.9 million, or 32% of revenues, in the same period in 2001. Gross margin improvements were realized as a result of the additions of the Maine and Iowa on-line lotteries in July 2001 and the start-up of the South Carolina Educational lotteries in December 2001 and January 2002, growth in cooperative services revenues, and cost reductions in instant ticket printing. These margin improvements were partially offset by a reduction in margins due to lower lottery equipment sales and the sale of the French lottery business in the second quarter of 2001.

Pari-mutuel Group gross profit of \$9.1 million, or 43% of revenues, in the three months ended March 31, 2002, decreased \$1.9 million from \$11.1 million, or 38% of revenues, in the same period in 2001. Of such gross profit reduction, \$2.7 million, primarily attributable to lower systems and equipment sales to foreign customers, was partially offset by \$0.8 million in gross profit improvements on continued growth of the North American operations and the benefits from on-going cost reduction programs.

Venue Management Group gross profit of \$4.6 million, or 30% of revenues, in the three months ended March 31, 2002, increased \$0.1 million from \$4.5 million, or 29% of revenues, in the same period in 2001. This improvement primarily reflects the effect of the new operating agreement in The Netherlands, partially offset by Handle-related margin reductions due to the closing of a jai alai fronton in Connecticut.

The Telecommunications Products Group gross profit of \$3.8 million, or 35% of revenues, in the three months ended March 31, 2002 decreased \$1.1 million from \$4.9 million, or 43% of revenues, in the same period in 2001 as a 23% increase in sales volume was offset by continued competitive price reductions.

Expense Analysis

Selling, general and administrative expenses of \$14.4 million in the three months ended March 31, 2002 were \$0.2 million lower than in the same period in 2001 primarily as a result of the sale of the French lottery business in the second quarter of 2001.

Depreciation and amortization expense, including amortization of service contract software, of \$10.4 million in the three months ended March 31, 2002 decreased \$3.2 million from \$13.6 million in the same period in 2001. Depreciation expense was \$0.1 million higher in the three months ended March 31, 2002 than in the same period in 2001, primarily as a result of higher depreciation on new computer systems and terminals acquired in connection with the start-up of the new on-line and instant ticket lotteries. Amortization expense was \$3.3 million lower in the three months ended March 31, 2002 than in the same period in 2001, primarily as a result of the adoption of SFAS 141 and SFAS 142 effective January 1, 2002, and the July 1, 2001 reclassifications of previously estimated acquired intangible assets which were made as a result of the finalization of the SGHC purchase price allocation.

Interest expense of \$11.5 million in the three months ended March 31, 2002 decreased \$2.1 million from \$13.6 million in the same period in 2001 as a result of lower average outstanding debt levels and lower average interest rates.

Income Tax Expense (Benefit)

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Income tax expense was \$1.1 million in the three months ended March 31, 2002. The expense primarily reflects foreign and state taxes, partially offset by a \$0.4 million reversal of deferred taxes provided in connection with the acquisition of SGHC. The income tax benefit of \$0.3 million in the three months ended March 31, 2001 primarily reflects a \$1.1 million reversal of deferred taxes provided in connection with the acquisition of SGHC and an anticipated recovery of previously paid federal taxes, partially offset by federal alternative minimum tax, state taxes and foreign taxes. The deferred tax benefit was reduced in the three months ended March 31, 2002, reflecting the above-mentioned changes in accounting for acquired intangible assets. No current tax benefit has been recognized on domestic operating losses in either period.

Year ended December 31, 2001 Compared to Pro Forma Year Ended December 31, 2000

Because the acquisition of SGHC in September 2000 had such a significant effect on our business, and because we also changed the date of our fiscal year end, we do not believe that a comparison of the actual results for the year ended December 31, 2001 to the actual results for the year ended October 31, 2000 is meaningful. Therefore, the following analysis compares our results of operations for 2001 to the pro forma results for the year ended December 31, 2000, as if SGHC had been acquired at the beginning of 2000.

Year Ended December 31, 2001					
	Lottery Group	Pari- Mutuel Group	Venue Management Group	Telecom- munications Products Group	Totals
(in thousands)					
Service revenues	\$ 223,875	\$ 79,779	\$ 60,913		\$ 364,567
Sales revenues	13,936	19,554		\$ 42,184	75,674
Total revenues	237,811	99,333	60,913	42,184	440,241
Cost of service	141,442	46,663	43,180		231,285
Cost of sales	9,602	11,817		25,739	47,158
Amortization of service contract software	1,628	2,738			4,366
Total operating expenses	152,672	61,218	43,180	25,739	282,809
Gross profit	85,139	38,115	17,733	16,445	157,432
Selling, general and administrative expenses	25,635	10,738	2,625	4,935	43,933
Depreciation and amortization	34,005	12,360	2,674	1,804	50,843
Segment operating income	\$ 25,499	\$ 15,017	\$ 12,434	\$ 9,706	\$ 62,656
Unallocated corporate selling, general and administrative costs					\$ 12,762
Consolidated operating income					\$ 49,894
Interest expense					\$ 50,363

30

Pro Forma Year Ended December 31, 2000

	Lottery Group	Pari- Mutuel Group	Venue Management Group	Telecom- munications Products Group	Totals
--	------------------	--------------------------	------------------------------	--	--------

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Pro Forma Year Ended December 31, 2000

	(unaudited)				
	(in thousands)				
Service revenues	\$ 199,692	\$ 79,776	\$ 61,987		\$ 341,455
Sales revenues	26,973	16,583		\$ 39,646	83,202
Total revenues	226,665	96,359	61,987	39,646	424,657
Cost of service	136,464	47,413	44,937		228,814
Cost of sales	19,908	8,894		22,705	51,507
Amortization of service contract software	1,218	1,137			2,355
Total operating expenses	157,590	57,444	44,937	22,705	282,676
Gross profit	69,075	38,915	17,050	16,941	141,981
Selling, general and administrative expenses	33,864	12,869	2,914	5,601	55,248
Depreciation and amortization	27,891	15,762	2,802	1,633	48,088
Segment operating income	\$ 7,320	\$ 10,284	\$ 11,334	\$ 9,707	\$ 38,645
Unallocated corporate selling, general and administrative costs					\$ 14,892
Consolidated operating income					\$ 23,753
Interest expense					\$ 50,978

Revenue Analysis

For the year ended December 31, 2001, revenues of \$440.2 million improved \$15.6 million or 4% overall as compared to the pro forma prior year, reflecting a \$23.1 million or 7% increase in service revenues which was partially offset by a \$7.5 million or 9% decrease in sales revenues.

The increase in service revenues in 2001 is primarily attributable to a \$24.2 million or 12% increase in revenues in the Lottery Group of which \$4.0 million is attributable to a full year operation for the Vermont and New Hampshire lotteries, \$5.0 million is attributable to the start-up of the Iowa and Maine lotteries in July 2001, \$2.2 million is attributable to continued solid growth in instant ticket sales and \$9.6 million is attributable to increased cooperative service revenues. Pari-mutuel Group service revenues of \$79.8 million were flat compared to the pro forma prior year with increases in the North American market of \$2.0 million being offset by \$1.2 million related to lower Handle in the European markets and \$0.5 million caused by the strengthening of the dollar. The \$1.1 million decline in Venue Management Group revenues to \$60.9 million in 2001 as compared to pro forma 2000 is attributable to a \$0.4 million decline due to the strengthening of the dollar, a \$0.3 million decline due to lower revenues in Connecticut because of the reduced take-out rate implemented by the New York Racing Association in July 2001, and a \$0.3 million decline due to the loss of Handle immediately following the September 11, 2001 attack.

The \$7.5 million decrease in sales revenues to \$75.7 million in 2001 as compared to pro forma 2000 is primarily attributable to the completion in 2000 of the EXTREMA® terminal sales contract with Sisal Sport Italia S.p.A., which accounted for \$17.5 million of sales revenues in 2000. This decrease was partially offset by \$4.4 million of new lottery related equipment sales in 2001, \$3.1 million of pari-mutuel equipment sales to foreign customers, plus a \$2.5 million or 6% increase in prepaid phone card sales reflecting the benefit from a 22% volume growth rate, partially offset by product price decreases.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Gross Profit Analysis

Gross profit of \$157.4 million in the year ended December 31, 2001 increased \$15.5 million or 11% from the pro forma prior year. The Lottery Group revenue improvements discussed above contributed \$9.7 million to gross profits and cost control measures contributed approximately \$6.8 million. Cost control measures saving \$0.5 million in the Pari-mutuel Group and \$1.4 million in the Venue Management Group, which included the restructuring of the operations in Germany and The Netherlands, also contributed to the overall improvement in margins. In addition, cost control measures amounting to \$5.8 million and volume increases of \$3.7 million helped to reduce the \$10.0 million effect of selling price reductions in the prepaid phone card business.

Gross profit as a percentage of service revenues increased to 35% in the year ended December 31, 2001, compared to 32% in the pro forma prior year. This gross profit increase results primarily from revenue improvements and cost control measures across all segments of our service businesses, as discussed above. Gross profit as a percentage of sales revenues was 38% in the year ended December 31, 2001, the same as in the pro forma prior year, reflecting a comparable mix of systems and equipment sold in the periods.

Expense Analysis

Selling, general and administrative expenses, including software development costs, of \$56.7 million in the year ended December 31, 2001 were \$13.4 million or 19% lower than in the pro forma prior year primarily as a result of \$11.0 million in cost reduction programs and merger-related synergies.

Depreciation and amortization expense, including amortization of service contract software, of \$55.2 million in the year ended December 31, 2001 increased \$4.8 million or 9% from \$50.4 million in the pro forma prior year as a result of \$2.8 million of depreciation on new computer systems and terminals for the expanded domestic lottery business, \$3.7 million of depreciation on the year 2000 expansion of the Alpharetta, Georgia printing facility and the new Leeds, United Kingdom printing facility, partially offset by a \$1.8 million reduction for pari-mutuel assets that became fully depreciated.

Interest expense of \$50.4 million in the year ended December 31, 2001 decreased \$0.6 million from \$51.0 million in the pro forma prior year due to lower interest rates on floating rate debt and lower average debt outstanding during the year 2001.

Other expense of \$0.04 million in the year ended December 31, 2001 consisted primarily of currency translation expense, and other income of \$0.4 million in the pro forma year ended December 31, 2000 consisted primarily of interest on invested excess cash.

Income Tax Expense

We recorded an income tax expense of \$0.08 million in the year ended December 31, 2001. Federal, state and foreign taxes in the year 2001 were mostly offset by the usage of existing net operating loss carryforwards in the amount of \$2.6 million plus the reversal of \$3.7 million of deferred tax liabilities provided in connection with the acquisition of SGHC. No current tax benefit has been recognized on the remaining value of the domestic net operating loss carryforwards in the period.

32

Year Ended October 31, 2000 Compared to Year Ended October 31, 1999

	Year Ended October 31, 2000				Totals
	Lottery Group	Pari-Mutuel Group	Venue Management Group	Telecommunications Products/SJC Video Group	
	(in thousands)				
Service revenues	\$ 43,219	\$ 81,563	\$ 61,411	\$ 327	\$ 186,520
Sales revenues	21,161	19,678		5,989	46,828
Total revenues	64,380	101,241	61,411	6,316	233,348

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Year Ended October 31, 2000

Cost of service	32,056	49,592	44,626	327	126,601
Cost of sales	15,188	10,764		3,347	29,299
Amortization of service contract software	628	1,137			1,765
Total operating expenses	47,872	61,493	44,626	3,674	157,665
Gross profit	16,508	39,748	16,785	2,642	75,683
Selling, general and administrative expenses	4,903	12,515	2,875	1,799	22,092
Depreciation and amortization	7,118	15,897	2,830	216	26,061
Segment operating income	\$ 4,487	\$ 11,336	\$ 11,080	\$ 627	\$ 27,530
Unallocated corporate selling, general and administrative costs					\$ 13,572
Consolidated operating income					\$ 13,958
Interest expense					\$ 31,231

Year Ended October 31, 1999

	Lottery Group	Pari-Mutuel Group	Venue Management Group	SJC Video Group	Totals
	(in thousands)				
Service revenues	\$ 10,238	\$ 75,788	\$ 61,562	\$ 1,072	\$ 148,660
Sales revenues	39,102	23,386			62,488
Total revenues	49,340	99,174	61,562	1,072	211,148
Cost of service	7,825	44,468	46,441	762	99,496
Cost of sales	28,843	15,094			43,937
Amortization of service contract software	343	1,837			2,180
Total operating expenses	37,011	61,399	46,441	762	145,613
Gross profit	12,329	37,775	15,121	310	65,535
Selling, general and administrative expenses	1,353	13,187	3,013	2,055	19,608
Depreciation and amortization	1,954	14,549	2,778	728	20,009
Segment operating income (loss)	\$ 9,022	\$ 10,039	\$ 9,330	\$ (2,473)	\$ 25,918
Unallocated corporate selling, general and administrative costs					\$ 9,170
Consolidated operating income					\$ 16,748
Interest expense					\$ 16,177

Revenue Analysis

For the year ended October 31, 2000, revenues of \$233.3 million increased 10% overall as compared to the prior year, reflecting a \$37.9 million increase in service revenues which was partially offset by a \$15.7 million decrease in sales revenues.

The increase in service revenues in 2000 is primarily attributable to the \$33.0 million increase in revenues in the Lottery Group of which \$29.1 million is the result of the acquisition of SGHC in September 2000 and \$3.7 million is due to a full year operation for the Montana lottery and the start-up of the Vermont and New Hampshire lotteries in July 2000. Pari-mutuel service revenues increased \$5.8 million or 7.6%, reflecting \$0.9 million of revenue improvements in the NASRIN® service operation and \$3.9 million due to the expansion of the German operations in the fourth quarter of 1999. Venue Management Group revenues in 2000 were down slightly from 1999 because \$1.6 million of increased Handle related revenues in Connecticut were offset by a \$1.8 million reduction in revenue due mainly to the strengthening of the dollar against our local currency revenues in The Netherlands.

The \$15.7 million decrease in sales revenues in 2000 is primarily attributable to a \$17.9 million decrease in sales revenues in the Lottery Group due to the \$4.3 million one-time equipment sale to the Montana Lottery in fiscal 1999 and \$13.8 million lower sales of EXTREMA® terminals to Sisal Sport Italia S.p.A. in 2000. In addition, the Pari-mutuel Group sales revenues declined \$3.7 million in 2000 primarily due to the \$9.6 million fiscal 1999 sales to foreign customers, including a sale of terminals to the UK Tote and a system to the Irish Horseracing Authority, partially offset by \$5.9 million of fiscal 2000 systems and equipment sales to our customers in Italy and Chile. These declines were offset by the addition of revenues of \$6.0 million for the Telecommunications Products Group which was part of the acquisition of SGHC.

Gross Profit Analysis

Gross profit of \$75.7 million in the year ended October 31, 2000 increased \$10.1 million from fiscal 1999, of which \$10.0 million is the result of profit on revenues of the SGHC businesses that were acquired in September 2000, coupled with a \$3.4 million increase in service revenues discussed above and cost control programs in the Pari-mutuel Group and the Venue Management Group, partially offset by a \$4.3 million decrease in equipment sales.

Gross profit as a percentage of service revenues in the year ended October 31, 2000 decreased to 31% compared to 32% in fiscal 1999, primarily as a result of \$1.8 million in start-up production costs associated with the new printing press and excess systems costs in the Lottery Group in the fourth quarter of fiscal 2000. The gross profit as a percent of sales revenues was 37% in fiscal 2000, an increase from the gross profit percent of 30% in fiscal 1999 as a result of changes in the mix of equipment and systems sold, and the addition of the Telecommunications Products Group.

Lottery Group gross profit of \$16.5 million or 26% of revenues improved \$4.2 million in fiscal 2000 from \$12.3 million or 25% of revenues in fiscal 1999. The improvement is attributable to the \$7.4 million addition of the SGHC instant ticket and cooperative services business, coupled with the \$1.9 million improvement from the addition of a full year of operations on the Montana lottery contract and the addition of the Vermont and New Hampshire lottery contracts since July 2000. These increases were offset by a \$4.3 million decrease in equipment sales revenues in fiscal 2000 plus \$1.1 million in SGHC business integration costs. In addition, the increases were impacted by the \$0.6 million in shutdown costs of the California plant and corresponding start-up costs of the new press in the Georgia plant in the SGHC manufacturing operation. The combination of the interrupted production and unusually high costs (such as overtime and scrap), coupled with excess costs in the systems business of SGHC, is estimated to have had a \$5.0 million negative impact on gross margins and operating profits in the fourth quarter of fiscal 2000.

Pari-mutuel Group gross profit of \$39.7 million in fiscal 2000 or 39% of revenues improved \$1.9 million from \$37.8 million or 38% of revenues in fiscal 1999. This improvement primarily reflects the \$0.9 million in benefits of additional revenue in the German operations and \$0.9 million from the continued growth of the NASRIN® operations, plus \$1.3 million in higher equipment sales, all partially offset by \$0.7 million lower profits in the French operations, \$0.6 million in reduced satellite transponder bulk market sales, and \$0.2 million higher satellite service fees due to a credit received in fiscal 1999 from our satellite provider as a result of a service interruption. During the year, we largely completed the conversion of our satellite network to 8 to 1 compression but were unable to eliminate the resulting excess transponder capacity until late in the year due to market softness. Consequently an annualized saving of approximately \$2.0 million that was expected to contribute to profitability in fiscal 2000 did not begin until 2001.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Venue Management Group gross profit of \$16.8 million in fiscal 2000 or 27% of revenues improved \$1.7 million from \$15.1 million or 25% of revenues in fiscal 1999. \$1.1 million of this improvement results from higher Handle and \$0.8 million results from reduced operating costs in the Connecticut OTB operation, partially offset by approximately \$1.0 million of start-up costs incurred in connection with our now discontinued German OTB joint venture.

Telecommunications Products Group gross profit of \$2.6 million in fiscal 2000 represents the Group's results since September 6, 2000, following its acquisition as part of SGHC.

Expense Analysis

Selling, general and administrative expenses, including software development costs, of \$35.7 million in fiscal 2000 were \$8.5 million or 31% higher than in fiscal 1999. \$4.8 million of this increase is the result of the addition of the SGHC business, \$0.6 million is due to the growing domestic lottery operations in Vermont and New Hampshire, \$1.1 million is from the write-off of the option to purchase the Atlantic City Race Course, and \$2.0 million is for SGHC business integration costs. These increases were partially offset by \$1.2 million in cost reductions in NASRIN® and France and \$0.5 million due to the absence of the SJC Video business.

Depreciation and amortization expense, including amortization of service contract software, of \$27.8 million in fiscal 2000 increased \$5.6 million from \$22.2 million in fiscal 1999. \$4.9 million of this increase is the result of the acquisition of SGHC, \$0.8 million is the result of the expanded domestic lottery business and \$0.6 million is the result of the expanded German pari-mutuel business. These increases were partially offset by \$0.7 million due to the absence of the SJC Video business and \$0.6 million for the full depreciation of certain assets in prior periods.

Interest expense of \$31.2 million in fiscal 2000 increased \$15.1 million from \$16.2 million in fiscal 1999. \$7.5 million of this increase is attributable to payments, in the form of warrants to purchase 2.9 million shares of our Class A common stock, to certain financial advisors in connection with their services in obtaining certain financial commitments; an additional \$1.2 million is due to the required pre-funding of the new subordinated debt; and the balance is a result of higher debt levels incurred in connection with the acquisition of SGHC.

Other income of \$0.5 million in fiscal 2000 consisted primarily of interest on invested excess cash, and other expense in fiscal 1999 consisted primarily of currency translation expense.

Income Tax Expense

Income tax expense was \$1.6 million in fiscal 2000, up from \$0.2 million in fiscal 1999. The increase reflects the effects of the acquisition of SGHC. Income tax expense principally reflects federal alternative minimum tax, state taxes and foreign taxes, since no tax benefit has been recognized on domestic operating losses.

Extraordinary Items

In connection with the fiscal 2000 issuance of our 12¹/₂% Senior Subordinated Notes and the subsequent repayment of all amounts outstanding under the existing bank credit facility, we wrote off \$2.9 million of unamortized deferred financing fees associated with the Old Notes and the 1998 and 2000 Term Loans and expensed \$9.7 million of call premium paid in connection with the redemption of the Old Notes. There were no tax benefits recognized on the net extraordinary loss because we are currently in a tax loss carryforward position. (See Notes 9 and 10 to the Consolidated Financial Statements.)

Liquidity, Capital Resources and Working Capital

In order to finance the acquisition of SGHC and refinance substantially all of our then existing indebtedness, we conducted a series of financings in September 2000. As a result, our capital structure changed significantly and, among other things, we are a significantly leveraged company. As a result of the acquisition and debt refinancing, we have total indebtedness including capital lease obligations outstanding of approximately \$441.8 million at March 31, 2002 and had total indebtedness of \$439.7 million at December 31, 2001. We have also recorded a substantial increase in 2000 in goodwill and other intangible assets in connection with the SGHC acquisition and a corresponding increase in amortization expense through December 31, 2001.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Our financing arrangements impose certain limitations on our and our subsidiaries' operations, including, at March 31, 2002, the maintenance of a Minimum Fixed Charge Coverage Ratio, as defined in the credit agreement governing our senior credit facilities, of 1.40; a Maximum Consolidated Leverage Ratio, as so defined, of 4.50; a Minimum Interest Coverage Ratio, as so defined, of 2.00; and Minimum Consolidated Net Worth, as so defined, of \$42.8 million. Each of these financial tests will become progressively more stringent during the term of the credit agreement. In addition, our financing arrangements also restrict our and certain of our subsidiaries' ability to finance future operations or capital needs or to engage in other business activities, by, among other things, limiting our ability to incur additional indebtedness, pay dividends, redeem capital stock, make certain investments, engage in sale-leaseback transactions, consummate certain asset sales, and create certain liens and other encumbrances on our assets. In March 2001, as a result of the financial performance of SGHC prior to its acquisition by us, certain transitional and operational matters occurring through December 31, 2000, and the timing of certain anticipated capital expenditures and associated borrowings in 2001, management and our lenders amended certain limitations to be less restrictive. Among other changes, the credit facility was modified so that the planned step-downs in fixed charge coverage ratios and leverage ratios were delayed by up to nine months through September 30, 2002. While we were in compliance with these covenants at March 31, 2002 and expect to continue to remain in compliance over the next 12 months, no assurances can be provided that we will be able to do so or that we will be able to continue to meet the covenant requirements beyond 12 months.

Our contractual obligations and commercial commitments principally include obligations associated with our outstanding indebtedness and future minimum operating lease obligations as set forth in the table below.

Contractual Obligations:	Cash Payments Due by Period				
	Total	Within 1 Year	1-3 Years	4-5 Years	After 5 Years
(in thousands)					
Long term debt, 12 ¹ / ₂ % notes and credit facility	\$ 437,500	\$ 8,950	\$ 26,900	\$ 96,550	\$ 305,100
Other long term debt	2,235	482	524	209	1,020
Operating leases	42,337	10,151	18,257	11,084	2,845
Total contractual cash obligations	\$ 482,072	\$ 19,583	\$ 45,681	\$ 107,843	\$ 308,965

36

Our revolving credit facility, which expires in September 2006, provides for borrowings up to \$65.0 million to be used for working capital and general corporate purpose loans and for letters of credit. At March 31, 2002, we had outstanding borrowings of \$19.0 million and outstanding letters of credit of \$19.3 million under this facility leaving us with a total availability of \$26.7 million as compared to \$31.0 million at December 31, 2001. Our ability to continue to borrow under the revolving credit facility will depend on remaining in compliance with the limitations imposed by our lenders, including maintenance of specified financial covenants. Presently, we have not sought and, therefore, do not have any other financing commitments.

Our convertible preferred stock requires dividend payments at a rate of 6% per annum. To date, we have satisfied the dividend requirement using additional shares of preferred stock. The terms of the convertible preferred stock provide us with the flexibility to satisfy the dividend in cash commencing on September 30, 2002, the date of the ninth quarterly dividend, subject to bank approval. We expect that we will continue to make such payments in-kind; accordingly, this obligation has not been reflected in the table above.

Our pari-mutuel wagering and on-line lottery systems service contracts require us to, among other things, maintain the central computing system and related hardware in efficient working order, provide added software functionality upon request, provide on-site computer operators, and furnish necessary supplies. Our primary expenditures associated with these services are personnel and related costs which are expensed as incurred and are included in Operating Expenses Services in the consolidated statements of operations. Historically, the revenues we derive from our service contracts have exceeded the direct costs associated with fulfilling our obligations under these pari-mutuel wagering and lottery systems service contracts. We expect that we will continue to realize positive cash flow and operating income as we extend or renew existing service contracts. We also expect that we will enter into new contracts that are accretive to our cash flow. In addition, through advancements in technology, we are continually deploying more efficient and cost effective methods for manufacturing and delivering our products and services to our customers. We expect that technological efficiencies will continue to positively impact our future cash flows and operating results. We are not party to any other material short term or long term obligations or commitments pursuant to these service contracts.

Periodically, we bid on new pari-mutuel and on-line lottery contracts. Once awarded, these contracts generally require significant up-front capital expenditures for terminal assembly, customization of software, software and equipment installation and telecommunications

configuration. Historically we have funded these up front costs through cash flows generated from operations, available cash on hand and borrowings under our credit facilities. Our ability to continue to procure new contracts will depend on, among other things, our then present liquidity levels and/or our ability to obtain additional financing at commercially acceptable rates to finance the initial up front costs. Once operational, long term service contracts have been accretive to our operating cash flow. For fiscal 2002, we anticipate that capital expenditures and software expenditures will be approximately \$27 million. However, the actual level of expenditures will ultimately depend on the extent to which we are successful in winning new contracts. The amount of capital expenditures in fiscal 2003 and beyond will largely depend on the extent to which we are successful in winning new contracts. Furthermore, our pari-mutuel wagering network consists of approximately 26,000 wagering terminals. Periodically, we elect to upgrade the technological capabilities of older terminals and replace terminals that have exhausted their useful lives. We presently have no commitments to replace our existing terminal base and our obligation to upgrade the terminals is discretionary. Servicing our installed terminal base requires that we maintain a supply of parts and accessories on hand. We are also required, contractually in some cases, to provide spare parts over an extended period of time, principally in connection with our systems and terminal sale transactions. To meet our contractual obligations and maintain sufficient levels of on-hand inventory quantities to service our installed base, we purchase inventory on an as needed basis. We presently have no inventory purchase obligations. Our terminal and software license sales generally reflect a limited

number of large transactions, which do not recur on an annual basis. Consequently, the timing of these transactions could impact our short term liquidity as we acquire inventory in anticipation of fulfilling our orders and collect on the resulting receivables.

At March 31, 2002, our available cash and borrowing capacity totaled \$31.7 million compared to \$43.6 million at December 31, 2001. Our available cash and borrowing capacities fluctuate principally based on the timing of collections from our customers, cash expenditures associated with new and existing pari-mutuel wagering and lottery systems contracts, repayment of our outstanding debt and changes in our working capital position. The decrease in our available cash and borrowing capacity from the levels at December 31, 2001 principally reflects the use of cash on hand to partially fund our wagering systems and other capital expenditures, to reduce accounts payable and accrued liabilities and to make a semi-annual payment of interest accrued on our 12¹/₂% Senior Subordinated Notes.

Net cash provided by operating activities was \$1.5 million for the three months ended March 31, 2002. Of this amount, \$7.2 million was provided from operations and \$16.5 million was used as a result of changes in working capital. The working capital changes occurred principally from (i) increases in accounts receivable due to the new on-line and instant ticket lottery customers and the timing of collections as compared to year-end, (ii) decreases in accounts payable and accrued liabilities due to payments related to the new lottery accounts and obligations incurred in connection with the acquisition of SGHC, and (iii) a decrease in accrued interest as the result of the semi-annual interest payment on the 12¹/₂% Senior Subordinated Notes. In this period, we invested \$6.8 million for wagering systems and capital expenditures, \$5.1 million in software expenditures and other investments, and repaid \$2.2 million on long-term debt. These cash expenditures were funded primarily with net cash provided by operating activities, cash on hand, \$4.3 million of borrowings under our revolving credit facility and \$1.2 million proceeds from the issuance of common stock.

A significant portion of our cash flows from operations must be used to pay our interest expense and repay our indebtedness, which will reduce the funds that would otherwise be available to us for our operations and capital expenditures. Interest expense on our outstanding debt was approximately \$11.5 million for the three months ended March 31, 2002 including approximately \$0.6 million of non-cash charges and was approximately \$50 million for the year ended December 31, 2001 including approximately \$2.4 million of non-cash charges. Approximately one-third of our debt is in variable rate instruments. Consequently, we are exposed to fluctuations in interest rates. The effect of a 0.125% change in the interest rates associated with our unhedged variable rate debt will result in a change of approximately \$187,000 per year in our interest expense assuming no change in our outstanding borrowings. To reduce the risks associated with fluctuations in the market interest rates and in response to the requirements of our credit facility, we entered into three interest rate swap contracts for an aggregate notional amount of \$140 million. These interest rate swaps obligate us to pay a fixed LIBOR rate and entitle us to receive a variable LIBOR rate on an aggregate \$140 million notional amount of debt thereby creating the equivalent of fixed rate debt until May 30, 2003. We have structured these interest rate swap agreements and we intend to structure future interest rate swap agreements to qualify for hedge accounting pursuant to the provisions of SFAS 133. Changes in the fair value of interest rate swaps designated as hedging instruments that effectively offset the variability of cash flows associated with variable rate credit facility obligations are reported as a component of stockholders' equity. These amounts are subsequently reclassified into interest expense as a yield adjustment of the hedged credit facility obligation in the same period in which the related interest affects operations.

We believe that our cash flow from operations, available cash and available borrowing capacity under our revolving credit facility will be sufficient to meet our liquidity needs, including anticipated capital expenditures, for the foreseeable future; however, we cannot assure you that this will be the case. While we are not aware of any particular trends, our lottery contracts periodically renew and we cannot assure you that we will be successful in sustaining our cash flow from operations through renewal of our existing contracts or through the addition of new contracts. In addition, lottery

customers in the United States generally require service providers to provide performance bonds in connection with each state contract. Because of financial and economic events that have occurred this past year, such as the September 11 attack, the bond market is experiencing unusual contraction, and we cannot assure you that we will continue to be able to obtain performance bonds on commercially reasonable terms or at all. While we are not aware of any reason to do so, if we need to refinance all or part of our indebtedness, including our 12¹/₂% Senior Subordinated Notes, on or before their maturity, or provide letters of credit or cash in lieu of performance bonds, we cannot assure you that we will be able to obtain new financing or to refinance any of our indebtedness, including our revolving credit facility and our 12¹/₂% Senior Subordinated Notes, on commercially reasonable terms or at all.

Impact of Recently Issued Accounting Standards

In June 2001, the FASB issued Statement No. 143, *Accounting for Asset Retirement Obligations* ("SFAS 143"). SFAS 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. It applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and (or) the normal operation of a long-lived asset, except for certain obligations of lessees. This Statement amends FASB Statement No. 19, *Financial Accounting and Reporting by Oil and Gas Producing Companies*, and it applies to all entities. We are required to adopt SFAS 143, effective for calendar year 2003. We do not expect the adoption of SFAS 143 to have a material impact on our future consolidated operations or financial position, as we are now constituted.

In April 2002, the FASB issued Statement No. 145, *Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections* ("SFAS 145"). SFAS 145 updates, clarifies and simplifies existing accounting pronouncements. SFAS 145 rescinds Statement 4, which required all gains and losses from extinguishment of debt to be aggregated and, if material, classified as an extraordinary item, net of related income tax effect. As a result, the criteria in Opinion 30 will now be used to classify those gains and losses because Statement 4 has been rescinded. Statement 44 was issued to establish accounting requirements for the effects of transition to the provisions of the Motor Carrier Act of 1980. Because the transition has been completed, Statement 44 is no longer necessary.

SFAS 145 amends Statement 13 to require that certain lease modifications that have economic effects similar to sale-leaseback transactions be accounted for in the same manner as sale-leaseback transactions. This amendment is consistent with the FASB's goal of requiring similar accounting treatment for transactions that have similar economic effects. SFAS 145 also makes technical corrections to existing pronouncements. While those corrections are not substantive in nature, in some instances, they may change accounting practice. We are required to adopt SFAS 145, effective for calendar year 2003. We do not expect the adoption of SFAS 145 to have a material impact on our future consolidated operations or financial position, as we are now constituted.

Recent Developments

On June 5, 2002, we completed the purchase of 65% of the equity of Serigrafica Chilena S.A., or SERCHI. The purchase price was \$3.9 million, paid at closing, plus up to \$4.4 million in cash or stock payable upon the achievement of certain financial performance levels of SERCHI over the next four years.

On February 26, 2002, we executed a letter of intent to acquire MDI Entertainment, Inc. in a stock-for-stock transaction valued at approximately \$26 million. On February 28, 2002, a class action suit on behalf of MDI's public stockholders was filed against multiple parties, including us and MDI, to enjoin the proposed acquisition on the grounds that the value of MDI's common stock is in excess of the amount provided for in our letter of intent. On May 8, 2002, we and MDI announced that we had mutually and amicably terminated negotiations with respect to that contemplated acquisition. The announcement followed MDI's announcement that it had received a proposal from a third party to acquire a majority interest in MDI for \$3.30 per share in cash. In light of this development, we believe that the lawsuit currently pending relating to our now terminated transaction is subject to dismissal.

BUSINESS

Overview

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

We are a leading worldwide provider of services, systems and products to both the instant ticket lottery industry and the pari-mutuel wagering industry based on revenues. We believe we offer our customers the widest array of some of the most technologically advanced products and services in each of these industries. We also believe that we are the world's only fully integrated lottery service provider, offering lottery authorities on-line lottery systems, instant tickets and related facilities management, or cooperative services, programs, which effectively enable such authorities to outsource all of their instant ticket lottery operations to us.

On September 6, 2000, our predecessor company, Autotote Corporation, completed the acquisition of SGHC. The acquisition was completed through a merger in which SGHC became our wholly-owned subsidiary at a cost of approximately \$308 million in aggregate merger consideration paid to SGHC stockholders, plus related fees and expenses. The acquisition was recorded using the purchase method of accounting, and the acquired assets and liabilities were recorded at their estimated fair value at the date of acquisition. The operating results of the SGHC businesses have been included in the consolidated statements of operations from the date of the acquisition.

Prior to the acquisition of SGHC, we operated primarily in three business segments: Pari-mutuel Operations, Venue Management Operations and Lottery Operations. Subsequent to the acquisition, we reorganized our operations into four business segments: Lottery Group, Pari-mutuel Group, Venue Management Group and Telecommunications Products Group.

Lottery Group (54% of 2001 revenue)

We are a leading worldwide provider of services, systems and products to the instant ticket lottery industry based on revenues. We believe that we are the world's only fully integrated lottery service provider, offering on-line lottery systems, instant tickets and related facilities management, or cooperative services, programs to lottery authorities.

Our instant ticket and related services business is the industry leader in the United States, with approximately 65% of all retail sales. Our instant ticket customers include 28 of the 40 jurisdictions in the U.S. that currently sell instant lottery tickets, and we have sold instant tickets to lotteries in over 50 other countries. In addition to ticket design and manufacturing, we provide lotteries with related value-added services through our cooperative services program, including game design, sales and marketing support, inventory management and warehousing and fulfillment services. We also provide our probability-based instant lottery tickets, which utilize a patented electronic circuit printed in each ticket to produce a ticket with multiple possible outcomes, and probability ticket validation terminals based on our proprietary security technology. We believe that these innovative products will allow lotteries to increase retail sales of instant tickets. Our instant ticket contracts typically have an initial term of three years and frequently include multiple renewal options which our customers generally exercise for additional periods ranging from one to five years. We typically sell our instant tickets for a per unit price or are paid a fee equal to a percentage of the retail value of the instant tickets sold. Instant tickets and related services accounted for approximately 82% of the revenue of our Lottery Group in 2001.

Our lottery systems business primarily provides sophisticated, customized computer software, equipment, and data communication services to lottery authorities for on-line and instant ticket games. In the U.S., we typically provide the necessary equipment, software and maintenance services pursuant to long-term contracts that typically have a minimum initial term of five years, under which we are generally paid a fee equal to a

40

percentage of all dollars wagered on lottery tickets. Our U.S. systems contracts typically contain multiple renewal options that generally have been exercised by our customers. Internationally, we typically sell terminals and systems to lottery authorities outright and provide ongoing fee-based software support under long-term contracts. We currently operate on-line lottery systems for seven of the 40 on-line lottery authorities in the U.S., and we believe we are the second largest on-line lottery provider in Europe.

Pari-mutuel Group (22% of 2001 revenue)

We are a leading worldwide provider of computerized wagering systems to the pari-mutuel wagering industry. We provide our systems and services to horse and greyhound racetracks, OTBs, casinos, jai alai frontons and other establishments where pari-mutuel wagering is permitted. In addition, we are a leading provider of ancillary services to the industry, such as race simulcasting and telecommunications services, video gaming terminals, and

telephone and Internet account wagering.

In 2001, our systems processed approximately 65% of the estimated \$18 billion in pari-mutuel wagering conducted on horse racing in North America. Based on Handle, our customers include 10 of the 15 largest thoroughbred racetracks in North America and 10 of the 12 largest North American OTB networks. In our North American pari-mutuel business, we enter into service contracts, typically with an initial term of five years, pursuant to which we are paid a weighted average of approximately 0.31% of all wagers processed by our wagering systems, and we receive additional fees for our ancillary services, on either a per event or a monthly subscription basis. In most international markets, we sell our pari-mutuel wagering systems and terminals to pari-mutuel operators.

Venue Management Group (14% of 2001 revenue)

We own and have the right to operate in perpetuity substantially all off-track pari-mutuel wagering in Connecticut, subject to our compliance with certain licensing requirements. Our Connecticut operations consist of 12 OTB facilities, including simulcasting at two teletheaters and three other branches, and telephone account wagering for customers in 31 states. We are also the exclusive licensed operator for all pari-mutuel wagering in The Netherlands, with five racetracks and 34 OTBs under a contract with an initial term continuing through June 2003. Our revenues are based on a weighted average percentage of the Handle wagered at our OTB venues, which ranges from 22% to 32%. We also provide facilities management services to the Mohegan Sun Casino racebook in Connecticut.

Telecommunications Products Group (10% of 2001 revenue)

We are a leading manufacturer of prepaid phone cards in Europe, which entitle cellular phone users to a defined value of airtime. Prepaid phone cards offer consumers worldwide a cost-effective way to purchase cellular airtime, without requiring phone companies to extend credit or consumers to commit to contracts. We have approximately 18% of the European market for prepaid cellular phone cards and are the largest supplier of paper-based prepaid phone cards in the world. To prevent fraud, our phone cards incorporate proprietary security technology originally developed for our instant lottery ticket operations. We sell our prepaid phone cards to phone companies for a per unit price.

For information concerning our business and geographic segments, see Note 20 to the Consolidated Financial Statements.

Industry Overview

Lottery Market

Lotteries are operated by domestic and foreign governmental authorities and their licensees in approximately 200 jurisdictions throughout the world. Currently, 40 jurisdictions in the U.S. sell instant and on-line lottery tickets. Governments typically authorize lotteries as a means of generating revenues without the imposition of additional taxes. Net lottery proceeds are frequently set aside for particular public purposes, such as education, aid to the elderly, conservation, transportation and economic development. As proceeds derived from lottery ticket sales have become a significant source of funding for such programs, many jurisdictions have come to rely on such proceeds to support some of those public purposes.

Although there are many types of lottery games worldwide, governmentally authorized lotteries may generally be categorized into three principal groups: instant lotteries, on-line lotteries and the traditional draw-type lotteries. An instant ticket lottery is typically played by removing a coating from a preprinted ticket to determine whether it is a winner. On-line lotteries, such as Powerball, are based on a random selection of a series of numbers. On-line lottery prizes are generally based on the number of winners who share the prize pool, although fixed prizes are also offered. On-line lotteries are conducted through a computerized system in which lottery terminals in retail outlets are continuously connected to a central computer system. On-line lottery systems may also be used to validate instant tickets to confirm large prize levels and prevent duplicate payments, or separate instant ticket validation systems may be installed. Internationally, the older form of traditional draw-type lottery games, in which players purchase tickets which are manually processed for a future drawing for prizes of a fixed amount, is a

popular form of play. In addition, lotteries may offer keno, video lottery, sports and other lottery games. Quick draw keno is typically played every five minutes in restricted social settings such as bars and is usually offered as an extension of on-line lottery systems. There are video lotteries played on video lottery terminals, or VLTs, featuring "line-up" and card games, typically targeted to locations such as horse and greyhound racetracks, bars, nightclubs and similar establishments. Video lotteries generally use a system different from an on-line system for accounting, security and control purposes. In addition, in Oregon, several provinces in Canada and several countries outside the U.S., lotteries offer pari-mutuel or fixed odds wagers on various sports.

Instant ticket and on-line lottery retail sales comprise 92% of the U.S. market for lotteries. Based on industry information, 2001 U.S. on-line lottery retail sales totaled approximately \$19.3 billion, and 2001 U.S. instant ticket lottery sales totaled approximately \$17.5 billion. The U.S. instant ticket market grew at a compound annual growth rate of 7.4% from 1994 to 2001. Based on industry information, we estimate that 2001 international on-line lottery retail sales totaled approximately \$62.5 billion and that 2001 international instant ticket lottery sales totaled approximately \$13.5 billion. Industry data indicates that instant ticket retail sales have been growing faster than on-line games because of "instant" rewards rather than the delayed rewards of on-line games with periodic or weekly drawings.

U.S. Instant Ticket and On-line Lottery Sales

Source: LaFleur's World Lottery Almanac

Pari-mutuel Market

In pari-mutuel wagering, individuals bet against each other on horse races, greyhound races, jai alai matches and other events. Pari-mutuel wagering patrons place specific types of wagers (e.g., on a specified horse to win) and a patron's winnings are determined by dividing the total Handle wagered, less a set commission, among the winners. Wagering is generally conducted at horse and greyhound racetracks, jai alai frontons, OTBs and casino racebooks. Licenses to conduct races and/or offer pari-mutuel wagering are granted by governments to private enterprises, non-profit racing associations and occasionally government organizations, including lotteries.

Pari-mutuel wagering is currently authorized in 43 states in the U.S., Puerto Rico, all provinces in Canada and approximately 65 other countries around the world. We estimate that total worldwide annual Handle in the pari-mutuel business is approximately \$116.0 billion. According to the most recent industry statistics, pari-mutuel wagering in the U.S. on thoroughbred racing grew from \$9.9 billion in 1994 to \$14.5 billion in 2000, a compound annual growth rate of 5.7%. Based on industry information, we estimate that the North American market for all forms of pari-mutuel wagering is approximately \$20 billion.

Remote wagering, where customers bet on races held at another location, has caused substantial changes in the distribution channels for pari-mutuel wagering and consolidation of live racing. Wagering within the pari-mutuel industry has evolved from wagering only at a racetrack where a race is held, to wagering at a racetrack on races simulcast from other racetracks, to wagering at an OTB or other off-track venue, and now, in some jurisdictions, to wagering via the telephone and the Internet.

In addition to favorable changes in the applicable statutes and regulations, a number of technological advances have facilitated remote wagering, including the simulcasting of live races via private satellite video networks, public broadcasting and Internet video streaming. Remote wagering has also increased Handle by enabling wagering on most racing events, facilitating virtually around the clock wagering, year-round. Increases in remote Handle have more than offset a decline in live Handle (i.e., Handle at the race or event itself). Remote wagering increased its share of the total U.S. thoroughbred pari-mutuel racing industry Handle from 15% in 1986 to 85% in 2001. The dollar volume of remote wagering in North America on thoroughbred racing has grown from \$5.4 billion in 1993 to \$12.4 billion in 2001, a compound annual growth rate of approximately 11.0%.

U.S. Thoroughbred Industry Pari-Mutuel Wagering: Remote and Live Handle

Source: Equibase Company LLC; The Jockey Club

One of the most recent developments in remote wagering is account wagering, whereby a customer deposits money with a licensed account wagering operator and uses the account balance to fund wagers and receive winnings. This enables the customer to place wagers from locations remote to the licensed facility, including via telephone or the Internet. Subject in some jurisdictions to the adoption of the necessary enabling regulations, legislation explicitly permitting account wagering on pari-mutuel wagering has been passed in 14 U.S. states: California, Connecticut, Kentucky, Louisiana, Maryland, Massachusetts, Nevada, New Hampshire, New Jersey, New York, North Dakota, Ohio, Oregon and Pennsylvania. Such legislation has also been passed in Canada, the United Kingdom and other countries.

Prepaid Phone Cards Market

Prepaid phone cards offer consumers convenient cellular airtime purchases and help to increase the market for cellular services. We believe that the further growth of cellular phone penetration will expand the prepaid phone card business. It is estimated that approximately 55% of all European cellular phone subscribers use prepaid calling services. While less common in the U.S., prepaid phone cards offer consumers worldwide a cost-effective way to purchase cellular airtime, without requiring phone companies to extend credit or consumers to commit to contracts. We have approximately 18% of the European market for prepaid cellular phone cards and are the largest supplier of paper-based prepaid phone cards in the world. Because card access number theft is common, the security of the card is critical; our phone cards incorporate proprietary security technology originally developed for our instant lottery ticket operations.

Operational Overview

Lottery Group

Our Lottery Group provides instant tickets and related services and lottery systems.

Instant Ticket and Related Services. In 1974, we introduced the first secure instant game ticket. Today, we remain a leading designer, manufacturer and distributor of instant tickets worldwide. We market instant tickets and related services to domestic lottery jurisdictions, foreign lottery jurisdictions and commercial customers. We presently have contracts with 28 of the 40 jurisdictions in the U.S. that currently sell instant lottery tickets. Our instant ticket contracts typically have an initial term of three

years and frequently include multiple renewal options which our customers generally exercise for additional periods ranging from one to five years. We typically sell our instant tickets for a per unit price or are paid a fee equal to a percentage of the retail value of the instant tickets sold. In addition, we have sold instant lottery tickets to customers in over 50 countries internationally. Of the approximately 9.3 billion instant tickets we sold in 2001, approximately 25% were sold outside the U.S. Some international customers purchase instant tickets as needed rather than through supply contracts.

The instant tickets we manufacture are typically printed on recyclable ticket stock by a series of computer controlled presses and ink-jet imagers, which we believe incorporate the most advanced technology and security currently available in the industry. Instant tickets generally range in size from 2 inches by 3 inches to ticket sizes as large as some greeting cards; instant tickets are normally played by removing a coating to determine if they are winning tickets.

The increased application of computer-based and communications technologies to the manufacturing and servicing of instant tickets continues to separate the instant ticket from conventional forms of printing. We are generally recognized within the lottery industry as the leader in applying these technologies to the manufacturing and sale of instant tickets. In order to maintain our position as a leading innovator within the lottery industry, we intend to continue to explore and develop new technologies and their application to instant lottery tickets and systems. We also manufacture instant tickets for promotional games and sell pull-tab tickets to our lottery customers through a marketing agreement with International Gamco, Inc., a manufacturer of pull-tab lottery tickets.

We pioneered the idea of privatizing lottery functions, through our cooperative services program, whereby we manage a lottery authority's instant ticket operations, as a means of reducing the operating costs of lottery authorities while increasing lottery revenues. We are the only instant ticket manufacturer to provide such complete facilities management and support services to supplement its manufacturing operations. Cooperative services contracts bundle instant tickets, systems, facilities management and/or other services, including the design and installation of game management software, telemarketing, field sales, accounting, instant ticket game design, inventory and distribution, sales staff training, managing staff, advising with respect to security, maintenance, communication network and sales agent hot-line service for lottery jurisdictions. While the majority of lottery jurisdictions to date have chosen to manage the distribution and sales of tickets, we have been successful in demonstrating to a number of jurisdictions that we can perform these functions more effectively. We expect that more state or foreign governments will decide to privatize or outsource various lottery operations. We have significant experience in these services and are well-positioned to offer this privatization or outsourcing option to lottery authorities.

We have contracts for cooperative services with the states of Delaware, Florida, Georgia, Maine, Pennsylvania and South Carolina. Under such contracts, we are paid a percentage of the lottery authority's total instant ticket revenues. Customers designate the services they want us to perform from a menu of cooperative services offered. Once our cooperative services programs are in place, replacement of these contractual arrangements may require the lottery authority to incur large conversion costs to hire and/or retrain staff and redesign and install a software system and other protocols to manage its instant ticket business.

Lottery Systems. We are a leading provider of sophisticated, customized computer software, equipment and data communication services to government-sponsored and privately operated lotteries in the U.S. and internationally. This business includes the sale of on-line systems, instant ticket validation systems and terminals. Central computer systems, terminals and associated software are typically purchased in the U.S. through facilities management contracts and internationally through outright sales, often from different vendors.

Our lottery systems utilize proprietary technology that is similar to that used for pari-mutuel wagering, but is specialized for lottery operations. Our systems facilitate high speed processing of

on-line wagers as well as validation of winning on-line and instant play tickets, including probability-based instant lottery tickets. Our lottery business includes the supply of transaction processing software that accommodates instant ticket accounting and validation and on-line lottery games, point-of-sale terminal hardware which connects to these systems, central site computers and communication hardware which run these

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

systems, and on-going operation support and maintenance services. We also provide software, hardware and support for sports betting and credit card processing systems for non-lottery customers.

In the U.S., we provide on-line systems and services to the Connecticut, Montana, Vermont, New Hampshire, Iowa, Maine and South Carolina state lotteries. We also provide Missouri with a separate instant ticket validation system. Virginia leases SciScan Technology® terminals from us and continues to receive ongoing support. Recent on-line lottery system procurements have requested the capability to support the secure validation of probability-based instant lottery tickets, and we have bid SciScan Technology® terminals both with our on-line systems and through other on-line system providers. SciScan Technology® terminals can be operated on a stand-alone basis or attached to an on-line lottery terminal to validate traditional instant tickets utilizing optical bar code technology, or our proprietary Winner's Choice probability-based instant lottery tickets.

Internationally, we have systems in France, The Netherlands, Switzerland, Austria, Australia, Canada, Jamaica, seven states in Germany, and other countries, and we provide on-line system facilities management services to nationwide lotteries in Barbados and the Dominican Republic.

We also sell our lottery terminals separately from our sale of complete lottery systems. Our terminal product offerings include the EXTREMA® on-line lottery terminals, SciScan Technology® terminals and STAN self-serve terminals. Our EXTREMA® on-line terminals utilize a standard PC architecture, graphical interface touch screens for teller input without a keyboard and high speed thermal printers. Beginning in the fourth quarter of 1998 and through August 2000, we shipped approximately 20,000 EXTREMA® terminals to Sisal Sport Italia S.p.A. SciScan Technology® is a keyless validation system for retailers which significantly reduces the time required for ticket validation while at the same time improving security of the game. SGHC sold 15,000 SciScan Technology® terminals to the French national lottery, and we have also sold such terminals to lottery authorities in Greece and Australia.

In addition, we are part of a consortium which includes Lottomatica S.p.A., our largest equity investor, that has been awarded a contract to be the exclusive operator for instant tickets in Italy. This award has been protested and is being reviewed in the Italian courts. If the award is ratified, we expect to enter into a contract, which initially would provide for the printing of tickets and the installation of a new centralized system, along with a full complement of cooperative services.

46

United States Lottery Contracts

The table below lists the U.S. lottery contracts for which we had executed agreements as of June 1, 2002 and certain information with respect thereto. We are the exclusive provider of systems in all contracts and the primary supplier of instant tickets unless otherwise noted. The commencement date of the current contract is the date we began generating revenues, which for our on-line contracts is typically the start-up date. The table also includes instant ticket or on-line retail sales, as applicable, for each state or district.

State/District	Year 2001 State Instant Ticket or On-line Retail Sales (in millions)	Type of Contract	Commencement Date of Current Contract	Expiration Date of Current Contract (before exercise of remaining renewal options)	Current Renewal Options Remaining
Arizona	\$ 143.7	ITRS	January 1998	January 2003	none
Colorado	262.2	ITRS	July 2000	June 2004	1 one-year
Connecticut	526.3	ITRS	August 1998	August 2002	none
Connecticut	360.7	On-line	May 1998	May 2008	none
Delaware	20.4	ITRS	November 2000	November 2002	3 one-year
District of Columbia	32.4	ITRS	December 2001	December 2002	4 one-year
Florida	730.9	ITRS	April 1997	September 2004	2 two-year
Georgia	1,134.8	ITRS	May 1993	June 2003	none
Idaho(1)	53.7	ITRS	October 1999	October 2002	1 one-year
Illinois	613.7	ITRS	July 1996	June 2002	none
Indiana	325.0	ITRS	January 2002	January 2006	2 one-year
Iowa	74.0	On-line	July 2001	June 2008	3 one-year
Kentucky	282.9	ITRS	October 1997	September 2005	4 one-year
Maine	40.4	On-line	July 2001	June 2007	2 two-year
Maine	111.5	ITRS	July 2001	June 2007	2 two-year
Massachusetts	2,767.1	ITRS	August 1999	August 2002	2 one-year
Minnesota(1)	249.7	ITRS	February 2000	January 2003	2 one-year

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

State/District	Year 2001 State Instant Ticket or On-line Retail Sales (in millions)	Type of Contract	Commencement Date of Current Contract	Expiration Date of Current Contract (before exercise of remaining renewal options)	Current Renewal Options Remaining
Missouri	292.5	ITRS	April 2001	June 2005	1 two-year
Montana	24.1	On-line	March 1999	March 2006	none
New Hampshire	71.1	On-line	July 2000	June 2006	2 two-year
New Jersey(1)	717.6	ITRS	November 2001	October 2006	2 one-year
New Mexico	78.0	ITRS	March 1997	March 2003	none
New York(1)	1,866.2	ITRS	November 2001	November 2004	2 one-year
Ohio	992.2	ITRS	July 2001	June 2003	2 two-year
Oregon(1)	132.4	ITRS	June 1998	June 2002	2 one-year
Pennsylvania	694.8	ITRS	April 1997	April 2005	2 one-year
South Carolina	(3)	ITRS	October 2001	October 2004	2 one-year
South Carolina	(3)	On-line	March 2002	December 2007	1 one-year
South Dakota	12.0	ITRS	June 2000	June 2003	2 one-year
Texas	1,718.8	ITRS	March 1999	September 2002	none
Vermont	13.2	On-line	July 2000	June 2006	2 two-year
Virginia(2)	NA	Systems	January 1997	November 2002	1 five-year
Virginia(1)	479.3	ITRS	May 2001	May 2003	5 one-year
Washington	242.5	ITRS	March 2000	March 2004	2 one-year
West Virginia	85.5	ITRS	June 2000	June 2003	2 one-year

- (1) Secondary instant ticket supplier
- (2) Support of previously sold lottery system; fee not based on Handle
- (3) Recently awarded contract; ticket sales/on-line retail sales data not applicable.

ITRS=Instant ticket and related services

Systems=Instant ticket validation systems

Pari-mutuel Group

We are a leading worldwide supplier of technologically advanced computerized wagering systems and related equipment. We also provide simulcasting and telecommunications services, video gaming terminals and telephone and Internet account wagering.

North American Pari-mutuel Operations. In 2001, our systems processed approximately 65% of the estimated \$18 billion in pari-mutuel wagering conducted on horse racing in North America. Based on Handle, our customers include 10 of the 15 largest thoroughbred racetracks in North America and 10 of the 12 largest North American OTB networks. We typically provide, install and maintain the necessary pari-mutuel wagering systems and equipment for our North American pari-mutuel customers, and we also provide race simulcasting and telecommunications services, video gaming terminals, and telephone and Internet account wagering.

The pari-mutuel wagering systems we provide in North America typically include the terminals that issue the wagering tickets, the central processing unit which calculates the betting odds of a particular event and tabulates and accounts for the Handle, the display board which indicates the betting odds of a particular event and the communication equipment necessary for additional wagering from sources outside the wagering facility. These systems utilize high volume, real-time transaction and data processing networks managed by central computers, communications equipment, special purpose microcomputer-based terminals, peripheral and display equipment and operations and applications software. The type of central processing unit and the number of ticket-issuing terminals used in a system are generally determined by physical layout and amount of wagering at each facility. We also provide additional software and other support functions.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

In recent years, we have focused on the creation of regional networks of large and medium sized racetracks and OTB networks, rather than single facilities at smaller racetracks. Our networks link multiple racetracks, OTBs, and regional networks of racetracks and OTBs to one another via dedicated, secure, high-speed communications channels, enabling operators to capitalize on the growth of the off-track wagering market in a more cost-effective manner. Additionally, when linked to our other regional and national pari-mutuel wagering networks, these networks provide our customers with access to new markets and revenue sources by increasing the number and variety of wagering opportunities that customers can offer to their patrons. We believe our established wagering networks will give us a competitive advantage in renewing existing contracts and winning new contracts in regions where such networks exist because of our ability to offer customers greater services more efficiently than our competitors. We currently operate regional pari-mutuel wagering networks in California, Connecticut, Florida, Illinois, New Jersey, New York, Oregon, Pennsylvania, Texas, Washington, West Virginia, Puerto Rico, British Columbia and Ontario.

Our pari-mutuel wagering system contracts typically have an initial term of five years, and we have generally been successful in renewing these contracts. Our contracts contain certain warranties regarding implementation, operation, performance and reliability of our wagering systems relating to, among other things, data accuracy, repairs and validation procedures. The terms of our warranties vary from contract to contract. We also provide the operations, maintenance and supervisory personnel necessary to operate the pari-mutuel wagering system. We maintain ownership of the pari-mutuel wagering systems, which enables us to employ such equipment in more than one racetrack at different times during the year as most customers do not operate live wagering all year long.

We typically receive revenue for our services in North America as a varying percentage of Handle, generally ranging up to approximately 0.55% of the Handle on a particular event (with a weighted average of approximately 0.31% of the Handle), subject, in many instances, to minimum fees which are usually exceeded under normal operating conditions. Minimum fees under our service contracts are generally based on the number of days the facility operates, as well as other factors, including the type of system and number of terminals installed at the facility. In addition to the Handle-based fees and

48

minimums, fees for extra equipment and services may be charged, particularly for new terminal models and equipment levels which exceed those originally contracted.

As part of our Handle-based fees, we may also receive an "interface fee" of 0.125% or 0.15% of Handle for combining these wagers into the "combined pools" of host tracks that we operate, depending on whether we or another vendor provides such wagering services. We hold contracts with most of the U.S.'s premier thoroughbred venues that typically attract the greatest levels of simulcast and remote wagering, and therefore generate the highest interface revenues.

International Pari-mutuel Operations. In most international markets, we sell our pari-mutuel wagering systems and terminals to pari-mutuel operators; in other international markets, we provide pari-mutuel services similar to those provided by our pari-mutuel operations in North America. We provide and operate pari-mutuel wagering systems at all of the racetracks in Germany, Ireland, Turkey and Austria, as well as all of the OTBs in Germany. Our pari-mutuel wagering systems are comparable to those deployed in North America and include computer software, ticket terminals, a central processing unit, display boards and communication equipment. These services are provided under long-term contracts of five to 10 years. We have generally been successful in renewing these contracts.

In Germany, we have been providing pari-mutuel wagering systems and services to the nine major harness racetracks since 1994, and simulcasting services since January 1998. In September 1999, we began providing both pari-mutuel and simulcasting services to the 16 major thoroughbred racetracks, approximately 50 OTBs and approximately 120 bookmaker shops as a result of our acquisition of selected pari-mutuel assets of Datasport Toto Dienstleistung GmbH & Co KG. In April 1999, we sold a pari-mutuel wagering system and began to provide ongoing maintenance and operating services through 2008 to Tote Ireland Ltd., a wholly-owned subsidiary of the Irish Horseracing Authority. In France, we provide pari-mutuel systems and services to approximately 30% of the racetracks in the provinces. In Turkey, we have provided a pari-mutuel system and associated maintenance services to the Turkey Jockey Club since 1995. In 2000, we completed the installation of 1,700 terminals and an ECLIPSE software conversion at their six racetracks and 1,500 off-track betting agencies.

In most international markets, we sell, deliver and install pari-mutuel wagering systems in racetracks and OTBs rather than operating them pursuant to service contracts. We have systems operating in approximately 20 countries. Each of these systems is customized to meet the unique needs of our customers, including game designs, regulatory requirements, language preferences, network communication standards and other key elements. The sale of a pari-mutuel wagering system includes a license for use of our proprietary system software as well as installation, training, technical assistance, support, accessories and limited spare parts.

Other Pari-mutuel Operations

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Simulcasting. We are one of the leading providers of simulcasts of live horse and greyhound racing and jai alai matches to racetracks, OTBs, jai alai frontons and casinos in North America and Europe. We simulcast racing events from over 60 racetracks and jai alai frontons to more than 150 racetracks and almost 1,300 OTBs throughout North America. We provide similar services in Europe, particularly in The Netherlands and Germany, where we service all 29 racetracks and more than 250 OTBs and bookmaker shops.

Simulcasting of races entails the encryption and transmission of an audio/video signal from one of our uplink trucks located at a racetrack to one of five satellite transponders we control pursuant to long-term leases, and the retransmission of this signal to other racetracks, OTBs and casinos, where the race signal is received and decoded for viewing. In general, we receive a daily event fee from the racetracks for up-linking the video and audio signals and a monthly fee from racetracks, OTBs and casinos for the use of our decoders.

49

Our encryption/transmission equipment compresses each audio/video signal so that eight signals can be transmitted via one satellite transponder. This technology maximizes the transmission capacity of each of our transponders. Any capacity that we do not use for our simulcasting contracts represents excess time that we may sell to other users of satellite communications, generally for short periods, but, from time to time, under long-term contracts.

NASRIN®. In conjunction with our 70% interest in a joint venture with Churchill Downs, we operate a national voice/data telecommunications network, known as the North American Simulcast Racing Information Network, or NASRIN®, that serves almost 150 racetracks and OTBs. Built around AT&T's international frame relay network, NASRIN® securely transmits betting data at a fraction of the cost previously paid by the racetracks and other facilities, allowing racetracks and OTBs to expand their simulcast wagering opportunities. The system is designed to link all wagering locations in North America and to serve as a platform for future technology developments. In exchange for our services, we are paid certain fees based on bandwidth and level of service.

Video Gaming Machines. We have developed a proprietary line of progressive video gaming machines for use at racetracks in North America. They combine full gaming functionality, such as video poker, blackjack, simulated spinning reels and keno, with full race wagering functionality, including picture-in-picture capabilities. As a result, our video gaming machines allow patrons to wager on horse races and watch simulcasted races or other televised programs on a picture-in-picture video window, while continuing to wager on selected video games. We typically collect a flat fee per terminal plus fees for software upgrades and maintenance.

Venue Management Group

We own and have the right to operate in perpetuity substantially all off-track pari-mutuel wagering in Connecticut, subject to our compliance with certain licensing requirements. Our Connecticut operations consist of 12 OTB facilities, including simulcasting at two teletheaters and three other branches, and telephone account wagering for customers in 31 states. We are also the exclusive licensed operator for all pari-mutuel wagering in The Netherlands, with five racetracks and 39 OTBs under a contract with an initial term continuing through June 2003. Our revenues are based on a weighted average percentage of the Handle wagered at our OTB venues, which ranges from 22% to 32%. We also provide facilities management services to the Mohegan Sun Casino racebook in Connecticut.

In Connecticut, approximately \$222 million was wagered in fiscal 2001 on more than 60 U.S.-based thoroughbred, harness and greyhound racetracks and jai alai frontons at or through our facilities. Since we commenced operations in 1993, we have implemented several important product and service enhancements, including expanded simulcasting from across the country, common-pool wagering, seven day per week operations at nine locations and expanded telephone wagering. Our license permits us to add an additional location to our operations. Our revenues are based on an allowed percentage of Handle wagered through the Connecticut OTB. The percentage of the total Handle, or commission, which we may receive is determined by the track where the event is held and varies by type of wager. Our weighted average commission, based on Handle, for our Connecticut operations is approximately 22%. In September 1998, we began providing an extension of our OTB services, including pari-mutuel wagering and simulcasting services, to the Mohegan Tribal Gaming Authority for its racebook located at the Mohegan Sun Casino in Uncasville, Connecticut under a seven-year agreement. We believe this racebook is a state-of-the-art facility which incorporates the latest wagering technology and the most advanced audio and video simulcasting signals.

In July 1998, we acquired the rights to, and began operating, all on-track and off-track pari-mutuel wagering in The Netherlands under a license granted by the Dutch Ministry of Agriculture which extends through June 30, 2003. We also received additional license approvals to allow us to modernize and expand pari-mutuel wagering in The Netherlands. These approvals allow us to open up to 10

50

teletheaters, increase the number of OTBs, expand into arcade shops, implement interactive account wagering, and expand national and international simulcasting of racing.

Fiscal 1999 was the first year since 1991 that Handle in The Netherlands increased over the previous year. This improvement was possible because, in fiscal 1999, we provided simulcasting of Dutch racing to all of the OTBs throughout the entire year, and we added simulcasting of French racing. We currently operate 35 OTB locations countrywide, including three sports cafes, and four on-track OTBs, as well as at four tracks. Our weighted average commission, based on Handle, for our Dutch operations is approximately 32%.

Telecommunications Products Group

We are a leading manufacturer of prepaid phone cards in Europe, which entitle cellular phone users to a defined value of airtime. Prepaid phone cards offer consumers worldwide a cost-effective way to purchase cellular airtime, without requiring phone companies to extend credit or consumers to commit to contracts. We have approximately 18% of the fragmented European market for prepaid cellular phone cards and are the largest supplier of paper-based prepaid phone cards in the world. To prevent fraud, our phone cards incorporate proprietary security technology originally developed for our lottery ticket operations. We expect to participate in the anticipated continued growth in the cellular market. We invested approximately \$22 million in our U.K. operations, in 1999 and 2000, to modernize our facilities and increase our prepaid phone card printing capacity from 120 million cards in early 1999 to approximately 700 million cards in 2001. We sell our prepaid phone cards to phone companies for a per unit price.

Contract Procurement

Lottery Group

Government operated lotteries in the U.S. typically operate under state mandated public procurement regulations. See "Government Regulation". Lotteries select an instant ticket or on-line supplier by issuing a Request for Proposal, or RFP, which outlines contractual obligations as well as products and services to be delivered. An evaluation committee frequently comprised of key lottery staff evaluates responses based on various criteria. These criteria usually include quality of product, security plan and features, experience in the industry, quality of personnel and services to be delivered and price. We believe that our product functionality, the quality of our personnel, our technical expertise and our manufacturing efficiency give us many advantages relative to the competition when responding to state lottery RFPs. However, many lotteries still award the contract to the qualified vendor with the lowest price, regardless of factors other than price. Contract awards by lottery authorities are sometimes challenged by unsuccessful competitors which can result in protracted legal proceedings. Internationally, lottery authorities do not always utilize such a formal bidding process, but rather negotiate with one or more potential vendors.

U.S. instant ticket lottery contracts typically have an initial term of three years and frequently include multiple renewal options which our customers have generally exercised for additional periods ranging from one to five years. Our U.S. on-line lottery contracts typically have a minimum initial term of five years, with additional renewal options. The length of these lottery contracts, together with their renewal options, limits the number of contracts available for bidding in any given year.

Pari-mutuel Group

Contract awards by owners of horse and greyhound racetracks, OTBs and casinos and jai alai frontons, and from state and foreign governments, often involve a lengthy competitive bid process, spanning from specification development to contract negotiation and award. Our contracts for the provision of pari-mutuel systems services in North America are typically for terms of five years. In

addition, our ancillary pari-mutuel services, such as simulcasting, are typically provided under one-year contracts. Historically, we have been successful in renewing our largest pari-mutuel contracts as they have come due for renewal.

Venue Management Group

Our license to provide on-track and off-track services in The Netherlands expires in the year 2003. New venue management opportunities generally occur via the privatization of existing government operated OTBs, as in the case of Connecticut and The Netherlands, the acquisition or outsourcing of an existing private racetrack or OTB operations, or new legislation or regulation enabling new distribution channels. These opportunities occur infrequently and may be subject to public procurement bidding requirements.

Telecommunications Products Group

Most telecommunications products customers issue purchase orders with agreed upon terms and conditions. In addition, certain customer purchase orders contain multiple delivery dates.

Research and Product Development

We believe that our ability to attract new lottery and wagering system customers and retain existing customers depends in part on our ability to continue to incorporate technological advances into, and to improve, our products, systems and related equipment. We maintain a development program directed toward systems development as well as toward the improvement and refinement of our present products and the expansion of their uses and applications. Many of our product developments and innovations have quickly become industry standards.

Intellectual Property

We have a number of U.S. and foreign patents that we consider, in the aggregate, to be of material importance to our business. Patents extend for varying periods of time according to the date of patent filing or grant and the legal term of patents in the various countries where patent protection is obtained. In the U.S., the term of a patent expires 20 years from the date of filing. The actual protection afforded by a patent, which can vary from country to country, depends upon the type of patent, the scope of its coverage and the availability of legal remedies in the country.

Certain technology material to our lottery and pari-mutuel wagering products, processes and systems is the subject of patents issued, and patent applications currently pending, in the U.S. and certain other countries. In our lottery business, we utilize our patented and patent-pending technology for the production, secure printing, validation and distribution of instant lottery tickets. In our pari-mutuel business, our patent-pending systems and methods provide racing and wagering data and related information. None of our material patents is scheduled to expire until August 2006, and most of our material patents are not scheduled to expire until 2013 or later.

We also have a number of U.S. and foreign registered trademarks and other common law trademark rights for certain of our products, including Winner's Choice , Terra 2000®, SciScan Technology®, Aegis , PROBE®, EXTREMA®, SGI-NET , ECLIPSE , NASRIN®, SAM®, STAN , MAX®, TINY TIM®, On the Wire®, Autotote.com and others. Trademark protection continues in some countries, including the U.S., for as long as the mark is used and in other countries for as long as it is registered. Registrations generally are for fixed, but renewable, terms.

In our lottery business, we have entered into a product development agreement pursuant to which we have an exclusive license to use certain third-party patented technology in our SciScan Technology® terminals. Subject to clauses providing for early termination, the agreement is scheduled to remain in

effect until 2017. In our pari-mutuel business, we have a perpetual license to use certain software to monitor our simulcast systems, and a consortium of which we are a party has a license, scheduled to expire in 2021, to use certain software that supplies the database and various interfaces for our TrackPlay Internet and interactive television-based wagering platform. None of our licenses is material to our business as a whole. The software and control systems for our wagering systems are also the subject of copyright and/or trade secret laws.

We are not aware of any pending claims of infringement regarding our patents, trademarks or other intellectual property in any of our current businesses.

Production Processes; Sources and Availability of Components

Our dedicated computer-controlled printing process is specifically designed for producing instant lottery game tickets for governmentally sanctioned lotteries and promotional games as well as prepaid phone cards. Our facilities are designed for efficient, secure production of instant game tickets and support high-speed variable image printing, packaging and storage of instant game tickets. Instant ticket games are delivered finished and ready for distribution by the lottery authority, or by us in the jurisdictions which are part of an instant ticket contract with cooperative services. Paper and ink are the principal raw materials consumed in our ticket manufacturing operations. We have a variety of sources for both paper and ink and should, therefore, not be dependent on any particular supplier.

Production of our lottery and pari-mutuel wagering systems and related component products primarily involves the assembly of electronic components into more complex systems and products. We produce our terminal products primarily at our manufacturing facility in Ballymahon, Ireland, or on a limited basis at our Newark, Delaware administration and development facility. Other manufacturing may be contracted out to third party vendors, as needed.

We normally have sufficient lead-time between reaching an agreement to provide a lottery or pari-mutuel wagering system and the commencement of operations so that we are able to provide the customer with a fully functioning system, customized to meet their requirements. In the event that current suppliers of central processing units were no longer available, we believe we would be able to adapt our application software to run on the then available hardware in time to allow us to meet new contractual obligations, although the price competitiveness of our products might diminish. The lead-time for obtaining most of the electronic components we use is approximately 90 days. We believe that this is consistent with our competitors' lead-times and is also consistent with the needs of our customers.

Competition

Lottery Group

The instant ticket and on-line lottery business is highly competitive, and our business faces competition from a number of domestic and foreign instant ticket manufacturers, on-line lottery system providers and other competitors, some of whom have substantially greater financial resources than we do. Our business continues to operate in a period of intense price-based competition. The award of contracts by state officials is influenced by factors including price, the ability to optimize lottery revenues through game design, technical capability, marketing capability and applications, the quality, dependability and upgrade capability of the network, production capacity, the security and integrity of the vendor's production operations, the experience, financial condition and reputation of the vendor and the satisfaction of other requirements and qualifications that lottery authorities may impose. Contract awards by lottery authorities are sometimes challenged by unsuccessful competitors, which can result in protracted legal proceedings that can result in delayed implementation or cancellation of the award.

53

We currently have three instant lottery ticket competitors in the U.S.: Pollard Banknote Limited, or Pollard, Oberthur Gaming Technologies, or OGT, a subsidiary of Group Francois-Charles Oberthur of France, and Creative Games International, Inc., a subsidiary of Canadian Bank Note Company, Ltd. We estimate that the retail sales value of our U.S. customer base was approximately 65% of total U.S. instant ticket retail sales in 2001. Except as permitted by the applicable provisions of the North American Free Trade Act with respect to Canada and Mexico, it is currently illegal to import lottery tickets into the U.S. from a foreign country. Our business could be adversely affected should additional foreign competitors in Canada or Mexico export their lottery products to the U.S. or should other foreign competitors establish printing facilities in the U.S., Canada or Mexico to supply the U.S. market. Internationally, there are many lottery instant ticket vendors which compete with us including, among others, OGT, Pollard, Creative Games and GPS Honsel.

Our principal competitors in the on-line lottery systems business are GTECH Holdings Corporation (with approximately 72% of the U.S. market based on retail sales) and Automated Wagering International Inc., or AWI, a subsidiary of International Game Technology. GTECH is also our major competitor in the international on-line market with the balance of the market being served by AWI, EssNet AB, International Lottery and Totalizator Systems, Inc. and a few other companies.

Pari-mutuel Group

Our pari-mutuel operations face significant competition from other operators in the pari-mutuel business, other gaming venues such as casinos and state sponsored lotteries and other forms of legal and illegal gaming. We compete primarily on the basis of the design, performance, reliability and pricing of our products as well as customer service. To effectively compete, we expect to make continued investments in product development and/or acquisitions of technology.

Our two principal competitors in the North American pari-mutuel wagering systems business are AmTote International, Inc. and International Game Technology, which operates its pari-mutuel wagering systems business through its subsidiary United Tote. Our competition outside of North America is more fragmented, with competition being provided by several international and regional companies. In addition, we believe we are one of the leading providers in North America of video and data simulcasting services in this highly fragmented industry. Current and future competitors in Internet-based wagering include YouBet.com and TVG.

Venue Management Group

Our venue management business competes with other pari-mutuel operations as well as other forms of gaming and other entertainment. Competition for wagers comes from casinos, racetracks, lotteries and other forms of legal and illegal gambling. Other gaming competitors operate in our licensed markets and in surrounding areas and compete for our customers, and additional competitors could be licensed, or existing regulations could be changed, so as to adversely affect our competitive position.

Telecommunications Products Group

The market for prepaid phone cards is highly fragmented but competition comes from other instant ticket lottery printers utilizing similar lottery security and printing technologies, as well as alternative printing and non-printing technologies. Our telecommunications products operations compete with other printing companies on the basis of price, availability, product features and product security. There is competition within our class of products and other technologies to provide the desired functionality. There are alternative technologies such as smart cards or alternative means to provide the funding of telephone services. We are investing in new higher speed and higher capacity printing and packaging technologies that we believe, in combination with our lottery security and

logistics expertise, will provide us a competitive advantage in this market. Our competitors in this area include OGT, Schlumberger Limited and Gemplus S.A.

Security

We recognize that security and integrity are the foundation of successful lottery and pari-mutuel organizations. As the incidence and severity of publicly reported cases of physical and computer crime continue, major lotteries periodically reassess key security questions concerning the vulnerability of lottery games. Attempts to penetrate security measures may come from various combinations of customers, retailers, vendors, lottery employees and others. Because the integrity of a lottery is essential to its successful operation, both the vendor and lottery must guard their systems against unauthorized actions. We are not aware of any practical, economically feasible way to breach the security of our instant lottery tickets, on-line games or pari-mutuel operations which could result in a material loss to any of our customers, nor are we aware of any breach thereof which has resulted in any material loss to any of our customers.

We constantly assess the adequacy of our security systems, incorporating various improvements, such as bar coding and additional layers of protection in our instant tickets. We have effected security safeguards in areas of ticket specifications, production, packaging, delivery, distribution and accounting. Also, computer function safeguards, including secure ticket data, control number encryption, winner file data, and ticket stock control have been incorporated in our data processing and the computer operations phase. We also retain a major public accounting firm to perform agreed upon procedures for each game produced before it is sent to the customer.

Employees

As of December 31, 2001, we employed approximately 2,750 persons. Most of our U.S. pari-mutuel employees involved in field operations and equipment repairs are represented by the International Brotherhood of Electrical Workers under two separate contracts, extending through October 2005 and May 2004, respectively. Most of our Canadian pari-mutuel employees are represented by the Service Employees International Union. Three of our lottery employee groups are represented by a labor union: our employees in Austria are represented by a Worker's Council, which is typical of many European companies; at the United Kingdom facility, approximately 328 employees are members of the Graphic Print and Media Union; and our lottery employees in Connecticut are represented by Truck Drivers, Chauffeurs, Warehousemen & Helpers Union Local No. 671.

Legal Proceedings

Although we are a party to various claims and legal actions arising in the ordinary course of business, we believe, on the basis of information presently available to us, that the ultimate disposition of these matters will not likely have a material adverse effect on our consolidated financial position or results of operations.

Our subsidiary, SGI, owned a minority interest in Wintech de Colombia S.A., or Wintech (now in liquidation), which formerly operated the Colombian national lottery under contract with Empresa Colombiana de Recursos para la Salud, S.A., or Ecosalud, an agency of the Colombian government. The contract projected that certain levels of lottery ticket sales would be attained and provided a penalty against Wintech, SGI and the other shareholders of Wintech of up to \$5.0 million if such performance levels were not achieved. In addition, with respect to a further guarantee of performance under the contract with Ecosalud, SGI delivered to Ecosalud a \$4.0 million bond issued by a Colombian surety, Seguros del Estado, or Seguros. Wintech started the instant lottery in Colombia, but, due to difficulties beyond its control, including, among other factors, social and political unrest in Colombia, frequently interrupted telephone service and power outages, and competition from another

lottery being operated in a province of Colombia which we believe was in violation of Wintech's exclusive license from Ecosalud, the projected sales level was not met for the year ended June 1993. On July 1, 1993, Ecosalud adopted resolutions declaring, among other things, that the contract was in default and asserted various claims for compensation and penalties against Wintech, SGI and other shareholders of Wintech. Litigation is pending in Colombia concerning various claims among Ecosalud, Wintech and SGI, relating to the termination of the contracts with Ecosalud. Ecosalud's claims are for, among other things, realization of the full amount of the penalty, plus interest and costs of the bond.

The Colombian surety, Seguros, paid \$2.4 million to Ecosalud under its \$4.0 million bond, and made demand upon SGI for that amount under the indemnity agreement between the surety and SGI. SGI declined to make or authorize any such payment and notified the surety that any payment in response to Ecosalud's demand on the bond was at the surety's risk. In a case brought in U.S. District Court in Georgia, the Colombian surety sought to recover from SGI sums paid (in SGI's view, improperly) under its surety bond, plus interest. In September 1999, the District Court granted summary judgment for the surety in the amount of approximately \$7.0 million (which included pre-judgment interest at a rate of 38.76% per annum). On appeal, the United States Court of Appeals for the Eleventh Circuit, on August 20, 2001, affirmed the judgment for the principal amount of \$2.4 million, but it vacated that part of the judgment awarding approximately \$4.6 million based on a pre-judgment interest rate of 38.76% with instructions to the District Court to recalculate pre-judgment interest. On February 22, 2002, SGI agreed to settle this matter upon payment of \$3.7 million to the Colombian surety. On February 26, 2002, SGI drew upon a \$1.5 million letter of credit posted by a former Colombian partner in order to partially fund this payment. This settlement resolves the U.S. litigation with the surety, but the litigation in Colombia remains unresolved.

SGI has been advised by Colombian counsel that SGI has various defenses on the merits as well as procedural defenses to Ecosalud's claims. We intend to vigorously pursue these defenses as appropriate. SGI also has certain cross indemnities and undertakings from the two other privately held shareholders of Wintech for their respective shares of any liability to Ecosalud. No assurance can be given that the other shareholders of Wintech will, or have sufficient assets to, honor their indemnity undertakings to SGI when the claims by Ecosalud against SGI and Wintech are finally resolved, in the event such claims result in any final liability. Although we believe that any potential losses arising from these claims will not result in a material adverse effect on our consolidated financial position or results of operations, it is not feasible to predict the final outcome, and there can be no assurance that these claims might not be finally resolved adversely to us or result in material liability.

On February 28, 2002, a class action suit on behalf of MDI's public stockholders was filed against multiple parties, including us and MDI, to enjoin our proposed acquisition of MDI on the grounds that the value of MDI's common stock is in excess of the amount we provided for in our letter of intent. On May 8, 2002, we and MDI announced that we had mutually and amicably terminated negotiations with respect to that contemplated acquisition following MDI's announcement that it had received a proposal from a third party to acquire a majority interest in MDI for \$3.30 per share in cash. In light of this development, we believe that the lawsuit currently pending relating to such terminated transaction is subject to dismissal.

GOVERNMENT REGULATION

General

Lotteries, pari-mutuel wagering, sports wagering, and video gaming may be lawfully conducted only in jurisdictions that have enacted enabling legislation. In jurisdictions that currently permit various wagering activities, regulation is extensive and evolving but customarily includes some form of licensing of a license applicant and its subsidiaries. Regulators in those jurisdictions review many facets of an applicant for or holder of a license including, among other items, financial stability, integrity and

business experience. We believe we are currently in substantial compliance with all regulatory requirements in the jurisdictions where we operate. Any failure to receive a material license or the loss of a material license that we currently hold could have a material adverse effect on our overall operations and financial condition.

In December 2000, Congress enacted legislation authorizing patrons to place pari-mutuel wagers, where lawful in each state involved, by "telephone or other electronic media" with off track betting systems in the same or different state. Regulatory authorities continue to review and interpret this legislation. New legislation may be enacted that would impose other restrictions on telephone and Internet wagering operations, and we are unable to predict whether such interpretations or legislation, if any, would have a material adverse impact on us.

While we believe that our current and planned business activities comply with all applicable laws, law enforcement authorities in certain jurisdictions have opposed the expansion of wagering via telephone and the Internet and state regulators have expressed concerns to us regarding such wagering by their citizens through racetracks serviced by our pari-mutuel wagering systems. We cannot assure you that our activities or the activities of our customers will not become the subject of any law enforcement proceeding or that such proceeding, if any, would not have a

material adverse impact on us or our business plans. Additionally, although we believe that a December 2000 amendment to the federal Interstate Horseracing Act of 1978 clarifies that account wagering, off-track betting and inter-track simulcasting, as currently conducted by the U.S. horse racing industry, are authorized under U.S. Federal law, the amendment may not be interpreted in this manner by all concerned. We cannot assure you that we can continue to conduct our pari-mutuel, account wagering, OTB and race simulcasting operations in all of the jurisdictions in which we currently operate or that a discontinuation of any of these operations would not have a material adverse impact on us or our business plans.

We have developed and implemented an extensive internal compliance program in an effort to ensure that we comply with legal requirements imposed in connection with our wagering-related activities, as well as legal requirements generally applicable to all publicly traded corporations. The compliance program is run on a day-to-day basis by a full-time compliance officer and is overseen by the Compliance Committee authorized by our Board of Directors. While we are firmly committed to full compliance with all applicable laws, there can be no assurance that such steps will prevent the violation of one or more laws or regulations, or that a violation by us or an employee will not result in the imposition of a monetary fine or suspension or revocation of one or more of our licenses.

Lottery Operations

At the present time, 38 states, the District of Columbia, Puerto Rico, the U.S. Virgin Islands, all the Canadian provinces, Mexico and many other foreign countries authorize lotteries. Lottery contracts and ongoing operations of lotteries both domestically and abroad are subject to extensive regulation. Although certain of the features of a lottery, such as the percentage of gross revenues that must be paid back to players in prize money, are usually fixed by legislation, the various lottery regulatory authorities generally exercise significant discretion, including the determination of the types of games played, the price of each wager, the manner in which the lottery is marketed and the selection of the vendors of equipment and services and retailers of lottery products. Furthermore, laws and regulations applicable to lotteries in the U.S. and foreign jurisdictions are subject to change, and the effect of such changes on our ongoing and potential operations cannot be predicted with certainty.

To ensure the integrity of the contract award and wagering process, most jurisdictions require detailed background disclosure on a continuous basis from, and conduct background investigations of, the vendor, its subsidiaries and affiliates and its principal shareholders. Background investigations of the vendor's employees who will be directly responsible for the operation of the system are also generally conducted, and most states reserve the right to require the removal of employees whom they

deem to be unsuitable or whose presence they believe may adversely affect the operational security or integrity of the lottery. Certain jurisdictions also require extensive personal and financial disclosure and background checks from persons and entities beneficially owning a specified percentage (typically five percent or more) of a vendor's securities. The failure of beneficial owners of our securities to submit to background checks and provide such disclosure could result in the imposition of penalties upon these beneficial owners and could jeopardize the award of a lottery contract to us or provide grounds for termination of an existing lottery contract.

From time to time we retain governmental affairs representatives in various states of the U.S. to advise legislators and the public concerning our views on lottery legislation, to monitor such legislation and to advise us in our relations with lottery authorities. We also make campaign contributions to various state political parties and state political candidates. We believe we have complied with applicable laws and regulations concerning campaign contributions and lobbying disclosures.

The award of lottery contracts and ongoing operations of lotteries in international jurisdictions also are extensively regulated, although this regulation usually varies from that prevailing in the U.S. Restrictions are frequently imposed on foreign corporations seeking to do business in such jurisdictions and, as a consequence, we have, in a number of instances, allied ourselves with a local company when seeking foreign lottery contracts. Laws and regulations applicable to lotteries in the U.S. and foreign jurisdictions are subject to change, and the effect of such changes on our ongoing and potential operations cannot be predicted with certainty.

Pari-mutuel Wagering

Forty-three states, Puerto Rico, all of the Canadian provinces, Mexico and many other foreign countries have authorized pari-mutuel wagering on horse races, and 16 states and many foreign countries, including Mexico, conduct pari-mutuel wagering on greyhound races. In addition, Connecticut, Rhode Island, Florida and Mexico also allow pari-mutuel wagering on jai alai matches.

Companies that manufacture, distribute and operate pari-mutuel wagering systems in these jurisdictions are subject to the regulations of the applicable regulatory authorities there. These authorities generally require a company, as well as its directors, officers, certain employees and holders of 5% or more of the company's common stock, to obtain various licenses, permits and approvals. Regulatory authorities may also

conduct background investigations of the company and its key personnel and stockholders in order to ensure the integrity of the wagering system. These authorities have the power to refuse, revoke or restrict a license for any cause they deem reasonable. The loss of a license in one jurisdiction may cause the company's licensing status to come under review in other jurisdictions as well.

In order for any of our subsidiaries to provide pari-mutuel wagering equipment and/or services to certain casinos located in Atlantic City, New Jersey, it must be licensed by the New Jersey Casino Control Commission, or New Jersey Commission, as a gaming related casino service industry in accordance with the New Jersey Casino Control Act, or the Casino Control Act, and by the New Jersey Racing Commission. An applicant for a gaming related casino service industry license is required to establish, by clear and convincing evidence, financial stability, integrity and responsibility; good character, honesty and integrity; and sufficient business ability and experience to conduct a successful operation. We must also qualify under the standards of the Casino Control Act. We and any of our applicant subsidiaries may also be required to produce such information, documentation and assurances as required by the regulators to establish the integrity of all our directors, officers and financial backers, who may be required to seek qualification or waiver of qualification. For affiliates of New Jersey casinos, the New Jersey Commission traditionally has waived the qualification requirement for investors holding less than 15% of a debt issue. For institutional investors, the New Jersey Commission

58

traditionally has waived the qualification requirement for holders if their positions are not more than 20% of the issuer's overall debt and not more than 50% of the specific debt issue.

The New Jersey Commission has broad discretion in licensing matters and may at any time condition a license or suspend or revoke a license or impose fines upon a finding of disqualification or non-compliance. The New Jersey Commission may require that persons holding five percent or more of our Class A common stock qualify under the Casino Control Act. Under the Casino Control Act, a security holder is rebuttably presumed to control a publicly traded corporation if the holder owns at least five percent of the corporation's equity securities; however, for passive institutional investors, qualification is generally not required for a position of less than 10%, and upon a showing of good cause, qualification may be excused for a position of 10% or more. Failure to qualify could jeopardize our license. In addition, the New Jersey Racing Commission also licenses our subsidiary and retains concurrent regulatory oversight over this subsidiary with the New Jersey Commission.

As a consequence of the sale of our convertible preferred stock, in 2000 the Casino Control Act required our subsidiary that held a casino service industry license to relinquish said license upon the closing of that sale and apply anew for licensure. We obtained preliminary approval from the New Jersey Racing Commission and transactional waivers from the New Jersey Commission that allow us to continue providing services to Atlantic City casinos pending investigation of the new application that we filed and until our subsidiary is relicensed and our directors, officers and certain security holders are qualified. The purchasers of our convertible preferred stock and certain of their directors, officers and shareholders may be required to seek qualification or to seek waiver of qualification. We believe that all the foregoing actions will be satisfactorily concluded in due course. However, there can be no assurance that this will be the case, and our failure to obtain any of the foregoing approvals could have a material adverse effect on us or our business plans.

Our rights to operate the Connecticut OTB system are conditioned on our continuing to hold all licenses required for the operation of the system. In addition, our officers and directors and certain other employees must be licensed. Licensees are generally required to submit to background investigations and provide required disclosures. The Division of Special Revenue of the State of Connecticut, or the Division, may revoke the license to operate the system under certain circumstances, including a false statement in the licensing disclosure materials, a transfer of ownership of the licensed entity without Division approval and failure to meet financial obligations. The approval of the Connecticut regulatory authorities is required before any off-track betting facility is closed or relocated or any new branch or simulcast facility is established. Our telephone wagering operations, based in Connecticut, are subject to the Division's regulation. We have expanded the market for our "business-to-consumer" On the Wire® account wagering business through our Connecticut OTB from 13 states to 31 states.

While in the past and at present we have been the subject of enforcement proceedings instituted by one or more regulatory bodies, we have been able to consensually resolve any such proceedings upon the implementation of remedial measures and/or the payment of settlements or monetary fines to such bodies. We do not believe that any of these proceedings, past or pending, will have a material adverse effect on us. However, there can be no assurance that similar proceedings in the future will be similarly resolved, or that such proceedings will not have a material adverse impact on our ability to retain and renew existing licenses or to obtain new licenses in other jurisdictions.

Video Gaming

Coin or voucher operated gambling devices offering electronic, video versions of spinning reels, poker, blackjack and similar games are known as VGMs or video lottery terminals, or VLTs, depending on the jurisdiction. These devices represent a growing area in the wagering

industry. We or our

59

subsidiaries manufacture and supply terminals and wagering systems designed for use as VGMs or VLTs.

Twenty-seven states and Puerto Rico authorize wagering on VGMs or VLTs at casinos, riverboats, racetracks and/or other licensed facilities. Although some states, such as Rhode Island, currently restrict VGMs or VLTs to already existing wagering facilities, others permit these devices to be placed at bars and restaurants as well. Several Native American tribes throughout the U.S. are also authorized to operate these devices on reservation lands. In addition, all of the Canadian provinces and various foreign countries have authorized their use.

From time to time, government officials in other states consider proposals to legalize or expand video gaming or video lottery in their states. Many legislators have been enthusiastic about the potential of video gaming to raise significant additional revenues. Some officials, however, are reluctant to expand gaming industry opportunities or have expressed a desire to limit video gaming to established wagering facilities if video gaming is authorized in their jurisdiction at all.

Companies that manufacture, sell or distribute VGMs or VLTs are subject to various provincial, state, county and municipal laws and regulations. The primary purposes of these rules are (i) to ensure the responsibility, financial stability and character of equipment manufacturers and their key personnel and stockholders through licensing requirements, (ii) to ensure the integrity and randomness of the machines, and (iii) to prohibit the use of VGMs or VLTs at unauthorized locations or for the benefit of undesirable individuals or entities. The regulations governing VGMs and VLTs generally resemble the pari-mutuel and sports wagering regulations in all the basic elements described above.

However, every jurisdiction has differing terminal design and operational requirements, and terminals generally must be certified by local regulatory authorities before being distributed in any particular jurisdiction. These requirements may require us or our subsidiaries to modify our terminals to some degree in order to achieve certification in particular locales. In addition, the intrastate movement of such devices in a jurisdiction where they will be used by the general public is usually allowed only upon prior notification and/or approval of the relevant regulatory authorities.

The West Virginia Lottery Commission has licensed us or our subsidiaries to supply VLTs to authorized pari-mutuel racing facilities in that state in accordance with the Racetrack Video Lottery Act. The West Virginia Lottery Commission has also granted one of our subsidiaries a Limited Video Lottery Manufacturers License.

In Canada, one of our subsidiaries has been granted registration as a casino gaming related supplier by the Alcohol and Gaming Commission of Ontario in accordance with Ontario's Gaming Control Act, 1992 and the Alberta Gaming and Liquor Commission in accordance with its Gaming and Liquor Act of Alberta. Another subsidiary has been granted interim registration as a gaming related supplier to the Manitoba Lottery Commission by the Manitoba Gaming Control Commission. The gaming laws of Ontario, Alberta and Manitoba primarily deal with the responsibility, honesty, integrity and financial stability of gaming equipment manufacturers, distributors and operators as well as persons financially interested or involved in gaming operations. To ensure the integrity of manufacturers and suppliers of gaming supplies, gaming regulators in Ontario, Alberta and Manitoba have the authority to conduct thorough background investigations of us, our officers, directors, key personnel and significant stockholders who are required to file applications detailing their personal and financial information. The gaming regulators may at any time revoke, suspend, condition or restrict a registration for an appropriate cause as determined under the applicable gaming legislation. We believe that we are in compliance with the terms and conditions of our registrations in Ontario, Alberta and Manitoba.

We may apply for all necessary licenses in other jurisdictions that may now or in the future authorize video gaming or video lottery operations. We cannot predict the nature of the regulatory schemes or the terminal requirements that will be adopted in any of these jurisdictions, nor whether we

60

or any of our subsidiaries can obtain any required licenses and equipment certifications or will be found suitable.

Federal law also affects our video gaming industry activities. The Federal Gambling Devices Act of 1962, or the Devices Act, makes it unlawful for any person to manufacture, deliver or receive gambling devices, including VGMs and VLTs, across interstate lines unless that person has first registered with the Attorney General of the U.S., or to transport such devices into jurisdictions where their possession is not

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

specifically authorized by state law. The Devices Act permits states to exempt themselves from its prohibition on transportation, and several states that authorize the manufacture or use of such devices within their jurisdictions have done so. Certain of our products, such as the PROBE® XLC terminal, are gaming devices subject to the Devices Act and state laws governing such devices. The Devices Act does not apply to machines designed for pari-mutuel wagering at a racetrack, such as our pari-mutuel wagering terminals. We have registered under the Devices Act and believe we are substantially in compliance with all of the Devices Act's record-keeping and equipment identification requirements.

Simulcasting

The Federal Communications Commission regulates the use and transfer of earth station licenses used to operate our domestic simulcasting operations.

At present, 43 states, Puerto Rico, all of the Canadian provinces, Mexico and many other foreign countries authorize interstate and/or intrastate pari-mutuel wagering, which may involve the simulcasting of the races in question. Licensing and other regulatory requirements associated with such simulcasting activities are similar to those governing pari-mutuel wagering and are generally enforced by pari-mutuel regulators. In addition, contracts with host tracks whose races are simulcast by us to other facilities within or outside the jurisdictions in which such races are held may be subject to approval by regulatory authorities in the jurisdictions from and/or to which the races are simulcast. We believe that we are in substantial compliance with applicable regulations and that we, and/or the appropriate third parties, have entered into contracts and obtained the necessary regulatory approvals to conduct current simulcast operations lawfully.

Nevada Regulatory Matters

We and certain of our wholly-owned subsidiaries are applicants or will be applicants for certain registrations, approvals, findings of suitability and licenses in the State of Nevada. There can be no assurances that the pending applications by us and our subsidiaries operating in Nevada will be approved or that, if approved, they will be approved on a timely basis or without conditions or limitations.

The manufacture, sale and distribution of gaming devices for use or play in Nevada or for distribution outside of Nevada, the manufacture and distribution of associated equipment for use in Nevada, the operation of an off-track pari-mutuel wagering system in Nevada, the operation of an off-track pari-mutuel sports wagering system in Nevada and the operation of slot machine routes in Nevada are subject to: (i) the Nevada Gaming Control Act and the regulations promulgated thereunder, or the Nevada Act; and (ii) various local ordinances and regulations. Such activities are subject to the licensing and regulatory control of the Nevada Gaming Commission, or Nevada Commission, the Nevada State Gaming Control Board, or Nevada Board, and various local, city and county regulatory agencies.

The laws, regulations and supervisory procedures of the Nevada gaming authorities are based upon declarations of public policy which are concerned with, among other things: (i) the prevention of unsavory or unsuitable persons from having a direct or indirect involvement with gaming, or manufacturing or distribution of gaming devices at any time or in any capacity; (ii) the strict regulation of all persons, locations, practices, associations and activities related to the operation of licensed

gaming establishments and the manufacture or distribution of gaming devices and equipment; (iii) the establishment and maintenance of responsible accounting practices and procedures; (iv) the maintenance of effective controls over the financial practices of licensees, including the establishment of minimum procedures for internal fiscal affairs and the safeguarding of assets and revenues, providing reliable record keeping and requiring the filing of periodic reports with the Nevada gaming authorities; (v) the prevention of cheating and fraudulent practices; and (vi) to provide a source of state and local revenues through taxation and licensing fees. Changes in such laws, regulations and procedures could have an adverse effect on our various applications in the event they are granted. No assurances can be given that the applications will be granted by the Nevada gaming authorities. The grant or denial of the applications is within the discretion of the Nevada gaming authorities.

We are an applicant for registration by the Nevada Commission as a publicly traded corporation and are or will be an applicant to be found suitable to own the stock, both directly and indirectly of various wholly-owned subsidiaries which are or will be applicants for approvals and licensing as a manufacturer, distributor and operator of a slot machine route, an operator of an off-track pari-mutuel wagering system and an operator of an off-track pari-mutuel sports wagering system. As a registered corporation, we will be required periodically to submit detailed financial and operating reports to the Nevada Commission and furnish any other information that the Nevada Commission may require. No person may become a stockholder of, or receive any percentage of profits from, our subsidiaries operating in Nevada without first obtaining licenses and approvals from the Nevada gaming authorities. We and our subsidiaries operating in Nevada have or will apply to the Nevada gaming authorities for the various registrations, approvals, permits, findings of suitability and licenses in order to engage in manufacturing, distribution, slot route activities, and off-track pari-mutuel wagering systems operations in Nevada. The following regulatory requirements will apply to us and our subsidiaries operating in Nevada if they are approved and licensed. All gaming devices and cashless wagering systems that

are manufactured, sold or distributed for use or play in Nevada, or for distribution outside of Nevada, must be manufactured by licensed manufacturers and distributed or sold by licensed distributors. All gaming devices manufactured for use or play in Nevada must be approved by the Nevada Commission before distribution or exposure for play. The approval process for gaming devices includes rigorous testing by the Nevada Board, a field trial and a determination as to whether the gaming device meets strict technical standards that are set forth in the regulations of the Nevada Commission. Associated equipment must be administratively approved by the Chairman of the Nevada Board before it is distributed for use in Nevada.

The Nevada gaming authorities may investigate any individual who has a material relationship to, or material involvement with, us or our subsidiaries operating in Nevada in order to determine whether such individual is suitable or should be licensed as a business associate of a gaming licensee. Officers, directors and certain key employees of our subsidiaries operating in Nevada are required to file applications with the Nevada gaming authorities and may be required to be licensed or found suitable by the Nevada gaming authorities. Our officers, directors and key employees who are actively and directly involved in the licensed activities of our subsidiaries operating in Nevada may be required to be licensed or found suitable by the Nevada gaming authorities. The Nevada gaming authorities may deny an application for licensing for any cause that they deem reasonable. A finding of suitability is comparable to licensing, and both require submission of detailed personal and financial information followed by a thorough investigation. The entity with which the applicant is employed or for which the applicant serves must pay all the costs of the investigation. Changes in licensed positions must be reported to the Nevada gaming authorities and in addition to their authority to deny an application for a finding of suitability or licensure, the Nevada gaming authorities have jurisdiction to disapprove a change in a corporate position.

If the Nevada gaming authorities were to find an officer, director or key employee unsuitable for licensing or unsuitable to continue having a relationship with us or our subsidiaries operating in

Nevada, the companies involved would have to sever all relationships with such person. In addition, the Nevada Commission may require us and our subsidiaries operating in Nevada to terminate the employment of any person who refuses to file appropriate applications. Determinations of suitability or of questions pertaining to licensing are not subject to judicial review in Nevada.

We and our subsidiaries operating in Nevada will be required to submit detailed financial and operating reports to the Nevada Commission. Substantially all material loans, leases, sales of securities and similar financing transactions by our subsidiaries operating in Nevada will be required to be reported to or approved by the Nevada Commission. If we are licensed by the Nevada gaming authorities, any (i) guarantees issued by our subsidiaries operating in Nevada in connection with any public financing; (ii) hypothecation of the assets of our subsidiaries operating in Nevada as security in connection with any financing; and/or (iii) pledges of the equity securities of our subsidiaries operating in Nevada as security in connection with any public financing will require the approval of the Nevada Commission to remain effective. If it were determined that the Nevada Act was violated by us or any of our subsidiaries operating in Nevada, the licenses we or they hold could be limited, conditioned, suspended or revoked, subject to compliance with certain statutory and regulatory procedures. In addition, any of our subsidiaries operating in Nevada, us and the persons involved could be subject to substantial fines for each separate violation of the Nevada Act at the discretion of the Nevada Commission. Limitation, conditioning or suspension of the licenses held by us and our subsidiaries operating in Nevada could (and revocation of any license would) materially adversely affect our manufacturing, distribution and system operations in Nevada. Any beneficial holder of our voting securities, regardless of the number of shares owned, may be required to file an application, be investigated, and have his suitability determined as a beneficial holder of our voting securities if the Nevada Commission has reason to believe that such ownership would otherwise be inconsistent with the declared policies of the state of Nevada. The applicant must pay all costs of investigation incurred by the Nevada gaming authorities in conducting any such investigation. The Nevada Act requires any person who acquires beneficial ownership of more than 5% of a registered corporation's voting securities to report the acquisition to the Nevada Commission. The Nevada Act requires that beneficial owners of more than 10% of a registered corporation's voting securities apply to the Nevada Commission for a finding of suitability within thirty days after the Chairman of the Nevada Board mails the written notice requiring such filing. Under certain circumstances, an "institutional investor," as defined in the Nevada Act, which acquires more than 10%, but not more than 15%, of the registered corporation's voting securities may apply to the Nevada Commission for a waiver of such finding of suitability if such institutional investor holds the voting securities for investment purposes only. An institutional investor shall not be deemed to hold voting securities for investment purposes unless the voting securities were acquired and are held in the ordinary course of business as an institutional investor and not for the purpose of causing, directly or indirectly, the election of a majority of the members of the board of directors of the registered corporation, any change in the registered corporation's corporate charter, bylaws, management, policies or operations of the registered corporation, or any of its gaming affiliates, or any other action which the Nevada Commission finds to be inconsistent with holding the registered corporation's voting securities for investment purposes only. Activities which are not deemed to be inconsistent with holding voting securities for investment purposes only include: (i) voting on all matters voted on by stockholders; (ii) making financial and other inquiries of management of the type normally made by securities analysts for informational purposes and not to cause a change in its management, policies or operations; and (iii) such other activities as the Nevada Commission may determine to be consistent with such investment intent. If the beneficial holder of voting securities who must be licensed or found suitable is a corporation, partnership or trust, it must submit detailed business and financial information including

a list of beneficial owners. The applicant is required to pay all costs of investigation.

Also under the Nevada Act and under certain circumstances, an "institutional investor" as defined in the Nevada Act, which intends to acquire not more than 15% of any class of nonvoting securities of

a privately-held corporation, limited partnership or limited liability company that is also a registered holding or intermediary company or the holder of a gaming license, may apply to the Nevada Commission for a waiver of the usual prior licensing or finding of suitability requirements if such institutional investor holds such nonvoting securities for investment purposes only. An institutional investor shall not be deemed to hold nonvoting securities for investment purposes unless the nonvoting securities were acquired and are held in the ordinary course of business as an institutional investor, do not give the institutional investor management authority, and do not, directly or indirectly, allow the institutional investor to vote for the election or appointment of members of the board of directors, a general partner or manager, cause any change in the articles of organization, operating agreement, other organic document, management, policies or operations, or cause any other action that the Nevada Commission finds to be inconsistent with holding nonvoting securities for investment purposes only. Activities that are not deemed to be inconsistent with holding nonvoting securities for investment purposes only include: (i) nominating any candidate for election or appointment to the entity's board of directors or equivalent in connection with a debt restructuring; (ii) making financial and other inquiries of management of the type normally made by securities analysts for informational purposes and not to cause a change in the equity's management, policies or operations; and (iii) such other activities as the Nevada Commission may determine to be consistent with such investment intent. If the beneficial holder of nonvoting securities who must be licensed or found suitable is a corporation, partnership or trust, it must submit detailed business and financial information including a list of beneficial owners. The applicant is required to pay all costs of investigation.

Any person who fails or refuses to apply for a finding of suitability or a license within thirty days after being ordered to do so by the Nevada Commission or the Chairman of the Nevada Board, may be found unsuitable. The same restrictions apply to a record owner if the record owner, after request, fails to identify the beneficial owner. Any stockholder found unsuitable and who holds, directly or indirectly, any beneficial ownership of the common stock beyond such period of time as may be prescribed by the Nevada Commission may be guilty of a criminal offense. We will be subject to disciplinary action if, after we receive notice that a person is unsuitable to be a stockholder or to have any other relationship with us, our subsidiaries operating in Nevada or we (i) pay that person any dividend or interest upon our voting securities, (ii) allow that person to exercise, directly or indirectly, any voting right conferred through securities held by that person, (iii) pay remuneration in any form to that person for services rendered or otherwise, or (iv) fail to pursue all lawful efforts to require such unsuitable person to relinquish his voting securities including, if necessary, the immediate purchase of said voting securities for cash at fair market value.

The Nevada Commission may, in its discretion, require the holder of any debt security of a registered corporation to file applications, be investigated and be found suitable to own the debt security of a registered corporation if the Nevada Commission has reason to believe that his acquisition of such debt security would otherwise be inconsistent with the declared policy of the State of Nevada. If the Nevada Commission determines that a person is unsuitable to own such security, then pursuant to the Nevada Act, the registered corporation can be sanctioned, including the loss of its approvals, if without the prior approval of the Nevada Commission, it: (i) pays to the unsuitable person any dividend, interest, or any distribution whatsoever; (ii) recognizes any voting right by such unsuitable person in connection with such securities; (iii) pays the unsuitable person remuneration in any form; or (iv) makes any payment to the unsuitable person by way of principal, redemption, conversion, exchange, liquidation, or similar transaction.

We and our subsidiaries operating in Nevada will be required to maintain a current stock ledger in Nevada, which may be examined by the Nevada gaming authorities at any time. If any securities are held in trust by an agent or by a nominee, the record holder may be required to disclose the identity of the beneficial owner to the Nevada gaming authorities. A failure to make such disclosure may be grounds for finding the record holder unsuitable. We are also required to render maximum assistance

in determining the identity of the beneficial owner. The Nevada Commission has the power to require our stock certificates to bear a legend indicating that the securities are subject to the Nevada Act.

After becoming a registered corporation, we may not make a public offering of our securities without the prior approval of the Nevada Commission if the securities or proceeds from that sale are intended to be used to construct, acquire or finance gaming facilities in Nevada, or to retire or extend obligations incurred for such purposes. Such approval, if given, does not constitute a finding, recommendation or approval by the Nevada Commission or the Nevada Board as to the accuracy or adequacy of the prospectus or the investment merits of the securities offered.

Any representation to the contrary is unlawful. While we are not yet subject to the provisions of the Nevada Act or the regulations of the Nevada Commission, such regulations also provide that any entity that is not an "affiliated company," as such term is defined in the Nevada Act, or which is not otherwise subject to the Nevada Act or such regulations, which plans to make a public offering of securities intending to use such securities, or the proceeds from the sale thereof, for the construction or operation of gaming facilities in Nevada, or to retire or extend obligations incurred for such purposes, may apply to the Nevada Commission for prior approval of such offering. The Nevada Commission may find an applicant unsuitable based solely on the fact that it did not submit such an application, unless upon a written request for a ruling, the Nevada Board Chairman has ruled that it is not necessary to submit an application.

Changes in control of a registered corporation through merger, consolidation, stock or asset acquisitions, management or consulting agreements, or any act or conduct by a person whereby he obtains control, may not occur without the prior approval of the Nevada Commission. Entities seeking to acquire control of a registered corporation must satisfy the Nevada Board and the Nevada Commission in a variety of stringent standards prior to assuming control of such Registered Corporation. The Nevada Commission may also require controlling stockholders, officers, directors and other persons having a material relationship or involvement with the entity proposing to acquire control, to be investigated and licensed as part of the approval process relating to the transaction.

The Nevada Legislature has declared that some corporate acquisitions opposed by management, repurchases of voting securities and corporate defense tactics affecting Nevada corporate gaming licensees, and registered corporations that are affiliated with those operations, may be injurious to stable and productive corporate gaming. The Nevada Commission has established a regulatory scheme to ameliorate the potentially adverse effects of these business practices upon Nevada's gaming industry and to further Nevada's policy to: (i) assure the financial stability of corporate gaming licensees and their affiliates; (ii) preserve the beneficial aspects of conducting business in the corporate form; and (iii) promote a neutral environment for the orderly governance of corporate affairs. Approvals are, in certain circumstances, required from the Nevada Commission before the registered corporation can make exceptional repurchases of voting securities above the current market price thereof and before a corporate acquisition opposed by management can be consummated. The Nevada Act also requires prior approval of a plan of recapitalization proposed by the registered corporation's Board of Directors in response to a tender offer made directly to the registered corporation's stockholders for the purposes of acquiring control of the registered corporation.

License fees and taxes, computed in various ways depending on the type of gaming or activity involved, are payable to the State of Nevada and to the counties and cities in which gaming operations are to be conducted. Depending upon the particular fee or tax involved, these fees and taxes are payable either monthly, quarterly or annually and are based upon either: (i) a percentage of the gross revenues received; or (ii) the number of gaming devices operated. Annual fees are also payable to the State of Nevada for renewal of licenses as a manufacturer, distributor, operator of a slot machine route and operator of an off-track pari-mutuel wagering system.

Any person who is licensed, required to be licensed, registered, required to be registered, or is under common control with such persons, and who proposes to become involved in a gaming venture outside of Nevada, is required to deposit with the Nevada Board, and thereafter maintain, a revolving fund in the amount of \$10,000 to pay the expenses of investigation by the Nevada Board of their participation in such foreign gaming. The revolving fund is subject to increase or decrease in the discretion of the Nevada Commission. Thereafter, licensees are required to comply with certain reporting requirements imposed by the Nevada Act. A licensee is also subject to disciplinary action by the Nevada Commission if it knowingly violates any laws of the foreign jurisdiction pertaining to the foreign gaming operation, fails to conduct the foreign gaming operation in accordance with the standards of honesty and integrity required of Nevada gaming operations, engages in activities that are harmful to the state of Nevada or its ability to collect gaming taxes and fees, or employs a person in the foreign operation who has been denied a license or finding of suitability in Nevada on the ground of personal unsuitability.

Application of Additional or Future Regulatory Requirements

In the future, we intend to seek the necessary licenses, approvals and findings of suitability for us, our personnel and products in other jurisdictions throughout the world wherever significant sales are anticipated to be made. There can be no assurance, however, that such licenses, approvals or findings of suitability will be obtained or, if obtained, will not be conditioned, suspended or revoked or that we will be able to obtain the necessary approvals for any future products as they are developed. If a license, approval or a finding of suitability is required by a regulatory authority and we fail to obtain the necessary license, approval or finding, we may be prohibited from selling our products for use in the respective jurisdiction or may be required to sell our products through other licensed entities at a reduced profit.

MANAGEMENT

Directors and Executive Officers

Certain information concerning our directors and executive officers is set forth below:

Name	Age	Position
A. Lorne Weil	56	Chairman of the Board, President and Chief Executive Officer(1)(4)
Larry J. Lawrence	59	Vice Chairman of the Board(1)(2)(3)
W. Walker Lewis	57	Director
Colin J. O'Brien	63	Director(2)
Sir Brian G. Wolfson	66	Director(2)
Alan J. Zakon	66	Director(1)(3)(4)
Antonio Belloni	52	Director(4)
Rosario Bifulco	47	Director(2)(3)
Peter A. Cohen	55	Director(1)
Michael S. Immordino	41	Director
DeWayne E. Laird	54	Vice President, Chief Financial Officer and Controller
Martin E. Schloss	55	Vice President, General Counsel and Secretary
William J. Huntley	52	President, Systems Division of Scientific Games International, Inc.
Cliff O. Bickell	59	President, Printed Products Division of Scientific Games International, Inc.

- (1) Member of Executive Committee
- (2) Member of Audit Committee
- (3) Member of Compensation Committee
- (4) Member of Nominating Committee

All of our directors hold office until the next annual meeting of stockholders and thereafter until their successors have been elected and qualified. Our officers hold office for an indefinite term, subject to the discretion of our Board of Directors.

Our Board of Directors consists of ten members. The holders of our Series A Convertible Preferred Stock have the right to designate and elect four members of our Board (or a lesser number in the event that their ownership level declines). The holders of the Series A Convertible Preferred Stock have elected as directors Peter Cohen, Antonio Belloni, Rosario Bifulco and Michael Immordino.

A. Lorne Weil has been a director of the Company since December 1989, Chairman of the Board since October 31, 1991, Chief Executive Officer since April 1992 and President since August 1997. Mr. Weil held various senior management positions with us and our subsidiaries from October 1990 to April 1992 and was a director and consultant to Autotote Systems, Incorporated from 1982 until we acquired it in 1989. Mr. Weil was President of Lorne Weil, Inc., a firm providing strategic planning and corporate development services to high technology industries, from 1979 to November 1992. Mr. Weil is currently a director of Fruit of the Loom, Inc. and Bluefly, Inc.

Larry J. Lawrence has been a director of the Company since December 1989 and Vice Chairman of the Board since August 1997. Mr. Lawrence has been managing partner of LTOS II Partners, the general partner of Lawrence, Tyrrell, Ortale & Smith II, a private equity fund manager, since 1990. Mr. Lawrence has been the general partner of Allegra Partners III, L.P., the general partner of Allegra Capital Partners III, L.P., since May 1995 and has been managing partner of Allegra Partners IV, L.P., the general partner of Allegra Capital Partners IV, L.P., since January 2000. From 1985 to 2000,

Mr. Lawrence was managing partner of Lawrence, Tyrell, Ortale & Smith, a private equity fund manager. Mr. Lawrence served as a director of Autotote Systems, Incorporated until we acquired it in 1989. Mr. Lawrence is currently a director of Globe Tax Services, Inc.

W. Walker Lewis has been a director of the Company since March 2001. Mr. Lewis is the Chairman of Devon Value Advisers, a financial consulting and investment banking firm. From 1995 to 1997, Mr. Lewis was a Senior Advisor with SBC Warburg Dillon Read Inc. From April 1994 to December 1994, he was a Managing Director of Kidder Peabody, where he was also a member of the firm's management committee. From April 1992 to December 1993, he served as President of Avon North America and as Executive Vice President of Avon Corporate. Mr. Lewis is currently Chairman of London Fog Industries and a director of American Management Systems, Inc., Mrs. Fields Original Cookies, Owens Corning and Unilab Corporation.

Colin J. O'Brien has been a director of the Company since September 2000. Between February 1992 and his retirement in January 2001, Mr. O'Brien was employed in various positions with Xerox Corporation, including Vice President, President of the Document Production Systems Division, Chief Executive Officer of the New Enterprise Board and Executive Chairman of XESystems, Inc., a subsidiary of Xerox. In 1986, Mr. O'Brien formed an investment company with E.M. Warburg Pincus & Co. Inc., making a number of acquisitions in defense electronics. Prior to that time, Mr. O'Brien served as Chief Executive of Times Fiber Communications, Inc. and President of General Instrument's cable television operations. He has held management positions with Union Carbide in both Canada and Europe. Mr. O'Brien is currently a member of the Board of Directors of Document Sciences Corporation and several privately held companies.

Sir Brian G. Wolfson has been a director of the Company since 1988. Sir Brian served as Vice Chairman of our Board of Directors from May 1995 to August 1997 and as Acting President and Chief Executive Officer from June 1991 to October 1991. Sir Brian served as Chairman of Wembley plc, a United Kingdom corporation, from 1987 to May 1995, and as its Deputy Chairman from May 1995 to September 1995. Sir Brian is currently Chairman of the Board of Fruit of the Loom, Inc., Chairman of the Board of Kepner-Trejoie Inc. and a director of Playboy Enterprises, Inc.

Alan J. Zakon has been a director of the Company since 1993 and Chairman of the Executive Committee of the Board since August 1997. Mr. Zakon served as Vice Chairman of our Board of Directors from May 1995 to August 1997. Mr. Zakon served as a managing director of Bankers Trust Corporation from 1989 to April 1995, and as Chairman of the Strategic Policy Committee of Bankers Trust Corporation from 1989 to 1990. Mr. Zakon served as Chairman of the Board of The Boston Consulting Group from 1986 until 1989. Mr. Zakon is currently a director of MicroFinancial Inc. and Arkansas Best Corporation.

Antonio Belloni has been a director of the Company since June 2002. Mr. Belloni has served as Deputy Chairman of Lottomatica S.p.A. since March 2002 and as Managing Director of De Agostini S.p.A., the majority stockholder of Lottomatica, since May 2000. He has served in various positions of De Agostini since March 1998. From May 1990 to February 1998, Mr. Belloni was the Chief Executive Officer of Camfin S.p.A., a holding company which controls, among others, the Pirelli Group. From September 1984 to April 1990, he was Chief Executive Officer of Andrea Merzario S.p.A., a leading integrated logistics services provider.

Rosario Bifulco has been a director of the Company since June 2002. Mr. Bifulco has served as CEO-Managing Director of Lottomatica S.p.A. since March 2002. From December 1993 to March 2002, Mr. Bifulco was Vice President and Managing Director of Techint S.p.A., a leading engineering and construction company, and from January 1994 to April 2002 he served as Managing Director of Techosp S.p.A., a start up company controlled by Techint Group. Since May 2002, Mr. Bifulco has also served as CEO of Techosp S.p.A. From December 1999 to March 2002, he was the Managing Director of Techint Finanziaria, the European holding company of Techint Group. From November 1988 to

November 1993, Mr. Bifulco served as Division General Manager of Gilardini S.p.A., the industrial and automotive components division of FIAT Group.

Peter A. Cohen has been a director of the Company since September 2000. Mr. Cohen is a principal of Ramius Capital Group, LLC, a private investment firm. From November 1992 until May 1994, Mr. Cohen was Vice Chairman and a director of Republic New York Corporation, as well as a member of its management executive committee. Mr. Cohen was also the Chairman of Republic New York Corporation's wholly-owned subsidiary, Republic New York Securities Corporation. From February 1990 to November 1992, Mr. Cohen was a private investor and an advisor to several industrial and financial companies. From 1983 to 1990, Mr. Cohen was Chairman of the Board and

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

Chief Executive Officer of Shearson Lehman Brothers. Mr. Cohen has served on a number of corporate, industry and philanthropic boards, including The New York Stock Exchange, The American Express Company, The Federal Reserve Capital Market Advisory Board, The Depository Trust Company, Olivetti S.p.A., Ohio State University Foundation, The New York City Opera and Telecom Italia S.p.A. Mr. Cohen currently serves as a director of Presidential Life Corporation, Mount Sinai Hospital and Titan Corporation.

Michael S. Immordino has been a director of the Company since September 2000. Mr. Immordino is a partner of the worldwide law firm of Latham & Watkins, based in its London office. Prior to joining Latham & Watkins, Mr. Immordino was a partner in the firm of Rogers & Wells.

DeWayne E. Laird has been the Company's Vice President and Chief Financial Officer since November 1998 and our Corporate Controller since April 1996. From January 1992 to March 1996, Mr. Laird was President of Laird Associates, PC, a CPA firm providing financial consulting services to a variety of industries. From April 1984 to December 1991, he held various senior positions with Philadelphia Suburban Corporation, including Chief Financial Officer and Treasurer.

Martin E. Schloss has been the Company's Vice President and General Counsel since December 1992 and Secretary since May 1995. Mr. Schloss also serves as a Vice President and Secretary of most of our subsidiaries. From 1976 to 1992, Mr. Schloss served in various positions in the legal department of General Instrument Corporation, with the exception of a hiatus of approximately one and one-half years.

William J. Huntley joined the Company in 1973 and has served as served as President of Scientific Games International, Inc.'s Systems division since September 2000. Mr. Huntley served as President of Autotote Lottery Corporation from November 1997 until its merger into Scientific Games International, Inc.. He served as Vice President of Autotote Systems, Inc. from June 1989 to November 1997 and as Vice President of Operations of the Company from 1991 to 1994.

Cliff O. Bickell became President-Printed Products Division of Scientific Games International, Inc. in September, 2000 after the acquisition of SGHC. Having joined SGHC in 1995, he previously served as Vice President, Treasurer and Chief Financial Officer. Prior to joining SGHC, Mr. Bickell was Vice President, Chief Financial Officer and Treasurer of Paragon Trade Brands, a multi-national consumer products manufacturer. In addition, Mr. Bickell has held positions as Senior Vice President, Corporate Administration-Chief Financial Officer of W.A. Krueger Co., a commercial printing company, and Treasurer of Dataproducts Corporation, a multinational electronics manufacturer.

69

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information as of March 31, 2002 as to the security ownership of those persons known to us to be the beneficial owners of more than five percent of our outstanding shares of Class A common stock and our outstanding shares of Series A Convertible Preferred Stock, each of our directors, each of our executive officers, and all of our directors and executive officers as a group. Except as otherwise indicated, the stockholders listed in the table below have sole voting and investment power with respect to the shares indicated.

Name	Shares of Common Stock		Shares of Preferred Stock(16)	
	Number(1)	Percent(1)	Number(1)	Percent(1)
Cirmatica Gaming, S.A. (affiliated entity of Lottomatica S.p.A.) Rambla de Catalunya 16, 4E2a Barcelona, Spain 08007	21,716,204(2)	33.56%	1,207,421(17)	97.56%
Oaktree Capital Management, LLC 333 South Grand Avenue Los Angeles, CA 90071	3,900,000(3)	9.07%	0	0
Olivetti International S.A. 125 Avenue du X Septembre Luxembourg	1,184,424(4)	2.68%	65,854(18)	5.32%
A. Lorne Weil c/o Scientific Games Corporation	3,723,080(5)	8.30%	0	0

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

	<u>Shares of Preferred Stock(16)</u>			
750 Lexington Avenue, 25th Floor New York, New York 10022				
Larry J. Lawrence c/o Allegra Partners	2,590,995(6)	5.92%	0	0
515 Madison Avenue, 29th Floor New York, New York 10022				
Peter A. Cohen	1,403,026(7)	3.20%	30,183(19)	2.44%
Alan J. Zakon	1,283,230(8)	2.97%	0	0
Antonio Belloni	0	*	0	0
Rosario Bifulco	0	*	0	0
Michael S. Immordino	25,607(9)	*	0	0
W. Walker Lewis	15,930(9)	*	0	0
Colin J. O'Brien	35,607(9)	*	0	0
Sir Brian G. Wolfson	223,107(10)	*	0	0
DeWayne E. Laird	223,750(11)	*	0	0
Martin E. Schloss	369,653(12)	*	0	0
William J. Huntley	347,386(13)	*	0	0
Clifford O. Bickell	43,250(14)	*	0	0
All directors and executive officers as a group (consisting of 14 persons)(5)(6)(7)(8)(9) (10)(11)(13)(14)	10,284,621(15)	21.57%	30,183(19)	2.44%

*

Represents less than 1% of the outstanding shares of common stock.

(1)

Beneficial ownership as reported in the above table has been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934. Owners of our options, warrants, Preferred

70

Stock or other convertible securities exercisable or convertible within 60 days of March 31, 2002 are deemed to be the beneficial owners of the securities which may be acquired. The percentage of outstanding securities reported reflects the assumption that only the person whose ownership is being reported has exercised or converted his options, warrants or Preferred Stock.

(2)

Includes 19,742,158 shares issuable upon conversion of Preferred Stock held by Cirmatica Gaming, S.A. ("Cirmatica"), representing 31.47% of our outstanding Common Stock. Also includes (a) 1,184,424 shares issuable upon conversion of Preferred Stock held by Olivetti International S.A. ("Olivetti"), and (b) 789,622 shares issuable upon conversion of Preferred Stock held by The Oak Fund ("Oak"), all which shares are subject to a voting agreement dated September 6, 2000 among Cirmatica, Olivetti, and Oak (the "Voting Agreement"). Pursuant to the Voting Agreement, Cirmatica has the power to direct the voting of the shares held by Olivetti on all matters and to direct the voting of the shares held by Oak with respect to electing the persons who the holders of the Preferred Stock have the right to elect to our Board of Directors. Cirmatica Gaming, S.A. is a wholly owned subsidiary of Lottomatica S.p.A., a public Italian company, and was formed to hold and control Lottomatica's investment in the Company. Pursuant to a tender offer effected on February 5, 2002, De Agostini S.p.A., a privately held limited liability company organized under the laws of Italy, acquired, through its indirect wholly owned subsidiary Tyche S.p.A., approximately 59.3% of the issued and outstanding common shares of Lottomatica. The Board of Directors and Executive Officers of each of Cirmatica, Lottomatica and De Agostini as of the date thereof are set forth on Amendment No. 4 to the Statement on Schedule 13D,

dated December 4, 2001, filed on behalf of, among others, Cirmatica, Lottomatica and De Agostini on February 5, 2002.

(3)

Based on a Schedule 13G filed with the SEC on February 5, 2002 by Oaktree Capital Management, LLC. Oaktree Capital Management, LLC is a California limited liability company and general partner of OCM Opportunities Fund, L.P., a Delaware limited partnership. The members and executive officers of Oaktree and the Fund are set forth on Amendment No. 6 to the Statement on Schedule 13D filed on behalf of Oaktree and the Fund on January 29, 2002. Bruce A. Karsh and David Richard Masson, principals of Oaktree and portfolio managers of the Fund, share voting authority over the shares.

Edgar Filing: SCIENTIFIC GAMES CORP - Form S-3/A

- (4) Consists of 1,184,424 shares issuable upon conversion of Preferred Stock held by Olivetti. As described in footnote 2 above, Cirmatica has sole power to direct the voting of these securities.
- (5) Includes (a) 1,784,750 shares issuable upon exercise of stock options, (b) 28,691 shares issuable upon exercise of a warrant and (c) 25,859 shares of deferred stock. Also includes (a) 108,445 shares and (b) 14,345 shares issuable upon exercise of a warrant held for Mr. Weil's deferred compensation account by a grantor trust established in connection with the Company's deferred compensation plan. Excludes 297,076 shares held by The Lorne Weil 1989 Trust, John Novogrod, Trustee, as to which Mr. Weil disclaims beneficial ownership.
- (6) Includes (a) 175,000 shares issuable upon exercise of a stock option and (b) 594,914 shares issuable upon exercise of a warrant.
- (7) Includes 12,500 shares issuable upon exercise of a stock option held by Mr. Cohen. Also includes (a) 964,959 shares held by Ramius Securities, LLC ("Ramius Securities") (which holdings consist of (i) 172,100 shares (ii) 542,859 shares issuable upon conversion of Preferred Stock and (iii) 250,000 shares issuable upon exercise of a warrant), and (b) 412,460 shares held by third party accounts managed by Ramius Securities (124,900 of which shares are held for the accounts of Peter Cohen and members of his immediate family). Mr. Cohen is one of three managing members of C4S & Co., LLC, the sole managing member of Ramius Capital Group, LLC, which is the parent company of Ramius Securities. Accordingly, Mr. Cohen may be deemed to beneficially own all of the securities held by Ramius Securities and the third party accounts. Mr. Cohen disclaims beneficial ownership of such securities except 124,900 of the shares held by the third party accounts.
- (8) Includes 170,000 shares issuable upon exercise of stock options.

71

- (9) Includes 12,500 shares issuable upon exercise of stock options.
- (10) Includes 120,000 shares issuable upon exercise of stock options.
- (11) Includes 222,250 shares issuable upon exercise of stock options.
- (12) Includes (a) 351,250 shares issuable upon exercise of stock options and (b) 3,403 shares of deferred stock.
- (13) Includes (a) 297,000 shares issuable upon exercise of stock options and (b) 1,308 shares of deferred stock.
- (14) Consists of 43,250 shares issuable upon exercise of stock options.
- (15)