

SCIENTIFIC GAMES CORP
Form 8-K
June 05, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **June 5, 2012**

SCIENTIFIC GAMES CORPORATION

(Exact name of registrant as specified in its charter)

0-13063

(Commission File Number)

Delaware
(State or other jurisdiction
of incorporation)

81-0422894
(IRS Employer
Identification No.)

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

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(Address of principal executive offices, including Zip Code)

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

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On June 5, 2012, Scientific Games Corporation (the Company) held its Annual Meeting of Stockholders. At the meeting, the Company's stockholders: (1) elected all of the Company's nominees for director; and (2) ratified the appointment of Deloitte & Touche LLP as the Company's independent auditor for the fiscal year ending December 31, 2012. The voting results are as follows:

Proposal 1: Election of Directors

| | For | Withheld | Broker Non-Votes |
|-----------------------|------------|-----------------|-------------------------|
| A. Lorne Weil | 71,732,413 | 9,521,298 | 4,550,448 |
| Michael R. Chambrello | 77,526,070 | 3,727,641 | 4,550,448 |
| Peter A. Cohen | 52,141,048 | 29,112,663 | 4,550,448 |
| Gerald J. Ford | 70,058,653 | 11,195,058 | 4,550,448 |
| David L. Kennedy | 73,848,963 | 7,404,748 | 4,550,448 |
| Paul M. Meister | 79,889,789 | 1,363,922 | 4,550,448 |
| Ronald O. Perelman | 79,769,698 | 1,484,013 | 4,550,448 |
| Michael J. Regan | 79,541,510 | 1,712,201 | 4,550,448 |
| Barry F. Schwartz | 51,929,511 | 29,324,200 | 4,550,448 |
| Frances F. Townsend | 79,082,351 | 2,171,360 | 4,550,448 |
| Eric M. Turner | 80,117,222 | 1,136,489 | 4,550,448 |

Proposal 2: Ratification of Appointment of Deloitte & Touche LLP

| For | Against | Abstain |
|------------|----------------|----------------|
| 81,602,851 | 4,147,825 | 53,483 |

In addition, stockholders representing a majority of the shares entitled to vote represented at the meeting granted the proxies named on the proxy card authority to vote upon any other matter that may have properly come before the meeting or any adjournment thereof. No other matter came before the meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SCIENTIFIC GAMES CORPORATION

| | |
|--------|--|
| By: | <i>/s/ Grier C. Raclin</i> |
| Name: | Grier C. Raclin |
| Title: | Senior Vice President, General Counsel and Corporate Secretary |

Date: June 5, 2012