

SCIENTIFIC GAMES CORP
Form S-3ASR
November 13, 2008

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As filed with the Securities and Exchange Commission on November 13, 2008

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Scientific Games International, Inc.

(as Issuer)

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	2754 (Primary Standard Industrial Classification Code Number)	58-1943521 (I.R.S. Employer Identification Number)
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Scientific Games Corporation

(as Guarantor)

(and the other Guarantors identified in the Table of Additional Guarantor Registrants Below)

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	7373 (Primary Standard Industrial Classification Code Number)	81-0422894 (I.R.S. Employer Identification Number)
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Scientific Games Corporation
750 Lexington Avenue, 25th Floor
New York, New York 10022
(212) 754-2233

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ira H. Raphaelson, 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:

Thomas D. Balliett, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, New York 10036
(212) 715-9100

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Approximate Date of Commencement of Proposed Sale to the Public:

From time to time after the effective date 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, please 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 this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated
filer

Accelerated
filer

Non-accelerated
filer

Smaller reporting
company

(do not check if
a smaller
reporting
company)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
7.875% Senior Subordinated Notes due 2016	\$200,000,000	100%	\$200,000,000	\$7,860
Guarantees related to the 7.875% Senior Subordinated Notes due 2016(3)	N/A	N/A	N/A	N/A

(1) Equals the aggregate principal amount of 7.875% Senior Subordinated Notes due 2016 that we issued in a private placement on June 11, 2008.

(2) Calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").

(3) No separate consideration will be received for the guarantees, and, therefore, pursuant to Rule 457(n) under the Securities Act, no additional fee is required.

TABLE OF ADDITIONAL GUARANTOR REGISTRANTS

Name of Additional Guarantor Registrant	State of Incorporation or Formation	IRS Employer Identification Number	Commission File Number
Autotote Enterprises, Inc.*	Connecticut	06-1370549	333-
Autotote Gaming, Inc.**	Nevada	88-0415955	333-
MDI Entertainment, LLC**	Delaware	58-1943521	333-
Scientific Games Products, Inc.**	Delaware	45-0565615	333-
Scientific Games Racing, LLC**	Delaware	58-1943521	333-
Scientific Games SA, Inc.**	Delaware	58-1673074	333-
SG Racing, Inc.**	Delaware	74-3141546	333-
Trackplay LLC**	Delaware	03-0398820	333-

Addresses of Principal Executive Offices:

*
 600 Long Wharf Drive
 New Haven, CT 06511

**
 1500 Bluegrass Lakes Parkway
 Alpharetta, GA 30004

PROSPECTUS

\$200,000,000

SCIENTIFIC GAMES INTERNATIONAL, INC.
(as Issuer)

SCIENTIFIC GAMES CORPORATION
(as Guarantor)

7.875% Senior Subordinated Notes due 2016

Scientific Games International, Inc., referred to herein as the Issuer, issued \$200,000,000 in aggregate principal amount of 7.875% Senior Notes due 2016 in a private placement on June 11, 2008. This prospectus will be used by the selling noteholders to resell their notes. Neither the Issuer nor Scientific Games Corporation will receive any of the proceeds from the sale of the notes.

The selling noteholders may sell their notes either directly or through underwriters, broker-dealers or agents and in one or more transactions at fixed prices, prevailing market prices at the time of sale, varying prices determined at the time of sale or negotiated prices. If the notes are sold through underwriters, broker-dealers or agents, the selling noteholders will be responsible for underwriting discounts or commissions or broker-dealer's or agent's commissions. The selling noteholders and any underwriters, broker-dealers or agents that participate in the sale of the notes may be "underwriters" within the meaning of the Securities Act of 1933, as amended, referred to as the Securities Act in this prospectus, and any discounts, commissions, concessions or profits they earn on any resale of the securities may be underwriting discounts or commissions under the Securities Act.

Interest on the notes will be paid on June 15 and December 15 of each year, beginning on December 15, 2008. The notes will mature on June 15, 2016. The notes are subordinated to all of the Issuer's existing and future senior debt, including its indebtedness under the new credit facilities, rank equally with all of its existing and future senior subordinated debt, including its guarantee of our indebtedness under the existing notes and the convertible debentures, and rank senior to all of its future subordinated debt. The notes are guaranteed on a senior subordinated unsecured basis by Scientific Games Corporation and all of its wholly owned domestic subsidiaries (other than the Issuer). The guarantees of the notes are subordinated to all of the guarantors' existing and future senior debt, including their guarantees of the Issuer's indebtedness under the new credit facilities, rank equally with all of their existing and future senior subordinated debt, including their guarantees of our indebtedness under the existing notes and the convertible debentures, and rank senior to all of their future subordinated debt. A significant portion of our business is conducted through non-U.S. subsidiaries, which will not be guarantors of the notes. The notes will be structurally subordinated to all of the liabilities of such non-guarantor subsidiaries.

We do not intend to list the notes for trading on any national securities exchange or for quotation through any automated dealer quotation system.

Investing in these securities involves risks. Please see "Risk Factors" beginning on page 12 of this prospectus.

None of the Securities and Exchange Commission, any state securities commission, the Nevada Gaming Commission, the Nevada State Gaming Control Board, the Mississippi Gaming Commission, the Louisiana Gaming Control Board, the Indiana Gaming Commission, the New Jersey Casino Control Commission or any other gaming authority or other regulatory agency has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 13, 2008.

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We have not authorized any dealer, salesperson or other person to give any information or represent anything to you other than the information contained in this prospectus. You must not rely on unauthorized information or representations.

This prospectus does not offer to sell nor ask for offers to buy any of the securities in any jurisdiction where it is unlawful, where the person making the offer is not qualified to do so, or to any person who cannot legally be offered the securities. The information in this prospectus is current only as of the date on its cover and may change after that date.

This prospectus incorporates important business and financial information about us that is not included in or delivered with this document. You may obtain information incorporated by reference, at no cost, by writing or telephoning us at the following address:

Scientific Games Corporation
Attention: Investor Relations
750 Lexington Avenue, 25th Floor
New York, New York 10022
(212) 754-2233

See "Where you can find more information" on page i.

ABOUT THIS PROSPECTUS

In this prospectus, unless the context otherwise requires:

references to the words "Scientific Games," "we," "us," "our," and the "Company" refer to Scientific Games Corporation and its consolidated subsidiaries, including the Issuer, unless otherwise specified or the context otherwise requires;

references to the "Issuer" refer to Scientific Games International, Inc., an indirect 100%-owned subsidiary of the Company and the issuer of the notes; and

references to "guarantors" refer to Scientific Games and its 100%-owned domestic subsidiaries (other than the Issuer) that will guarantee the notes.

Certain terms used herein have been defined in "Description of notes Certain definitions" beginning on page 53 of this prospectus and in other sections under "Description of notes" beginning on page 32 of this prospectus.

The distribution of this prospectus and the offer and sale of the notes and related guarantees may be restricted by law in certain jurisdictions. Persons who come into possession of this prospectus or any of the notes must inform themselves about and observe any such restrictions. You must comply with all applicable laws and regulations in force in any jurisdiction in which you purchase, offer or sell the notes or possess or distribute this prospectus and, in connection with any purchase, offer or sale by you of the notes, must obtain any consent, approval or permission required under the laws and regulations in force in any jurisdiction to which you are subject or in which you make such purchase, offer or sale.

WHERE YOU CAN FIND MORE INFORMATION

The Issuer is not subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 12h-5 thereunder. Scientific Games is, however, subject to the informational requirements of the Exchange Act and, accordingly, files annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission, or the SEC. You may read and copy any document we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. The SEC maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

We have filed with the SEC a registration statement on Form S-3 under the Securities Act with respect to this offering. This prospectus does not contain all of the information contained in the registration statement and the exhibits to the registration statement. Copies of our SEC filings, including the exhibits to the registration statement, are available through us or from the SEC through the SEC's website or at its facilities described above.

INCORPORATION BY REFERENCE

In this prospectus, we "incorporate by reference" certain information that we have already included in documents filed with the SEC, which means that we are disclosing important business and financial information to you by referring to those publicly filed documents that contain the information. The information incorporated by reference is considered to be part of this prospectus. We incorporate by reference the following documents we have filed with the SEC:

Annual Report on Form 10-K for the year ended December 31, 2007;

Amendment No. 1 to Annual Report on Form 10-K/A for the year ended December 31, 2007;

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Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008;

Current Reports on Form 8-K filed on April 29, 2008, May 14, 2008, June 6, 2008, June 13, 2008, August 8, 2008 and October 8, 2008.

In addition, we also incorporate by reference any filings made by us with the SEC after the date of this prospectus (excluding any information furnished to the SEC pursuant to Item 2.02 or Item 7.01 of Form 8-K and any related exhibits) under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until the termination of this offering.

References in this prospectus to this prospectus will be deemed to include the documents incorporated by reference, which are an integral part of this prospectus. You should obtain and review carefully copies of the documents incorporated by reference. Any statement contained in a document incorporated by reference in this prospectus will be deemed to be modified or superseded to the extent a statement contained in this prospectus or any other subsequently filed document that is incorporated by reference in this prospectus modifies or supersedes such statement. In addition, information contained in this prospectus will be modified or superseded by information in any such subsequently filed documents that are incorporated by reference in this prospectus. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may request a copy of these filings, at no cost, by writing or telephoning us at the address on the previous page of this prospectus. Exhibits to the filings will not be sent, however, unless those exhibits have been specifically incorporated by reference in this prospectus.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained or incorporated by reference in this prospectus constitute "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements describe future expectations, plans, results or strategies, and can often be identified by the use of terminology such as "may," "will," "estimate," "intend," "continue," "believe," "expect," "anticipate," "could," "potential," "opportunity," or similar terminology. These statements are based upon management's current expectations, assumptions and estimates, and are not guarantees of future results or performance. Actual results may differ materially from those projected in these statements due to a variety of risks and uncertainties and other factors, including, among other things: competition; material adverse changes in economic and industry conditions in the Company's markets; technological change; retention and renewal of existing contracts and entry into new contracts; availability and adequacy of cash flow to satisfy obligations and indebtedness or future needs; protection of intellectual property; security and integrity of software and systems; laws and government regulations, including those relating to gaming licenses, permits and operations; inability to identify, complete and integrate future acquisitions; seasonality; dependence on suppliers and manufacturers; factors associated with foreign operations; dependence on key personnel; failure to perform on contracts; resolution of pending or future litigation; labor matters; and stock price volatility. For a discussion of other factors that may affect our business, you should also read carefully the factors described in the "Risk factors" section of this prospectus. Additional information regarding risks and uncertainties and other factors that could cause actual results to differ materially from those contemplated in forward-looking statements is included from time to time in the Company's filings with the Securities and Exchange Commission, including the Company's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the quarter ended September 30, 2008. Forward-looking statements speak only as of the date they are made, and except for the Company's ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

PROSPECTUS SUMMARY

This summary highlights the information contained elsewhere in this prospectus (including documents incorporated by reference). Because this is only a summary, it does not contain all of the information that may be important to you. For a complete understanding of this offering, we encourage you to read this entire prospectus and the documents to which this prospectus refers. You should read the following summary together with the more detailed information and consolidated financial statements and the notes to those statements included in the documents filed by us with the SEC, which are incorporated by reference in this prospectus.

Our company

Overview

Scientific Games Corporation was incorporated in the State of Delaware on July 2, 1984. We are a leading supplier of technology-based products, systems and services to gaming markets worldwide. We believe we offer our customers the widest array of technologically advanced products and services in each market we serve. We report our operations in three business segments: Printed Products Group, Lottery Systems Group, and Diversified Gaming Group.

Printed Products Group (51% of 2007 revenue)

Our Printed Products Group is composed of our instant lottery ticket business and our prepaid phone card business.

We believe we are the leading provider of instant lottery tickets in the world. Our instant ticket customers include 40 of the 42 U.S. jurisdictions that currently sell instant lottery tickets, and we have sold instant tickets and related services to lotteries in over 50 other countries. We believe that our innovative products and services allow lotteries to increase their retail sales of instant tickets.

Instant ticket and related services include ticket design and manufacturing, as well as value-added services such as game design, sales and marketing support, specialty games and promotions, inventory management and warehousing, and fulfillment services. We provide lotteries with access to some of the world's most popular entertainment brands, including Deal or No Deal[®], Major League Baseball[®], National Basketball Association, Harley-Davidson[®], Wheel-of-Fortune[®], Monopoly[®], Corvette[®] and World Poker Tour[®]. We also provide lotteries with customized partnerships, or cooperative service programs, to help lotteries efficiently and effectively manage and support their operations to achieve greater retail sales and lower operating costs.

We believe we are one of the largest suppliers of paper-based prepaid phone cards in the world. Prepaid phone cards utilize the same secure process that we employ in the production of instant lottery tickets, which helps ensure the integrity and reliability of the product. Prepaid phone cards offer consumers a cost-effective way to purchase cellular airtime, without requiring wireless service providers to extend credit or consumers to commit to contracts.

Lottery Systems Group (25% of 2007 revenue)

We believe we are a leading provider of sophisticated, customized computer software, equipment and data communication services to government-sponsored and privately operated lotteries in and outside the United States. This business includes the provision of transaction-processing software for the accounting and validation of both instant and online lottery games, point-of-sale terminals, central site computers, communications technology, and ongoing support and maintenance for these products. Central computer systems, terminals and associated software are typically provided in the United States through facilities management contracts and internationally through outright sales. We have contracts

to operate online lottery systems for 16 of the 44 U.S. jurisdictions that operate online lotteries and we believe we are the second largest online lottery provider in Europe.

Diversified Gaming Group (24% of 2007 revenue)

Our Diversified Gaming Group provides services and systems to private and public operators in the wide area gaming markets and in the pari-mutuel wagering industry. Our product offerings include server-based gaming machines (including our Nevada dual screen terminals, which can offer Great Britain regulated Category B2 and B3 content on the same machines), video lottery terminals ("VLTs"), monitor games, wagering systems for the pari-mutuel racing industry, sports betting systems and services, and Great Britain regulated Category C Amusement With Prize ("AWP") and Skill With Prize ("SWP") terminals. Business units within the Diversified Gaming Group include: Global Draw Limited and certain related companies ("Global Draw"), a leading supplier of gaming terminals, systems and monitor games to licensed bookmakers, primarily in the U.K., Austria and Mexico; Scientific Games Racing, LLC, a leading worldwide supplier of computerized systems for pari-mutuel wagering; Games Media Limited ("Games Media"), our AWP and SWP terminal supplier to the U.K. public house (or pub) market; and our venue management gaming operations in Connecticut, Maine and The Netherlands.

Consortio Lotterie Nazionali

We are a member of Consortio Lotterie Nazionali ("CLN"), a consortium consisting principally of the Company, Lottomatica S.p.A, and Arianna 2001, a company owned by the Federation of Italian Tobacconists. The consortium has a contract with the Italian Monopoli di Stato to be the exclusive operator of the Italian Gratta e Vinci instant lottery. The contract commenced in 2004 and has an initial term of six years with a six-year extension option held by the Italian Monopoli di Stato. Under our contract with the consortium, we supply instant lottery tickets, game development services, marketing support, the instant ticket management system and systems support. We also participate in the profits or losses of the consortium as a 20% equity owner, and assist Lottomatica S.p.A in the lottery operations. Our investment in the consortium resulted in a significant portion of our income in 2007. For the years ended December 31, 2007 and 2006 we recorded income of approximately \$37.7 million and \$8.3 million, respectively, attributable to our interest in CLN. In accordance with the rules and regulations of the SEC, the audited financial statements of CLN for the year ended December 31, 2007, which were prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, have been filed as an amendment to our most recent Annual Report on Form 10-K and are therefore incorporated by reference in this prospectus. For the nine months ended September 30, 2008 we recorded income of approximately \$43.0 million attributable to our interest in CLN.

Competitive strengths

Our competitive strengths include:

Leading industry positions. We are a leading supplier of technology-based products, systems and services to gaming markets worldwide and a leading worldwide provider of services, systems and products to the lottery industry. Our instant ticket customers include 40 of the 42 U.S. jurisdictions that currently sell instant lottery tickets, and we have sold instant tickets and related services to lotteries in over 50 other countries. In our instant ticket business, we have invested heavily in security technologies and branding initiatives that have allowed us to maintain our industry position. In addition, in states where we provide cooperative services, we have been successful in increasing revenues and reducing costs for the states, thereby strengthening our customer relationships. We also have contracts to operate online lotteries for 16 of the 44 U.S. jurisdictions that currently operate online lotteries and we believe that we are the second largest

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online lottery provider in Europe. For our U.S. lottery contracts, we are the exclusive provider of online lottery systems to that particular state and typically the primary supplier of instant tickets to that state. Under a typical U.S. online lottery contract, we supply the equipment, software and maintenance on our proprietary systems, which creates switching costs, including a risk of lost sales to the lottery. In our Diversified Gaming Group, we have developed proprietary games and have invested a significant amount of capital to develop, build and install state-of-the art pari-mutuel wagering and communications networks throughout North America, the U.K. and other countries. We are one of the three largest suppliers of wide area gaming systems and terminals in the U.K. In addition, we are one of the largest suppliers of paper-based prepaid phone cards in the world. We attribute our leadership position in each of these businesses primarily to our technological expertise, well-established customer relationships, high level of customer service, low-cost manufacturing capabilities and ability to offer a broad array of products and value added-services.

Substantial recurring revenue. We typically provide our lottery and diversified gaming services pursuant to long-term contracts. 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. We have experienced a very high success rate on our re-bidding efforts for existing contracts following the expiration of the initial term and all renewal options. Our U.S. online lottery contracts typically have a minimum initial term of five years, with additional renewal options. Contracts in the wide area gaming industry are typically for an initial period of two to four years. Under the wide area gaming contracts, we are typically paid a fee equal to a percentage of our customer's revenues generated from wagers on each terminal. In addition, we own our Connecticut off-track betting ("OTB") licenses and operations in perpetuity, subject to our compliance with certain licensing requirements. We also hold one of five OTB licenses within the state of Maine and are the exclusive licensed operator for all pari-mutuel wagering in the Netherlands. Additionally, in December 2007, we were awarded a four-year contract by William Hill to supply gaming machines to 548 William Hill betting shops, which will house up to 2,192 Global Draw terminals. William Hill owns over 2,250 betting shops located across the U.K. and Ireland with an installed base of 8,300 gaming machines. For the 2007 fiscal year, we estimate that approximately 70% of our revenues were recurring in nature.

Scope of product and service offerings. We believe that we offer a broad array of products in each of the markets we serve. Our ability to offer our customers a wide range of lottery, diversified gaming and pari-mutuel products enables us to serve a substantial portion of our customers' gaming product and service demands, which we believe enhances our customer relationships. Moreover, our extensive portfolio allows us to cross-sell our products and services to customers, providing us with a wide range of revenue-generating opportunities.

Superior technology. We believe that we are a technology leader in our Printed Products, Lottery Systems and Diversified Gaming businesses. The increased application of computer-based and communications technologies to the manufacturing and service of instant tickets continues to separate the printing of instant lottery tickets from conventional forms of printing. We believe we are generally recognized within the lottery business as a leader in applying these technologies to the manufacture and sale of instant tickets. In order to maintain our position as a leading innovator within the lottery business, we intend to continue to explore and develop new technologies and their applications to instant lottery tickets and systems.

In the Diversified Gaming Group, we believe that we are a technology leader in computerized wagering systems and related equipment. We have established two special purpose enterprise-level computing data centers, through which multiple racetracks and OTBs are linked to one another via dedicated, secure, high-speed communications channels. In our Global Draw

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business unit, we provide bookmakers with a turnkey offering that includes remote management of game content and wagering terminals, central computer systems, data communication and field support. We develop our own proprietary game content, supplemented by third-party content as needed, and games are displayed on our state-of-the-art terminals, including our Nevada gaming terminals. We believe that these terminals achieve higher revenue levels for our customers than those provided by the competition, in part because the Nevada terminal provides customers the flexibility of switching from Category B2 to Category B3 content.

Business strategies

Our strategies include:

Expand industry share. We are pursuing new opportunities in our existing businesses. In the ordinary course of business, contracts of our competitors expire or become subject to competitive bidding processes. Within the next 12 months, for example, three of our competitors' contracts in the domestic instant ticket business will expire, which we expect will become subject to a competitive bidding process, including a sizable contract in New Jersey. Also over the next 12 months, three of our competitors' contracts in the domestic online lottery business will expire, each of which we expect will become subject to a competitive bidding process, including a sizable contract in New York. We believe our technological expertise in the instant ticket business combined with our ability to provide revenue-enhancing cooperative services and licensed brand products will enhance our likelihood of success in these and other future bidding processes. We believe that our recent successful bids for online lottery contracts in Connecticut and Pennsylvania, coupled with our leadership position in the instant ticket lottery business, position us to leverage our long-term customer relationships with state lottery authorities. We intend to bid competitively for new contracts that we believe will achieve certain targets for return on investment.

We believe the higher per capita wagering that our customers are able to realize with our games and terminals in the U.K. wide area gaming market will offer continued opportunities to expand our share of the bet shop business. We believe that our recent William Hill contract award to supply gaming machines to 548 of their betting shops, which will house up to 2,192 Global Draw terminals, is an example of one such opportunity. In addition, we believe that the public house business in the U.K. is only at the beginning of the transition from analog gaming to digital gaming, and that, given our technological capabilities, we are uniquely positioned to take advantage of the opportunities arising from this transition.

Develop new products in existing businesses. We believe innovative products, such as multiplay electronic instant tickets, the new Wave terminal, and new games we are developing for the U.K. market will drive growth by attracting new lottery and gaming customers from both traditional and non-traditional venues. We intend to exploit the opportunities of our existing licensed brand products within the lottery and wide area gaming markets and to add new brands to our portfolio. We believe that development of new proprietary playing propositions in the online lottery business, such as Multi-hand Easy Win, our Monitor Game portfolio, the patent-pending Poker Slots instant win concept, and the Linked Games category with Wheel of Fortune®, which will be launched in 2009, will incrementally increase our customers' lottery sales and our revenues. Some of these proprietary products may have the potential to generate revenues from lotteries that are currently not our customers.

Increase sales in new markets. We believe that growth opportunities for our lottery, wide area gaming and pari-mutuel businesses exist in international markets. The instant ticket market in China, for example, is in its early stages of development, with the China Sports Lottery generating sales at a current annual run rate of approximately \$1.6 billion following its initial

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launch in March 2008. We continue to experience strong growth of instant ticket sales in Italy and the U.K., and many of the other European lotteries constitute target markets for us due to limited instant ticket market penetration and relatively low per capita instant ticket sales. This is particularly true in the German market where we have demonstrated the benefit of our innovative products and services to expand the instant ticket market. We are also currently pursuing opportunities in Spain, Greece, Turkey, Hungary and the Czech Republic. In Asia, online lotteries are continuing to grow and we are seeking to use our domestic and international experience to bid competitively for contracts when appropriate.

In the wide area gaming market, we believe our success in the U.K. and in Mexico will provide us a competitive advantage as we pursue opportunities elsewhere, including Latin America, Central Europe and Asia.

In our venue management business, we will continue to pursue opportunities to provide venue management services to Native American venues, in a manner similar to the services we perform for the Mohegan Sun Casino in Connecticut, and we plan to explore opportunities with casinos in the Caribbean.

Continued margin improvement through operating leverage and re-engineering. We believe that the high fixed-cost nature of our online operations provides an opportunity for significant earnings growth. We are developing new online lottery games that we believe will generate incremental sales revenues. As these incremental sales require negligible additional materials or support, we expect that a large portion of the revenue we will derive as a percentage of these ticket sales will constitute gross profit. We continue to invest in new instant ticket production equipment to respond to market preferences and demand and to reduce our per ticket production costs. In our phone card operation, we have re-engineered the product in order to lower the production and packaging costs and to improve our margins. In the U.K. wide area gaming markets, we are leveraging the field support organization to expand its coverage to include machines in both pubs and betting shops. In our pari-mutuel business, we continue to centralize our totalisator wagering systems where permitted, thereby reducing the number of systems that we operate and lowering our operating costs. We continually re-evaluate our cost structure to improve our operating margins.

Make buttressing acquisitions. We intend to continue to pursue strategic acquisitions to expand our product and service offerings. For example, our acquisitions of Global Draw and Games Media in 2006 provided us with new markets, innovative products and intellectual property, and the acquisition of Oberthur Gaming Technologies and related companies ("OGT") in 2007 provided us with new customers and intellectual property that we have also been marketing to our existing lottery customer base. We have successfully integrated our previous acquisitions and we believe that our management team has the expertise to identify and integrate future growth opportunities.

2008 Financing Transactions

New credit facilities. On June 9, 2008, the Issuer entered into new senior secured credit facilities with JPMorgan Chase Bank, N.A. and other financial institutions, which we refer to as our new credit facilities. These new credit facilities consist of a new \$250 million senior secured revolving credit facility and a new \$550 million senior secured term loan credit facility. We have used the proceeds of the new credit facilities to repay outstanding indebtedness under our credit facilities, which we refer to as our old credit facilities, governed by a credit agreement, dated as of December 23, 2004, among the Company, certain lenders and J.P. Morgan Chase Bank, N.A., as amended from time to time, and for general corporate purposes. For more information on our new credit facilities, see "Description of other indebtedness New credit facilities."

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Senior subordinated note offering. On June 11, 2008, we completed a private offering of \$200 million aggregate principal amount of 7.875% Senior Subordinated Notes due 2016.

Corporate Information

Our principal executive offices are located at 750 Lexington Avenue, 25th Floor, New York, New York 10022 and our telephone number is (212) 754-2233. We maintain a website on the Internet at <http://www.scientificgames.com>. Our website and the information it contains are not a part of this registration statement.

Scientific Games International, Inc., a Delaware corporation, is an indirect 100%-owned subsidiary of Scientific Games Corporation. The Issuer's principal executive offices are located at 1500 Bluegrass Lakes Parkway, Alpharetta, GA 30004, and its telephone number at that address is (770) 664-3700. The Issuer is our primary domestic operating company, through which our U.S. lottery and pari-mutuel wagering businesses are primarily conducted.

THE NOTES

The following summary contains basic information about the notes and is not intended to be complete. It does not contain all the information that may be important for you. For a more complete description of the notes, see section of this prospectus entitled "Description of notes." Certain capitalized terms used below are defined under the caption "Description of notes Certain definitions."

Issuer	Scientific Games International, Inc., a Delaware corporation and an indirect 100%-owned subsidiary of Scientific Games Corporation.
Securities offered	\$200,000,000 in principal amount of 7.875% senior subordinated notes due 2016.
Maturity date	June 15, 2016.
Interest payment dates	June 15 and December 15 of each year, commencing December 15, 2008.
Optional redemption	<p>The Issuer may redeem some or all of the notes at any time prior to June 15, 2012 at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest, if any, to the date of redemption plus a "make-whole" premium. The Issuer may redeem some or all of the notes on or after June 15, 2012, at the redemption prices listed under "Description of notes Redemption Optional redemption," plus accrued and unpaid interest, if any, to the date of redemption.</p> <p>In addition, at any time prior to June 15, 2011, the Issuer may redeem up to 35% of the initially outstanding aggregate principal amount of the notes at a redemption price of 107.875% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption, with the net cash proceeds contributed to the capital of the Issuer from one or more equity offerings of the Company.</p>
Regulatory redemption	The notes are subject to redemption requirements imposed by gaming laws and regulations of gaming authorities in jurisdictions in which we conduct gaming operations. See "Description of notes Redemption Regulatory redemption."
Guarantees	The notes are fully and unconditionally guaranteed on a senior subordinated basis, jointly and severally, by the Company and each of its 100%-owned domestic subsidiaries (other than the Issuer).
Ranking	<p>The notes are the Issuer's unsecured senior subordinated obligations and rank:</p> <ul style="list-style-type: none"> junior in right of payment to all of the Issuer's existing and future senior indebtedness, including its indebtedness under our new credit facilities; equal in right of payment with the Issuer's existing and future senior subordinated indebtedness, including its guarantee of our existing senior subordinated notes due 2012 and its guarantee of our convertible debentures due 2024;

senior in right of payment to any of the Issuer's future indebtedness that is expressly subordinated in right of payment to the notes; and structurally junior in right of payment to all of the liabilities of any of the Company's other subsidiaries that do not guarantee the notes.

Similarly, the guarantee of each guarantor of the notes rank: junior in right of payment to all of such guarantor's existing and future senior indebtedness, including its guarantee of indebtedness under our new credit facilities; equal in right of payment with existing and future senior subordinated indebtedness of such guarantor, including (in the case of the Company) the 2004 notes and the convertible debentures and (in the case of each of the other guarantors) its guarantee of the 2004 notes and the convertible debentures; senior in right of payment to any future indebtedness of such guarantor that is expressly subordinated in right of payment to its guarantee of the notes; and structurally junior in right of payment to all of the liabilities of any subsidiary of such guarantor if that subsidiary does not guarantee the notes.

As of September 30, 2008, which includes (i) the initial sale of the notes, (ii) the entrance into and initial borrowings under our new credit facilities, (iii) the repayment of all amounts under and termination of our old credit facilities and (iv) payment of related fees and expenses (collectively, the "Transactions"):

the Issuer's senior indebtedness was approximately \$618.8 million, including approximately \$71.6 million of outstanding letters of credit, all of which was secured senior indebtedness under our new credit facilities, and the Issuer had approximately \$178.4 million of additional availability under our new credit facilities (all of which was secured);

the senior indebtedness of the Company and the subsidiary guarantors of the notes was approximately \$205.0 million in the form of outstanding surety bonds (excluding their obligations as guarantors of the Issuer's obligations under our new credit facilities);

the Issuer and the guarantors had approximately \$473.8 million of other senior subordinated indebtedness outstanding, consisting entirely of the 2004 notes and the convertible debentures; and

our subsidiaries who are not guaranteeing the notes had outstanding total third-party liabilities of approximately \$180.0 million, including trade payables.

In addition to our indebtedness, we estimate that, pursuant to our contractual obligations in connection with the acquisition of Global Draw, an earn-out of approximately \$100.0 million may be payable in 2009.

Change of control

If we experience a change of control, the Issuer will be required to repurchase the notes at a price equal to 101% of the principal amount, plus accrued and unpaid interest to the purchase date. See "Description of notes Change of control."

Certain covenants

The indenture governing the notes contains certain covenants which, among other things, limit our ability and the ability of our restricted subsidiaries to:

- incur indebtedness;
- pay dividends or make distributions in respect of capital stock or make certain other restricted payments or investments;
- sell assets, including capital stock of the restricted subsidiaries;
- agree to payment restrictions affecting restricted subsidiaries;
- enter into transactions with our affiliates; and
- merge, consolidate or sell substantially all of the Company's or the Issuer's assets.

These covenants are subject to important exceptions and qualifications described under the heading "Description of notes Certain covenants."

Use of Proceeds

We will not receive any of the proceeds from the sale by the selling noteholders of their notes.

Registration Rights

We have filed a shelf registration statement, of which this prospectus is a part, under the Securities Act, relating to the resale of the notes. We will use our reasonable best efforts to keep the shelf registration statement continuously effective until the first anniversary of the date it becomes effective.

DTC eligibility

The notes were issued in fully registered book-entry form and are represented by permanent global notes. Global notes were deposited with a custodian for, and registered in the name of a nominee of, The Depository Trust Company, referred to as DTC in this prospectus, in New York, New York. Beneficial interests in the global note will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants, and your interest in the global note may not be exchanged for certificated notes, except in limited circumstances described in this prospectus. See "Book-Entry Settlement and Clearance."

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Trading

The notes sold in the initial private placement are eligible for trading on PORTALSM. The notes sold using this prospectus, however, will no longer be eligible for trading on PORTALSM. We do not intend to apply for a listing of the notes on any securities exchange or any automated dealer quotation system.

Certain U.S. federal income tax consequences

See "Certain U.S. Federal Income Tax Consequences" for a discussion of the tax considerations applicable to the purchase and ownership of the notes.

Risk factors

Investment in the notes involves certain risks. You should carefully consider the information under "Risk factors" and all other information included or incorporated by reference in this prospectus before investing in the notes.

RATIO OF EARNINGS TO FIXED CHARGES

Our ratio of earnings to fixed charges for the years ended December 31, 2003, 2004, 2005, 2006 and 2007 and the nine months ended September 30, 2008 are set forth in the table below. For the purpose of determining the ratio of earnings to fixed charges, "earnings" consist of earnings (loss) before income tax expense (benefit) plus fixed charges, and "fixed charges" consist of interest expense, including amortization of deferred financing costs, plus one-third of rental expense (this portion is considered to be representative of the interest factor).

	Years Ended December 31,					Nine months ended
	2003	2004	2005	2006	2007	September 30, 2008
Ratio of earnings to fixed charges	3.6x	3.8x	4.4x	2.7x	1.8x	2.1x

RISK FACTORS

You should carefully consider the following risk factors in addition to the other information contained in and incorporated by reference into this prospectus before making a decision to invest in our notes. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. As a result, you could lose part or all of your investment. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition or results of operations.

Risk factors relating to our business

We operate in highly competitive industries and our success depends on our ability to effectively compete with numerous domestic and foreign businesses.

We face competition from a number of domestic and foreign businesses, some of which have substantially greater financial resources than we do, which could impact our ability to win new contracts and renew existing contracts. We continue to operate in a period of intense price-based competition, which could affect the number and the profitability of the contracts we do win.

Contract awards by lottery authorities are sometimes challenged by unsuccessful bidders, which can result in protracted legal proceedings that can result in delayed implementation or cancellation of the award. In addition, the domestic lottery market has matured such that the number of states conducting lotteries is unlikely to increase in the near-term.

We believe our principal competitors in the instant ticket lottery business are seeking to increase their production capacity, which could increase pricing pressures in the instant ticket business and adversely affect our ability to win or renew instant ticket contracts or reduce the profitability of instant ticket contracts that we do win. Our domestic U.S. instant ticket business could also be adversely affected should additional foreign competitors in Canada or Mexico export their lottery products to the United States or should other foreign competitors establish printing facilities in the United States, Canada or Mexico to supply the U.S. market.

We also face increased price competition in the online lottery market from our two principal competitors. In late 2007 and in 2008 the lottery authorities in South Carolina, West Virginia and South Dakota awarded new online lottery contracts to other vendors. Our existing online contracts with the South Carolina, West Virginia and South Dakota lotteries terminate on November 15, 2008, April 4, 2009 and August 2, 2009, respectively. We also compete in the international instant ticket lottery market with low-price, low-quality printers in a regulated environment where competition laws are being reinterpreted so as to create competition from non-traditional lottery vendors and products.

Mexico's Federal Competition Commission has launched an investigation into possible anti-competitive practices in the country's lottery market. Neither the Company nor its customer is a subject of this investigation. The investigation is focused on whether distribution agreements and other contracts provide a competitive advantage to one of the market participants. The Company anticipates a favorable outcome of this investigation that would create improved market conditions and po