

Edgar Filing: SCIENTIFIC GAMES CORP - Form PRE 14A

SCIENTIFIC GAMES CORP
Form PRE 14A
August 02, 2002

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934
(Amendment No.)

Filed by the Registrant []
Filed by a party other than the Registrant [X]

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by
Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Section 240.14a-12

(Name of Registrant as Specified In Its Charter)

SCIENTIFIC GAMES

(Name of Persons(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4)
and 0-11.

(1) Title of each class of securities to which transaction
applies:

(1) Aggregate number of securities to which transaction applies:

[SCIENTIFIC GAMES LOGO]

August __, 2002

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Scientific Games Corporation to be held at 10:00 a.m. on Tuesday, September 10, 2002, at the Metropolitan Club, 1 East 60th Street, New York, New York.

At the Annual Meeting, you will be asked to elect Directors, to approve an

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amendment to the Company's Restated Certificate of Incorporation, to approve the adoption of the Scientific Games Corporation 2002 Employee Stock Purchase Plan and to ratify the appointment of KPMG LLP as independent accountants for the fiscal year ending December 31, 2002.

The Board of Directors recommends that you vote FOR the election of all the nominees as Directors, FOR the amendment to the Restated Certificate of Incorporation, FOR approval of the adoption of the Scientific Games Corporation 2002 Employee Stock Purchase Plan and FOR ratification of the appointment of the independent accountants.

Whether you plan to attend in person or not, it is important that your shares be represented and voted at the Annual Meeting. Therefore, regardless of the number of shares you own, please sign, date and mail the enclosed proxy card in the return envelope provided. Most stockholders will also be able to vote by telephone or over the Internet. Please refer to your proxy card to see which options are available to you.

I look forward to seeing you at the Annual Meeting.

Sincerely,

A. Lorne Weil
Chairman of the Board

SCIENTIFIC GAMES CORPORATION
750 LEXINGTON AVENUE, 25TH FLOOR
NEW YORK, NY 10022

NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS

Notice is hereby given that the Annual Meeting of Stockholders of Scientific Games Corporation (the "Company") will be held at 10:00 a.m. on Tuesday, September 10, 2002, at the Metropolitan Club, 1 East 60th Street, New York, New York, for the following purposes:

1. To elect ten members of the Board of Directors to serve for the ensuing year and until their respective successors are duly elected and qualified.
2. To approve an amendment to the Company's Restated Certificate of Incorporation to increase the number of shares of Common Stock that the Company has authority to issue from 100,000,000 to 200,000,000.
3. To approve the adoption of the Scientific Games Corporation 2002 Employee Stock Purchase Plan.

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4. To ratify the appointment of KPMG LLP as independent accountants for the Company for the fiscal year ending December 31, 2002.
5. To consider and act upon any other matter that may properly come before the meeting or any adjournment thereof. The Board of Directors is not presently aware of any such matter.

All holders of record of the Company's Class A Common Stock and the Company's Series A Convertible Preferred Stock at the close of business on August 1, 2002 are entitled to receive notice of and to vote at the Annual Meeting and any adjournment thereof. Only holders of the Company's Series A Convertible Preferred Stock are entitled to elect four of the ten members of the Board. A list of the holders will be open to the examination of stockholders for ten days prior to the date of the meeting, between the hours of 9:00 a.m. and 5:00 p.m., at the office of the Secretary of the Company at 750 Lexington Avenue, New York, New York, and will be available for inspection at the meeting itself.

Whether you plan to be personally present at the Annual Meeting or not, please complete, date and sign the enclosed proxy and return it promptly in the enclosed envelope or, if available to you, submit your proxy by telephone or over the Internet. If you later desire to revoke your proxy, you may do so at any time before it is exercised, in the manner described in the enclosed Proxy Statement.

By Order of the Board of Directors

Martin E. Schloss
Vice President, General Counsel and Secretary

Dated: August __, 2002

SCIENTIFIC GAMES CORPORATION
750 LEXINGTON AVENUE, 25TH FLOOR
NEW YORK, NEW YORK 10022

PROXY STATEMENT

GENERAL INFORMATION

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the "Board") of Scientific Games Corporation, a Delaware corporation (the "Company"), of proxies to be voted at the Annual Meeting of Stockholders to be held on Tuesday, September 10, 2002, at 10:00 a.m. at the Metropolitan Club, 1 East 60th Street, New York, New York, and any adjournment thereof (the "Annual Meeting"), for the purposes set for