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SCIENTIFIC GAMES CORP

Form 424B3

May 24, 2005

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PROSPECTUS SUPPLEMENT NO. 1

(To Prospectus dated December 20, 2001)

Scientific Games Corporation

5,447,588 Shares of Class A Common Stock

This prospectus supplement relates to the sale from time to time by certain of our stockholders (including their transferees, donees, pledgees or successors) of up to 5,447,588 shares of our Class A common stock. You should read this prospectus supplement in conjunction with the prospectus dated December 20, 2001, which should be delivered with this prospectus supplement, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

Investing in our common stock involves certain risks. See the "Risk Factors" section beginning on page 5 of the prospectus.

The information in the section entitled "Selling Stockholders" in the prospectus is hereby supplemented by adding the following:

On December 16, 2003, A. Lorne Weil, one of the selling stockholders, donated to The Lorne Weil Charitable Foundation 80,000 shares of Class A common stock, constituting a portion of the shares of Class A common stock issued to Mr. Weil in February 2002 upon exercise of a warrant.

Sales of our shares pursuant to this prospectus by A. Lorne Weil or any of his transferees, donees, pledgees or successors will have no effect on the number of shares that may be sold by any other transferee, donee, pledgee or successor (or such person's transferees, donees, pledgees or successors) so long as the aggregate number of shares sold by all such selling stockholders (including The Lorne Weil Charitable Foundation and other deemed selling stockholders) does not exceed the number of shares that remain available for sale under this prospectus.

The information in the section entitled "Plan of Distribution" in the prospectus is hereby supplemented by adding the following:

On December 16, 2003, A. Lorne Weil, one of the selling stockholders, donated to The Lorne Weil Charitable Foundation 80,000 shares of Class A common stock, constituting a portion of the shares of Class A common stock issued to Mr. Weil in February 2002 upon exercise of a warrant.

The date of this prospectus supplement is May 24, 2005

