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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 17, 2023**

**Light & Wonder, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation)

**81-0422894**  
(IRS Employer  
Identification No.)

**001-11693**  
(Commission File Number)

**6601 Bermuda Road, Las Vegas, NV 89119**  
(Address of registrant's principal executive office)

**(702) 897-7150**  
(Registrant's telephone number, including area code)

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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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class  
Common Stock, \$.001 par value  
Preferred Stock Purchase Rights

Trading symbol(s)  
LNW

Name of each exchange on which registered  
The NASDAQ Stock Market  
The NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ Emerging growth company

☐ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01. Regulation FD Disclosure.**

On May 17, 2023 (May 18, 2023 in Australia), Light & Wonder, Inc. (the “Company”) issued a press release announcing that the Australian Securities Exchange (the “ASX”) has conditionally approved the Company’s secondary listing on the ASX. Additionally, on May 18, 2023, the ASX issued a market announcement admitting the Company to the Official List of ASX as an ASX Foreign Exempt Listing. Copies of the press release and market announcement are furnished as Exhibit 99.1 and 99.2 to this Current Report on Form 8-K.

The information contained in this Item 7.01 as well as in Exhibit 99.1 and Exhibit 99.2 is furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and such information shall not be deemed to be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press Release of the Company, dated May 17, 2023</a>
<a href="#">99.2</a>	<a href="#">Market Announcement of the ASX, dated May 18, 2023</a>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

## 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 hereunto duly authorized.

### LIGHT & WONDER, INC.

Date: May 18, 2023

By: /s/ Constance P. James

Name: Constance P. James

Title: Executive Vice President, Chief Financial Officer,  
Treasurer and Corporate Secretary

## LIGHT & WONDER RECEIVES CONDITIONAL APPROVAL TO LIST EQUITY ON THE AUSTRALIAN SECURITIES EXCHANGE

**LAS VEGAS – (May 17, 2023)** – Light & Wonder, Inc. (NASDAQ: LNW) (“Light & Wonder”, “L&W” or the “Company”) today announced that the Australian Securities Exchange (“ASX”) has conditionally approved the Company’s secondary listing on the ASX.

### Indicative timetable

It is anticipated that Light & Wonder will be admitted to the official list of the ASX, as an ASX Foreign Exempt Listing, on Thursday, May 18, 2023 (AEST) (Wednesday, May 17, 2023 (EDT)).

Official quotation of L&W CHESS Depositary Interests (“CDIs”) is expected to commence at 11:00 a.m. (AEST) on Monday, May 22, 2023 (9:00 p.m. (EDT) on Sunday, May 21, 2023) (ASX: LNW).

The secondary listing and official quotation remain subject to final approval by the ASX. There can be no assurance as to their timing or completion.

Each CDI will represent one fully paid share of common stock (“Share”) of L&W.

### What do I need to do and by when?

No action is required by existing L&W shareholders who wish to retain their holding as Shares on L&W’s primary NASDAQ listing.

Existing L&W shareholders who wish to convert some or all of their Shares into CDIs may do so by:

1. Completing the Notice of Transmutation form (“Form”), available on L&W’s investor website at [www.lnw.com/investors](http://www.lnw.com/investors) or reach out to L&W’s U.S. transfer agent, American Stock Transfer & Trust Company, LLC (“AST”), using the contact information listed below; and
2. Sending the completed Form to AST, per delivery instructions outlined on page two of the Form. Shares being held through a broker should be delivered *via* the Depositary Trust Company’s Deposit/Withdrawal At Custodian method. For Shares held in book-entry form only submission of the Form is required. For Shares held in physical form, original Share certificates must be mailed with the form to AST at the address below.

All inquiries regarding the conversion of L&W Shares to CDIs (and vice versa) should be directed to the Company’s U.S transfer agent or Australian registrar, as applicable.

Holders of Shares, tradable on Nasdaq	Holders of CDIs, tradable on the ASX
U.S. Transfer Agent	Australian Registrar
American Stock Transfer & Trust Company, LLC 6201 15 <sup>th</sup> Avenue Brooklyn, New York, 11219 United States Tel: +1 718-921-8124 Email: <a href="mailto:paula.Caroppoli@equiniti.com">paula.Caroppoli@equiniti.com</a> & <a href="mailto:admin43@equiniti.com">admin43@equiniti.com</a> Website: <a href="https://www.astfinancial.com/">https://www.astfinancial.com/</a>	Global Transaction team Computershare Investor Services Pty Limited PO Box 103 Abbotsford Victoria 3067 Australia (within Australia) 1300 731 056 (international) +61 3 9415 5361 Email: <a href="mailto:gtuau@computershare.com.au">gtuau@computershare.com.au</a> Website: <a href="https://www.computershare.com/au">https://www.computershare.com/au</a>

**About Light & Wonder, Inc.**

Light & Wonder, Inc., is a global leader in cross-platform games and entertainment. Light & Wonder brings together approximately 6,000 employees from six continents to connect content between land-based and digital channels with unmatched technology and distribution. Guided by a culture that values daring teamwork and creativity, the Company builds new worlds of play, developing game experiences loved by players around the globe. Its OpenGaming™ platform powers the largest digital-gaming network in the industry. The Company is committed to the highest standards of integrity, from promoting player responsibility to implementing sustainable practices. To learn more, visit [lnw.com](http://lnw.com).

**Advisors**

Light & Wonder has retained Goldman Sachs Australia Pty Ltd and Jarden Australia Pty Limited to advise on the secondary listing on the ASX. Herbert Smith Freehills is acting as Australian legal advisor and Cravath, Swaine & Moore LLP is acting as U.S. legal advisor to Light & Wonder.

**Forward-Looking Statements**

In this press release, the Company makes “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,” “plan,” “continue,” “believe,” “expect,” “anticipate,” “target,” “should,” “could,” “potential,” “opportunity,” “goal” or similar terminology. These statements are based upon management’s current expectations, assumptions and estimates and are not guarantees of timing, future results or performance. Therefore, you should not rely on any of these forward-looking statements as predictions of future events. Actual results may differ materially from those contemplated in these statements due to a variety of risks and uncertainties and other factors, including those factors described in the Company’s filings with the Securities and Exchange Commission (the “SEC”), including the Company’s current reports on Form 8-K, quarterly reports on Form 10-Q and its annual report on Form 10-K that was filed with the SEC on March 1, 2023 (including under the headings “Forward-Looking Statements” and “Risk Factors”). 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.

**Investor Inquiries:**

Nick Zangari, Senior Vice President of Investor Relations  
Steve Wan, Senior Director of Investor Relations  
Email: [ir@lnw.com](mailto:ir@lnw.com)

**Media Inquiries:**

[newsmedia@lnw.com](mailto:newsmedia@lnw.com)



# Market Announcement

18 May 2023

## Light & Wonder, Inc. (ASX: LNW) – Admission and Quotation

### Description

Light & Wonder, Inc. ('LNW') was admitted to the Official List of ASX as an ASX Foreign Exempt Listing on Thursday, 18 May 2023.

As an ASX Foreign Exempt Listing, LNW is primarily regulated by the listing rules of its home exchange (being the NASDAQ Global Select Market) and is exempt from complying with most of ASX's Listing Rules.

The securities of LNW will commence quotation at 11:00am AEST on Monday, 22 May 2023.

The shares of LNW will be settled in the form of CHESS Depositary Interests ('CDIs') at a ratio of 1 CDI: 1 share of common stock.

### Quotation information

<b>Quoted securities</b>	1,000,000 fully paid shares of common stock (equivalent to 1,000,000 CDIs)
<b>CDI ratio</b>	1 CDI: 1 share of common stock
<b>ASX code</b>	LNW
<b>Time</b>	11:00am AEST
<b>Date</b>	Monday, 22 May 2023
<b>ASX trade abbreviation</b>	LIGHT & WO
<b>ISIN</b>	AU0000278103
<b>Registered office</b>	112 North Curry Street, Carson City, NV, 89703, USA Phone: +1 702 897-7150 Email: <a href="mailto:ir@lnw.com">ir@lnw.com</a>
<b>Company secretary</b>	Constance P. James
<b>Share registry</b>	Computershare Investor Services Pty Limited Address: Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Phone: 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) Email: <a href="mailto:web.queries@computershare.com.au">web.queries@computershare.com.au</a>
<b>Balance date</b>	31 December
<b>CHESS</b>	Participating. CHESS and Issuer Sponsored.
<b>Place of incorporation</b>	Nevada, USA
<b>Activities</b>	Light & Wonder, Inc. is a leading cross-platform global games company with a focus on content and digital markets. Its portfolio of revenue-generating activities primarily includes supplying game content and gaming machines, casino management systems and table game products and services to licensed gaming entities, providing social casino and other mobile games to retail customers, including casual gaming and providing a comprehensive suite of digital real money gaming, distribution platforms, content, products and services to various gaming entities.

Lead manager	N/A
Underwriter	N/A
Overseas home exchange	NASDAQ Global Select Market
ASX restricted securities	N/A
Other securities not quoted	90,133,311 Shares of Common Stock 1,843,507 Options 669,165 Unvested Performance Restricted Stock Units 1,255,263 Unvested Restricted Stock Units US\$546m Senior Unsecured Notes due in 2025 US\$693m Senior Unsecured Notes due in 2028 US\$495m Senior Unsecured Notes due in 2029

#### What do I need to do and by when?

Please refer to LNW's announcements.

#### Disclaimer

Please refer to the following [disclaimer](#).

#### Issued by

**Jonathan Bisset**  
Senior Adviser, Listings Compliance

18 May 2023

Market Announcement 2/2