

**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 19, 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 principal executive office)

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

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	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$.001 par value	LNW	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 Securities Act. ☐

ITEM 3.03 - MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS

On June 19, 2023, the Amended and Restated Rights Agreement, dated as of January 10, 2018 (as previously amended by the first amendment, dated as of June 16, 2020 (the “First Amendment”), the “Amended and Restated Rights Agreement”), between Light & Wonder, Inc. (the “Company”) and American Stock Transfer & Trust Company, LLC, expired in accordance with its terms and is of no further force or effect. At the time of the expiration of the Amended and Restated Rights Agreement, the Company’s preferred share purchase rights distributed pursuant to the Amended and Restated Rights Agreement expired and are no longer outstanding.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended and Restated Rights Agreement, which was filed with the Securities and Exchange Commission (the “SEC”) in a Current Report on Form 8-K on January 10, 2018 and the First Amendment, which was filed with the SEC in a Current Report on Form 8-K on June 16, 2020.

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.

By: /s/ Constance P. James

Name: Constance P. James

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

Date: June 20, 2023