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**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): December 22, 2023

**Light & Wonder, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**001-11693**

(Commission File Number)

**81-0422894**

(IRS Employer Identification No.)

**6601 Bermuda Road, Las Vegas, NV 89119**

(Address of registrant's 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 Exchange Act.

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## Item 8.01. Other Events.

As previously disclosed in the Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on October 23, 2023, at 12:01 a.m. Eastern Time on October 23, 2023, Bern Merger Sub, Inc. a Nevada corporation and a wholly owned subsidiary of Light & Wonder, Inc., a Nevada corporation (“Light & Wonder”), merged with and into SciPlay Corporation (the “Merger”), a Nevada corporation (“SciPlay”), with SciPlay continuing as the surviving corporation in the Merger as a wholly owned subsidiary of Light & Wonder.

Following the consummation of the Merger, Light & Wonder has designated (the “Designations”) SciPlay and certain foreign and domestic subsidiaries of SciPlay as “Restricted Subsidiaries” and, on December 22, 2023, SciPlay and SciPlay Games, LLC, a Nevada limited liability company (“SciPlay Games”), have been joined as guarantors (the “Joinders”) under its credit agreement, dated as of April 14, 2022, among Light & Wonder International, Inc., as the borrower, Light & Wonder, as a guarantor, the lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent, Collateral Agent and Swingline Lender, and under each of Light & Wonder’s indentures governing the 7.000% unsecured notes due 2028, the 7.250% unsecured notes due 2029, and the 7.500% unsecured notes due 2031. As a result of such Designations and Joinders, SciPlay and SciPlay Games and their foreign or domestic subsidiaries are obligated to comply with many of the covenants set forth in those agreements, and the assets, liabilities and financial results of those subsidiaries are included in the calculation of the applicable financial metrics required by those agreements.

In connection with the joinders, on December 22, 2023, Light & Wonder International, Inc. entered into supplemental indentures (the “Supplemental Indentures”) to the indentures governing the 7.000% unsecured notes due 2028, the 7.250% unsecured notes due 2029, and the 7.500% unsecured notes due 2031. The foregoing description of the Supplemental Indentures is qualified in its entirety by reference to the full text of the Supplemental Indentures filed as Exhibits 4.1, 4.2 and 4.3 hereto and incorporated by reference herein.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
<a href="#"><u>4.1</u></a>	<a href="#"><u>Supplemental Indenture, dated as of December 22, 2023, by and among Light &amp; Wonder International, Inc., as issuer, SciPlay Corporation, SciPlay Games, LLC and the other guarantors party thereto and Deutsche Bank Trust Company Americas, as trustee, relating to the Indenture, dated as of November 26, 2019, as amended and supplemented, relating to the 7.000% Senior Unsecured Notes due 2028</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Supplemental Indenture, dated as of December 22, 2023, by and among Light &amp; Wonder International, Inc., as issuer, SciPlay Corporation, SciPlay Games, LLC and the other guarantors party thereto and Deutsche Bank Trust Company Americas, as trustee, relating to the Indenture, dated as of November 26, 2019, as amended and supplemented, relating to the 7.250% Senior Unsecured Notes due 2029</u></a>
<a href="#"><u>4.3</u></a>	<a href="#"><u>Supplemental Indenture, dated as of December 22, 2023, by and among Light &amp; Wonder International, Inc., as issuer, SciPlay Corporation, SciPlay Games, LLC and the other guarantors party thereto and Deutsche Bank Trust Company Americas, as trustee, relating to the Indenture, dated as of August 23, 2023, as amended and supplemented, relating to the 7.500% Senior Unsecured Notes due 2031</u></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.**

Dated: December 22, 2023

By: /s/ James Sottile

Name: James Sottile

Title: Executive Vice President, Chief Legal Officer and Corporate Secretary

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*Execution Version*

SUPPLEMENTAL INDENTURE, dated as of December 22, 2023 (this “Supplemental Indenture”), by and among Light & Wonder International, Inc. (f/k/a Scientific Games International, Inc.), a Delaware corporation (the “Company”), the Guarantors (as defined in the indenture referred to herein), SciPlay Corporation, a Nevada corporation, SciPlay Games, LLC, a Nevada limited liability company (the “Additional Guarantors”), and Deutsche Bank Trust Company Americas, a New York banking corporation, as trustee (the “Trustee”).

WHEREAS, the Company, the original Guarantors and the Trustee executed an Indenture, dated as of November 26, 2019, as amended and supplemented (the “Indenture”), relating to the Company’s 7.000% Senior Unsecured Notes due 2028;

WHEREAS, under certain circumstances, Section 10.17 of the Indenture requires the Company to cause each of the Company’s Restricted Subsidiaries to execute and deliver to the Trustee a supplemental indenture and thereby become a Guarantor bound by the Guarantee of the Securities on the terms set forth in Article Ten of the Indenture;

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee is authorized to execute and deliver this Supplemental Indenture; and

WHEREAS, except as otherwise defined herein in this Supplemental Indenture, capitalized terms used in this Supplemental Indenture have the meanings specified in the Indenture;

NOW, THEREFORE, in consideration of the above premises, each party agrees, for the benefit of the other parties and for the equal and ratable benefit of the Holders of the Securities, as follows:

#### ARTICLE ONE

#### AMENDMENT

Section 1.01. Amendment. Each of the Additional Guarantors hereby agrees to become a Guarantor bound by the Guarantee of the Securities on the terms set forth in Article Ten of the Indenture.

#### ARTICLE TWO

#### MISCELLANEOUS PROVISIONS

Section 2.01. Indenture. Except as amended hereby, the Indenture and the Securities are in all respects ratified and confirmed and all their terms shall remain in full force and effect.

Section 2.02. Trustee’s Disclaimer. The Trustee shall not be responsible for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by the Company and the Additional Guarantors.

Section 2.03. Governing Law. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, BUT WITHOUT GIVING EFFECT TO APPLICABLE PRINCIPLES OF CONFLICTS OF LAWS TO THE EXTENT THAT THE APPLICATION OF THE LAW OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

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Section 2.04. Counterparts. This Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original, but all of them together shall represent the same agreement.

Section 2.05. Headings. The Article and Section headings in this Supplemental Indenture are for convenience only and shall not affect the construction of this Supplemental Indenture.

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SIGNATURES

above. IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed, all as of the date first written

**Company:**

LIGHT& WONDER INTERNATIONAL,INC.

By: /s/ James Sottile

Name: James Sottile

Title: Treasurer and Secretary

**Additional Guarantors:**

SCIPLAY CORPORATION

By: /s/ James Sottile

Name: James Sottile

Title: President, Treasurer and Secretary

SCIPLAY GAMES, LLC

By: /s/ Sweta Gabhawala

Name: Sweta Gabhawala

Title: Secretary

**Existing Guarantors:**

LIGHT& WONDER,INC.

By: /s/ James Sottile

Name: James Sottile

Title: Executive Vice President and Chief Legal Officer and Corporate Secretary

LNW GAMING,INC.

By: /s/ Siobhan Lane

Name: Siobhan Lane

Title: President, Treasurer and Secretary

[Signature Page to Supplemental Indenture – 2028 Notes]

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**Trustee:**

DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ Chris Niesz

Name: Chris Niesz

Title: Vice President

By: /s/ Sebastian Hidalgo

Name: Sebastian Hidalgo

Title: Assistant Vice President

*[Signature Page to Supplemental Indenture – 2028 Senior Unsecured Notes]*

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*Execution Version*

SUPPLEMENTAL INDENTURE, dated as of December 22, 2023 (this “Supplemental Indenture”), by and among Light & Wonder International, Inc. (f/k/a Scientific Games International, Inc.), a Delaware corporation (the “Company”), the Guarantors (as defined in the indenture referred to herein), SciPlay Corporation, a Nevada corporation, SciPlay Games, LLC, a Nevada limited liability company (the “Additional Guarantors”), and Deutsche Bank Trust Company Americas, a New York banking corporation, as trustee (the “Trustee”).

WHEREAS, the Company, the original Guarantors and the Trustee executed an Indenture, dated as of November 26, 2019, as amended and supplemented (the “Indenture”), relating to the Company’s 7.250% Senior Unsecured Notes due 2029;

WHEREAS, under certain circumstances, Section 10.17 of the Indenture requires the Company to cause each of the Company’s Restricted Subsidiaries to execute and deliver to the Trustee a supplemental indenture and thereby become a Guarantor bound by the Guarantee of the Securities on the terms set forth in Article Ten of the Indenture;

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee is authorized to execute and deliver this Supplemental Indenture; and

WHEREAS, except as otherwise defined herein in this Supplemental Indenture, capitalized terms used in this Supplemental Indenture have the meanings specified in the Indenture;

NOW, THEREFORE, in consideration of the above premises, each party agrees, for the benefit of the other parties and for the equal and ratable benefit of the Holders of the Securities, as follows:

ARTICLE ONE

AMENDMENT

Section 1.01. Amendment. Each of the Additional Guarantors hereby agrees to become a Guarantor bound by the Guarantee of the Securities on the terms set forth in Article Ten of the Indenture.

ARTICLE TWO

MISCELLANEOUS PROVISIONS

Section 2.01. Indenture. Except as amended hereby, the Indenture and the Securities are in all respects ratified and confirmed and all their terms shall remain in full force and effect.

Section 2.02. Trustee’s Disclaimer. The Trustee shall not be responsible for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by the Company and the Additional Guarantors.

Section 2.03. Governing Law. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, BUT WITHOUT GIVING EFFECT TO APPLICABLE PRINCIPLES OF CONFLICTS OF LAWS TO THE EXTENT THAT THE APPLICATION OF THE LAW OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

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Section 2.04. Counterparts. This Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original, but all of them together shall represent the same agreement.

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SIGNATURES

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**Company:**

LIGHT& WONDER INTERNATIONAL,INC.

By: /s/ James Sottile

Name: James Sottile

Title: Treasurer and Secretary

**Additional Guarantors:**

SCIPLAY CORPORATION

By: /s/ James Sottile

Name: James Sottile

Title: President, Treasurer and Secretary

SCIPLAY GAMES, LLC

By: /s/ Sweta Gabhawala

Name: Sweta Gabhawala

Title: Secretary

**Existing Guarantors:**

LIGHT& WONDER,INC.

By: /s/ James Sottile

Name: James Sottile

Title: Executive Vice President and Chief Legal Officer and Corporate Secretary

LNW GAMING,INC.

By: /s/ Siobhan Lane

Name: Siobhan Lane

Title: President, Treasurer and Secretary

*[Signature Page to Supplemental Indenture – 2029 Senior Unsecured Notes]*

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**Trustee:**

DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ Chris Niesz

Name: Chris Niesz

Title: Vice President

By: /s/ Sebastian Hidalgo

Name: Sebastian Hidalgo

Title: Assistant Vice President

*[Signature Page to Supplemental Indenture – 2029 Senior Unsecured Notes]*

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*Execution Version*

SUPPLEMENTAL INDENTURE, dated as of December 22, 2023 (this “Supplemental Indenture”), by and among Light & Wonder International, Inc., a Delaware corporation (the “Company”), the Guarantors (as defined in the indenture referred to herein), SciPlay Corporation, a Nevada corporation, SciPlay Games, LLC, a Nevada limited liability company (the “Additional Guarantors”), and Deutsche Bank Trust Company Americas, a New York banking corporation, as trustee (the “Trustee”).

WHEREAS, the Company, the original Guarantors and the Trustee executed an Indenture, dated as of August 23, 2023, as amended and supplemented (the “Indenture”), relating to the Company’s 7.500% Senior Unsecured Notes due 2031;

WHEREAS, under certain circumstances, Section 10.17 of the Indenture requires the Company to cause each of the Company’s Restricted Subsidiaries to execute and deliver to the Trustee a supplemental indenture and thereby become a Guarantor bound by the Guarantee of the Securities on the terms set forth in Article Ten of the Indenture;

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee is authorized to execute and deliver this Supplemental Indenture; and

WHEREAS, except as otherwise defined herein in this Supplemental Indenture, capitalized terms used in this Supplemental Indenture have the meanings specified in the Indenture;

NOW, THEREFORE, in consideration of the above premises, each party agrees, for the benefit of the other parties and for the equal and ratable benefit of the Holders of the Securities, as follows:

ARTICLE ONE

AMENDMENT

Section 1.01. Amendment. Each of the Additional Guarantors hereby agrees to become a Guarantor bound by the Guarantee of the Securities on the terms set forth in Article Ten of the Indenture.

ARTICLE TWO

MISCELLANEOUS PROVISIONS

Section 2.01. Indenture. Except as amended hereby, the Indenture and the Securities are in all respects ratified and confirmed and all their terms shall remain in full force and effect.

Section 2.02. Trustee’s Disclaimer. The Trustee shall not be responsible for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by the Company and the Additional Guarantors.

Section 2.03. Governing Law. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, BUT WITHOUT GIVING EFFECT TO APPLICABLE PRINCIPLES OF CONFLICTS OF LAWS TO THE EXTENT THAT THE APPLICATION OF THE LAW OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

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**Company:**

LIGHT& WONDER INTERNATIONAL,INC.

By: /s/ James Sottile

Name: James Sottile

Title: Treasurer and Secretary

**Additional Guarantors:**

SCIPLAY CORPORATION

By: /s/ James Sottile

Name: James Sottile

Title: President, Treasurer and Secretary

SCIPLAY GAMES, LLC

By: /s/ Sweta Gabhawala

Name: Sweta Gabhawala

Title: Secretary

**Existing Guarantors:**

LIGHT& WONDER,INC.

By: /s/ James Sottile

Name: James Sottile

Title: Executive Vice President and Chief Legal Officer and Corporate Secretary

LNW GAMING,INC.

By: /s/ Siobhan Lane

Name: Siobhan Lane

Title: President, Treasurer and Secretary

*[Signature Page to Supplemental Indenture – 2031 Senior Unsecured Notes]*

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**Trustee:**

DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ Chris Niesz

Name: Chris Niesz

Title: Vice President

By: /s/ Sebastian Hidalgo

Name: Sebastian Hidalgo

Title: Assistant Vice President

*[Signature Page to Supplemental Indenture – 2031 Senior Unsecured Notes]*

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