

MDI ENTERTAINMENT INC
Form SC 13D/A
May 13, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13d-2(a).*

(Amendment No. 1)*

MDI ENTERTAINMENT, INC.
(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

552685109

(CUSIP Number)

C. Gray Bethea, Jr.
Scientific Games Corporation
1500 Bluegrass Lakes Parkway
Alpharetta, Georgia 30004

(770) 664-3700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 8, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box [X].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

(Continued on following pages)

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SCHEDULE 13D

CUSIP NO. 552685109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Scientific Games Corporation, Scientific Games Holdings Corp., Scientific Games Finance Corporation, Scientific Games International, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) [] (b) [X]

The shares of MDI Entertainment, Inc. reported on herein are held by Scientific Games International, Inc., a wholly owned indirect subsidiary of Scientific Games Corporation and of Scientific Games Holdings Corp., and a wholly owned subsidiary of Scientific Games Finance Corporation.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

5

N/A

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7 NUMBER OF SHARES 0

SHARED VOTING POWER

8 BENEFICIALLY OWNED BY 708,333

SOLE DISPOSITIVE POWER

9 EACH REPORTING 0

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complete and correct.

Date: May 13, 2002

SCIENTIFIC GAMES CORPORATION

By: Martin E. Schloss

Name: Martin E. Schloss

Its: Vice President

SCIENTIFIC GAMES HOLDINGS CORP.

By: Martin E. Schloss

Name: Martin E. Schloss

Its: Vice President

SCIENTIFIC GAMES FINANCE CORPORATION

By: Martin E. Schloss

Name: Martin E. Schloss

Its: Vice President

SCIENTIFIC GAMES INTERNATIONAL, INC.

By: Martin E. Schloss

Name: Martin E. Schloss

Its: Vice President