

BALLY TECHNOLOGIES, INC.
Form PREM14A
September 08, 2014

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

BALLY TECHNOLOGIES, INC.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
Common stock, par value \$0.10 per share, of Bally Technologies, Inc.
- (2) Aggregate number of securities to which transaction applies:
39,104,919 shares of common stock, which consist of: (A) 38,320,525 shares of common stock issued and outstanding as of September 2, 2014 (including shares of restricted common stock); (B) 664,777 shares of common stock underlying options to purchase shares of common stock outstanding as of September 2, 2014 with an exercise price below \$83.30; (C) 47,181 restricted

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stock units as of September 2, 2014; and (D) 72,436 shares of common stock underlying equity-based performance units outstanding as of September 2, 2014.

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filing fee was determined by multiplying 0.00012880 by the underlying value of the transaction of \$3,239,154,529, which has been calculated as the sum of: (A) the product of 38,320,525 shares of common stock issued and outstanding as of September 2, 2014 (including shares of restricted common stock) and the merger consideration of \$83.30 per share; plus (B) the product of: (i) 664,777 shares of common stock underlying options to purchase shares of common stock outstanding as of September 2, 2014 with an exercise price below \$83.30 and (ii) the difference between \$83.30 per share and the weighted-average exercise price of such options of \$27.51 per share; plus (C) the product of 47,181 restricted stock units as of September 2, 2014 and the merger consideration of \$83.30 per share; plus (D) the product of 72,436 shares of common stock underlying equity-based performance units outstanding as of September 2, 2014 and the merger consideration of \$83.30 per share.

- (4) Proposed maximum aggregate value of transaction:

= \$3,239,154,529

- (5) Total fee paid:

= \$417,203.10

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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PRELIMINARY PROXY MATERIAL SUBJECT TO COMPLETION

BALLY TECHNOLOGIES, INC.

6601 South Bermuda Road
Las Vegas, NV 89118
(702) 532-7700

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

[], 2014

Dear Stockholder:

We cordially invite you to attend a special meeting of stockholders of Bally Technologies, Inc., a Nevada corporation, which we refer to as "Bally", the "Company", "we", "us" or "our" in the accompanying proxy statement, to be held on [], 2014, at [] local time, at [].

On August 1, 2014, we entered into an agreement and plan of merger, which, as it may be amended from time to time, we refer to as the "merger agreement", with Scientific Games Corporation, a Delaware corporation, which we refer to as "Scientific Games" in the accompanying proxy statement, Scientific Games Nevada, Inc., a Nevada corporation and a wholly owned subsidiary of Scientific Games, which we refer to as "Merger Sub" in the accompanying proxy statement, and Scientific Games International, Inc., a Delaware corporation and a wholly owned subsidiary of Scientific Games which we refer to as "Financing Sub" in the accompanying proxy statement, providing for the acquisition of Bally by Scientific Games. Pursuant to the terms of the merger agreement, Merger Sub will merge with and into Bally, which we refer to as the "merger" in the accompanying proxy statement, with Bally continuing as the surviving corporation and becoming a wholly owned subsidiary of Scientific Games. If the merger is completed, you will not own any shares of the surviving corporation. At the special meeting, we will ask you to consider and vote upon a proposal to approve the merger agreement by and among Bally, Scientific Games, Merger Sub and Financing Sub, thereby approving the merger, and certain other matters as set forth in the stockholder notice and the accompanying proxy statement.

If the merger is completed, you will be entitled to receive \$83.30 in cash, without interest and less any applicable withholding taxes, for each share of Bally common stock you own.

The receipt of cash in exchange for shares of our common stock in the merger will generally be a taxable transaction to "U.S. holders" for U.S. federal income tax purposes. See the section entitled "Proposal 1: Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger for U.S. Holders" beginning on page 80 of the accompanying proxy statement for additional information.

The approval of the holders of a majority of the voting power of the outstanding shares of our common stock, par value \$0.10 per share, which we refer to as the "Bally common stock" or "our common stock" in the accompanying proxy statement, is required to approve the merger agreement, thereby approving the merger. Our board of directors, after considering all factors that our board of directors deemed relevant, and after consultation with independent legal and financial advisors, unanimously determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and fair to and in the best interests of Bally and its stockholders, and unanimously adopted the merger agreement and the transactions contemplated thereby, including the merger.

The Bally board of directors unanimously recommends that you vote:

"FOR" the approval of the merger agreement, thereby approving the transactions contemplated thereby, including the merger;

"FOR" the proposal to approve, by a non-binding advisory vote, the specified compensation arrangements disclosed in the accompanying proxy statement that may be payable to Bally's named executive officers in connection with the consummation of the merger; and

"FOR" the proposal to approve the adjournment of the special meeting if necessary or appropriate in the view of the Bally board of directors, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

The accompanying proxy statement provides you with detailed information about the merger agreement and the merger and provides specific information regarding the special meeting. A copy of the merger agreement is included as Annex A to the proxy statement. You can also obtain other information about Bally

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from documents that we have filed with the Securities and Exchange Commission. The proxy statement also describes the actions and determinations of our board of directors in connection with its evaluation of the merger agreement and the merger. We urge you to read the accompanying proxy statement, including any documents incorporated by reference, and the annexes carefully and in their entirety.

Your vote is very important to us regardless of the number of shares of Bally common stock you own. *The merger cannot be completed unless the holders of a majority of the voting power of the outstanding shares of Bally common stock vote in favor of the approval of the merger agreement. If your shares of Bally common stock are held in an account at a broker, bank or other nominee, you should instruct your broker, bank or other nominee on how to vote in accordance with the voting instruction card furnished by your broker, bank or other nominee. If you fail to vote on the merger agreement or fail to instruct your broker, bank or other nominee on how to vote, the effect will be the same as a vote against the approval of the merger agreement.* We greatly appreciate your cooperation in voting your shares. The enclosed proxy card contains instructions regarding voting. Whether or not you plan to attend the special meeting, we request that you authorize your proxy by completing and returning the enclosed proxy card. You may also submit a proxy by using a toll-free number or the Internet. We have provided instructions on the proxy card for using these convenient services. Submitting a proxy will not prevent you from voting your shares in person if you subsequently choose to attend the special meeting.

If you have any questions about the special meeting or the merger after reading the proxy statement, you may contact Innisfree M&A Incorporated, our proxy solicitor, toll free at (888) 750-5834. Banks and brokers may call collect at (212) 750-5833.

On behalf of the Bally board of directors, we thank you for your support of Bally Technologies, Inc. and appreciate your consideration of this matter.

David Robbins

Chairman of the Board

This transaction has not been approved or disapproved by the Securities and Exchange Commission or any state securities commission. Neither the Securities and Exchange Commission nor any state securities commission has passed upon the merits or fairness of this transaction or upon the adequacy or accuracy of the information contained in the proxy statement. Any representation to the contrary is a criminal offense.

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PRELIMINARY PROXY MATERIAL SUBJECT TO COMPLETION

The proxy statement is dated [], 2014 and it and the enclosed proxy card are first being mailed to stockholders on or about [], 2014.

BALLY TECHNOLOGIES, INC.

6601 South Bermuda Road
Las Vegas, NV 89118
(702) 532-7700

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [], 2014

To the Stockholders of Bally Technologies, Inc.:

Notice is hereby given that a special meeting of the stockholders of Bally Technologies, Inc. will be held on [], 2014, at [] local time, at [] for the following purposes:

1.

Approval of the Merger Agreement. To consider and vote upon a proposal to approve the Agreement and Plan of Merger, as it may be amended from time to time, which we refer to as the "merger agreement" in the accompanying proxy statement, dated as of August 1, 2014, by and among Scientific Games Corporation, a Delaware corporation, which we refer to as "Scientific Games" in the accompanying proxy statement, Scientific Games Nevada, Inc., a Nevada corporation and a wholly owned subsidiary of Scientific Games, which we refer to as "Merger Sub" in the accompanying proxy statement and Scientific Games International, Inc., a Delaware corporation and a wholly owned subsidiary of Scientific Games, which we refer to as "Financing Sub" in the accompanying proxy statement, which provides for the merger of Merger Sub with and into Bally, with Bally continuing as the surviving corporation, which we refer to as the "merger" in the accompanying proxy statement, and the conversion of each share of Bally common stock, other than the shares of Bally common stock owned by Bally (which will be canceled at the consummation of the merger) or owned by any of Bally's wholly owned subsidiaries, Scientific Games, Merger Sub or Financing Sub or any other wholly owned subsidiary of Scientific Games (which will be converted into one fully paid share of common stock, par value \$0.001 per share, of the surviving corporation at the consummation of the merger), which shares we refer to collectively as the "excluded shares" in the accompanying proxy statement and shares of Bally restricted stock (the treatment of which is described under the section entitled "Terms of the Merger Agreement Treatment of Stock Options and Other Stock-Based Compensation" beginning on page 85 of the accompanying proxy statement), into the right to receive \$83.30 in cash, without interest and less any applicable withholding taxes.

2.

Advisory Vote Regarding Merger-Related Compensation. To consider and vote upon a proposal to approve, by a non-binding advisory vote, the specified compensation arrangements disclosed in the accompanying proxy statement that may be payable to Bally's named executive officers in connection with the consummation of the merger, which we refer to as the "compensation proposal" in the accompanying proxy statement.

3.

Adjournment or Postponement of the Special Meeting. To consider and vote upon a proposal to approve the adjournment of the special meeting if necessary or appropriate in the view of the Bally board of directors, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement, which we refer to as the "adjournment proposal" in the accompanying proxy statement.

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Only stockholders of record of our common stock, par value \$0.10 per share, which we refer to as the "Bally common stock" or "our common stock" in the accompanying proxy statement, at the close of business on [], 2014, the record date for the special meeting, are entitled to notice of, and to vote at, the special meeting or any adjournments or postponements thereof.

The approval of the merger agreement by the affirmative vote of the holders of a majority of the voting power of the outstanding shares of Bally common stock is a condition to the consummation of the merger and the merger cannot be completed unless the holders of a majority of the voting power of the outstanding shares of Bally common stock vote in favor of approval of the merger agreement.

The approval of each of the compensation proposal and the adjournment proposal requires the affirmative vote of the holders of a majority of the voting power of the shares of Bally stock that are present in person or by proxy and entitled to vote thereon. The vote to approve the compensation proposal is advisory only and will not be binding on Bally or Scientific Games and is not a condition to the consummation of the merger.

Even if you plan to attend the special meeting in person, we request that you complete, sign, date and return the enclosed proxy card and thus ensure that your shares will be represented at the special meeting if you are unable to attend. You may also submit your proxy by using a toll-free number or the Internet. We have provided instructions on the proxy card for using these convenient services. If your shares of Bally common stock are held in street name through a broker, bank or other nominee, you should instruct your broker, bank or other nominee how to vote in accordance with the voting instruction card furnished by your broker, bank or other nominee.

YOUR VOTE IS VERY IMPORTANT. YOU MAY VOTE BY MAIL, THROUGH THE INTERNET, BY TELEPHONE OR BY ATTENDING THE SPECIAL MEETING AND VOTING BY BALLOT, ALL AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT. IF YOU FAIL TO VOTE ON THE MERGER AGREEMENT OR FAIL TO INSTRUCT YOUR BROKER, BANK OR OTHER NOMINEE ON HOW TO VOTE, THE EFFECT WILL BE THE SAME AS A VOTE AGAINST THE APPROVAL OF THE MERGER AGREEMENT.

The Bally board of directors unanimously recommends that you vote:

"FOR" the approval of the merger agreement, thereby approving the transactions contemplated thereby, including the merger;

"FOR" the proposal to approve, by a non-binding advisory vote, the specified compensation arrangements disclosed in the accompanying proxy statement that may be payable to Bally's named executive officers in connection with the consummation of the merger; and

"FOR" the proposal to approve the adjournment of the special meeting if necessary or appropriate in the view of the Bally board of directors, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

Please note that we intend to limit attendance at the special meeting to stockholders as of the record date (or their authorized representatives). If your shares are held by a broker, bank or other nominee, please bring to the special meeting your account statement evidencing your beneficial ownership of Bally common stock as of the record date. All stockholders should also bring photo identification.

The accompanying proxy statement provides a detailed description of the merger and the merger agreement. We urge you to read the accompanying proxy statement, including any documents incorporated by reference, and the annexes carefully and in their entirety. If you have any questions concerning the merger or the proxy statement of which this notice forms a part, would like additional

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copies of the proxy statement or need help voting your shares of Bally common stock, please contact Innisfree M&A Incorporated, Bally's proxy solicitation firm, at:

Innisfree M&A Incorporated
501 Madison Avenue
20th Floor
New York, NY 10022
Stockholders call toll-free: (888) 750-5834
Banks and brokers call collect: (212) 750-5834

By Order of the Bally Board of Directors,

Neil Davidson
*Senior Vice President, Chief Financial Officer, Treasurer and
Secretary*
Las Vegas, Nevada
[], 2014

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SUMMARY VOTING INSTRUCTIONS

YOUR VOTE IS VERY IMPORTANT

Ensure that your shares of Bally common stock are voted at the special meeting by submitting your proxy or, if your shares of Bally common stock are held in street name through a broker, bank or other nominee, by contacting your broker, bank or other nominee. If you do not vote or do not instruct your broker, bank or other nominee how to vote, it will have the same effect as voting "AGAINST" the approval of the merger agreement, but will have no effect on the outcome of any vote on the compensation proposal or the adjournment proposal.

If your shares of Bally common stock are registered in your name: submit your proxy as soon as possible by signing, dating and returning the enclosed proxy card in the enclosed postage-paid envelope, so that your shares of common stock can be voted in favor of the proposals at the special meeting. You may also submit your proxy by using a toll-free number or the Internet. We have provided instructions on the proxy card for using these convenient services.

If your shares of Bally common stock are registered in street name through a broker, bank or other nominee: check the voting instruction card forwarded by your broker, bank or other nominee or contact your broker, bank or other nominee in order to obtain directions as to how to ensure that your shares of Bally common stock are voted in favor of the proposals at the special meeting.

If you need assistance in completing your proxy card or have questions regarding the special meeting, please contact Innisfree M&A Incorporated, our proxy solicitation firm, at:

Innisfree M&A Incorporated
501 Madison Avenue
20th Floor
New York, NY 10022
Stockholders call toll-free: (888) 750-5834
Banks and brokers call collect:(212) 750-5834

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PROXY STATEMENT

This proxy statement contains information related to our special meeting of stockholders to be held on [], 2014, at [] local time, at [], and at any adjournments or postponements thereof. We are furnishing this proxy statement to the stockholders of Bally Technologies, Inc. as part of the solicitation of proxies by the Bally board of directors for use at the special meeting.

SUMMARY

This summary term sheet briefly summarizes material information found in this proxy statement. The proxy statement contains a more detailed description of the terms described in this summary. You are urged to read this proxy statement carefully, including any documents incorporated by reference, and the annexes carefully and in their entirety, as this summary may not contain all of the information that may be important to you. We have included page references in parentheses to direct you to the appropriate place in this proxy statement for a more complete description of the topics presented in this summary term sheet. You may obtain the information incorporated by reference in this proxy statement without charge by following the instructions under "Where Stockholders Can Find More Information" beginning on page 120 of this proxy statement.

In this proxy statement, the terms "we", "us", "our", "Bally" and the "Company" refer to Bally Technologies, Inc. and, where appropriate, its subsidiaries. In this proxy statement, we refer to Scientific Games Corporation as "Scientific Games," Scientific Games Nevada, Inc. as "Merger Sub" and Scientific Games International, Inc. as "Financing Sub". All references to the "merger" refer to the merger of Merger Sub with and into Bally with Bally surviving as a wholly owned subsidiary of Scientific Games; and, unless otherwise indicated or as the context requires, all references to the "merger agreement" refer to the Agreement and Plan of Merger, dated as of August 1, 2014, as it may be amended from time to time, by and among Bally, Scientific Games, Merger Sub and Financing Sub, a copy of which is included as Annex A to this proxy statement. Bally, following the completion of the merger, is sometimes referred to in this proxy statement as the "surviving corporation".

Parties Involved in the Merger (Page 26)

Bally Technologies, Inc.

Bally Technologies, Inc., a Nevada corporation, is a diversified global gaming company that designs, manufactures, operates, and distributes electronic gaming machines, networked and casino-management systems, table game products and interactive applications that drive revenue and provide operating efficiencies for gaming operators. We supply innovative hardware and games, including spinning-reel and video gaming devices, specialty gaming devices, automatic card shufflers, proprietary table game content and wide-area progressive systems. Our casino-management technology solutions allow our customers to more effectively manage their operations using our wide range of marketing, data management and analysis, accounting, player tracking, security and other software applications and tools. Under our business-to-business model, we support customers that include traditional land-based, riverboat, and Native American casinos, interactive, video lottery, and central determination markets.

Bally's common stock is listed on the New York Stock Exchange (which we refer to as the "NYSE" in this proxy statement) under the symbol "BYI".

Bally's principal executive offices are located at 6601 South Bermuda Road, Las Vegas, NV 89119, its telephone number is (702) 584-7700 and its Internet website address is www.ballytech.com. The information provided on or accessible through Bally's website is not part of this proxy statement and is not incorporated in this proxy statement by this or any other reference to its website provided in this proxy statement.

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Scientific Games Corporation.

Scientific Games Corporation, a Delaware corporation, is a leading diversified supplier of technology-based products and services to the gaming and lottery industries. Its portfolio includes instant and draw-based lottery games, gaming machines and game content, server-based lottery and gaming systems, sports betting technology, loyalty and rewards programs, and interactive products and services. Scientific Games generates revenue from the manufacturing and sale of instant lottery games, as well as the provision of value-added services such as game design, sales and marketing support, specialty games and promotions, inventory management and warehousing and fulfillment services.

Scientific Games' common stock is listed on the Nasdaq Stock Exchange (which we refer to as the "NASDAQ" in this proxy statement) under the symbol "SGMS".

Scientific Games' principal executive offices are located at 750 Lexington Avenue, 25th Floor, New York, New York 10022, its telephone number is (212) 754-2233 and its Internet website address is www.scientificgames.com. The information provided on or accessible through Scientific Games' website is not part of this proxy statement and is not incorporated in this proxy statement by this or any other reference to its website provided in this proxy statement.

Scientific Games Nevada, Inc.

Scientific Games Nevada, Inc., a wholly owned subsidiary of Scientific Games Corporation, is a Nevada corporation that was formed on July 25, 2014 for the sole purpose of entering into the merger agreement and completing the transactions contemplated by the merger agreement, including the merger. Upon the terms and subject to the conditions of the merger agreement, Merger Sub will be merged with and into Bally, with Bally surviving the merger as a wholly owned subsidiary of Scientific Games.

The principal executive offices of Merger Sub are located at 750 Lexington Avenue, New York, NY 10022, and its telephone number is (212) 754-2233.

Scientific Games International, Inc.

Scientific Games International, Inc., a Delaware corporation, is a wholly owned subsidiary of Scientific Games. As set forth in the debt commitment letter, Financing Sub is expected to be the borrower of the debt financing incurred to finance the merger and the other transactions contemplated by the merger agreement.

The principal executive offices of Financing Sub are located at 1500 Bluegrass Lakes Parkway, Alpharetta, GA 30004, and its telephone number is (770) 664-3700.

Terms of the Merger (Page 83)

The proposed transaction is the acquisition of Bally by Scientific Games pursuant to the merger agreement. The acquisition will be effected by the merger of Merger Sub with and into Bally, with Bally continuing as the surviving corporation and becoming a wholly owned subsidiary of Scientific Games. If the merger is completed, you will not own any shares of the capital stock of the surviving corporation as a result of the merger.

Expected Timing of the Merger

We expect to complete the merger promptly following the approval of the merger agreement by Bally's stockholders as described herein, the receipt of all required regulatory approvals and the satisfaction or waiver of the other conditions precedent to the parties' respective obligations to

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complete the merger, each as further set forth in the merger agreement, a copy of which is included as Annex A to this proxy statement.

We currently anticipate that the merger will be completed by the end of 2014. As noted above, however, consummation of the merger is subject to various conditions and it is possible that factors outside the control of Bally and/or Scientific Games could result in the merger being completed at a later time, or not at all. There may be a substantial amount of time between the special meeting and the completion of the merger.

Merger Consideration

If the merger is completed, each share of our common stock, par value \$0.10 per share, which we refer to as "Bally common stock" or "our common stock" in this proxy statement, issued and outstanding immediately prior to the effective time of the merger, other than the shares of Bally common stock owned by Bally (which will be canceled at the consummation of the merger) or owned by any of Bally's wholly owned subsidiaries, Scientific Games, Merger Sub or Financing Sub or any other wholly owned subsidiary of Scientific Games (which will be converted into one fully paid share of common stock, par value \$0.001 per share, of the surviving corporation at the consummation of the merger), which shares we refer to collectively as the "excluded shares" in this proxy statement, and shares of Bally restricted stock (the treatment of which is described under the section entitled "Terms of the Merger Agreement Treatment of Stock Options and Other Stock-Based Compensation" beginning on page 85 of this proxy statement), will be converted into the right to receive \$83.30 in cash, without interest and less any applicable withholding taxes, which we refer to as the "merger consideration" in this proxy statement. At or immediately prior to the effective time of the merger, Scientific Games will deposit or cause to be deposited with the paying agent for the merger sufficient funds to pay the aggregate per share merger consideration.

The Special Meeting (Page 28)

Date, Time and Place (Page 28). The special meeting will be held on [], 2014, at [] local time, at [].

Purpose of the Special Meeting (Page 28). At the special meeting, you will be asked: (1) to consider and vote upon a proposal to approve the merger agreement, thereby approving the transactions contemplated thereby, including the merger; (2) to consider and vote upon a proposal to approve, by a non-binding advisory vote, the specified compensation arrangements disclosed in this proxy statement that may be payable to Bally's named executive officers in connection with the consummation of the merger (this proposal being referred to as the "compensation proposal" in this proxy statement); and (3) to consider and vote upon a proposal to approve the adjournment of the special meeting if necessary or appropriate in the view of the Bally board of directors, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement (this proposal being referred to as the "adjournment proposal" in this proxy statement).

Record Date and Voting Information (Page 29). Only stockholders who hold shares of our common stock at the close of business on [], 2014, the record date for the special meeting, will be entitled to vote at the special meeting. Each share of our common stock outstanding on the record date will be entitled to one vote on each matter submitted to stockholders for approval at the special meeting. As of the record date for the special meeting, there were [] shares of our common stock outstanding entitled to vote at the special meeting.

Quorum (Page 29). The presence in person or by proxy of the holders of record of a majority of the shares of our common stock entitled to vote at the meeting is necessary and sufficient to constitute

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a quorum for the transaction of any business at the special meeting. As of the record date for the special meeting, [] shares of our common stock will be required to obtain a quorum.

Required Vote (Page 29). Approval of the merger agreement requires the affirmative vote of the holders of a majority of the voting power of the outstanding shares of Bally common stock entitled to vote at the special meeting. A failure to vote your shares of common stock, an abstention from voting or a broker non-vote will have the same effect as a vote against the proposal to approve the merger agreement. Approval of each of the compensation proposal and the adjournment proposal requires the affirmative vote of the holders of a majority of the voting power of the shares of Bally stock that are present in person or by proxy and entitled to vote on the proposal. Abstentions and broker non-votes, if any, will have the same effect as a vote against the compensation proposal and the adjournment proposal.

Voting by Bally's Directors and Officers (Page 31). As of [], 2014, the record date for the special meeting, our directors and executive officers beneficially owned and are entitled to vote, in the aggregate, [] shares of our common stock, representing approximately []% of the outstanding shares of our common stock.

Voting and Proxies (Page 30). Any Bally stockholder of record entitled to vote may submit a proxy by returning a signed proxy card by mail, through the Internet or by telephone or may vote in person by appearing at the special meeting. If you are a beneficial owner and hold your shares of Bally common stock in "street name" through a broker, bank or other nominee, you should instruct your broker, bank or other nominee on how you wish to vote your shares of Bally common stock using the instructions provided by your broker, bank or other nominee. The broker, bank or other nominee cannot vote on these proposals without your instructions. Therefore, it is important that you cast your vote or instruct your broker, bank or nominee on how you wish to vote your shares. If you are a street name holder and wish to vote in person by ballot at the special meeting, you must provide a legal proxy from your bank, broker or other nominee.

Treatment of Stock Options and Other Stock-Based Compensation (Page 85)

Options

At the effective time of the merger, each option to purchase Bally common stock that is outstanding (whether vested or unvested) immediately prior to the effective time of the merger will be canceled in exchange for the right to receive an amount in cash equal to the excess, if any, of the merger consideration over the exercise price of such option, less any applicable withholding taxes. If the exercise price of the option equals or exceeds the merger consideration, the option will be canceled without the payment of any consideration to the holder.

Holders of options to purchase Bally common stock that are intended to qualify as "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code, which we refer to as "incentive stock options" in this proxy statement, will be permitted to exercise such incentive stock options (whether vested or unvested) five business days prior to, and conditioned upon the occurrence of, the merger closing date. Incentive stock options that are not exercised in such manner and that remain outstanding immediately prior to the effective time of the merger will be cashed out in the manner described in the preceding paragraph.

Performance Units

At the effective time of the merger, each Bally equity-based unit subject to performance-based conditions, which we refer to as a "performance unit" in this proxy statement, that is outstanding (whether vested or unvested) immediately prior to the effective time of the merger will be canceled in exchange for the right to receive an amount in cash equal to the merger consideration, less any

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applicable withholding taxes. For purposes of determining the number of performance units that are outstanding immediately prior to the effective time of the merger, the applicable performance-based conditions will be considered to have been achieved at maximum levels. The only individuals who have outstanding performance units are Bally's current chief executive officer and chief financial officer.

Restricted Shares and Restricted Stock Units

At the effective time of the merger, each share of Bally restricted stock and each Bally equity-based unit subject to time-based vesting, which we refer to as a "restricted stock unit" in this proxy statement, that was granted prior to August 1, 2014, and that is outstanding (whether vested or unvested) immediately prior to the effective time of the merger, will be canceled in exchange for the right to receive an amount in cash equal to the merger consideration, less any applicable withholding taxes.

At the effective time of the merger, each share of Bally restricted stock and each Bally restricted stock unit that is granted on or after August 1, 2014, and that is outstanding immediately prior to the effective time of the merger, will not be cashed out or canceled in the merger, but instead will be converted as of the effective time of the merger into a restricted share or restricted stock unit, as applicable, with respect to the Class A common stock, par value \$0.01 per share, of Scientific Games, using a customary exchange ratio based on the per share closing price of Bally common stock on the merger closing date and the per share closing price of Scientific Games Class A common stock on the merger closing date, which we refer to as the "stock award exchange ratio" in this proxy statement. The terms and conditions of these converted restricted shares and restricted stock units will generally remain unchanged, and such awards will continue to vest as scheduled based on the holder's continued employment through each applicable vesting date, provided that if the holder's employment is terminated by Scientific Games without "cause" or by the holder for "good reason" (generally, as such terms are defined in the Bally Amended and Restated 2010 Long Term Incentive Plan, which we refer to as the "2010 LTIP" in this proxy statement) within one year following the merger closing date, the holder will be given additional service credit for vesting purposes for the holder's months of service following the merger closing date, plus an additional twelve (12) months, such that the installments of the converted restricted shares and restricted stock units that were otherwise scheduled to vest within such number of months following the holder's employment termination date will immediately vest and be settled in shares of Scientific Games Class A common stock.

Treatment of the Employee Stock Purchase Plan (Page 86)

Bally's Employee Stock Purchase Plan will not accept any new participants. The current quarterly offering ended on August 31, 2014, and no new offering will commence thereafter. The Employee Stock Purchase Plan will terminate as of the merger closing date.

Delisting and Deregistration of Our Common Stock (Page 63)

Upon completion of the merger, we will remove our common stock from listing on the NYSE and price quotations in the public market will no longer be available for our common stock and the registration of our common stock under the Securities Exchange Act of 1934, as amended, which we refer to as the "Exchange Act" in this proxy statement, will be terminated.

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Determination, Approval and Recommendation of Our Board of Directors (Page 53)

The Bally board of directors, after considering all factors that the Bally board of directors deemed relevant and after consulting with independent legal and financial advisors, unanimously determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and fair to and in the best interests of Bally and its stockholders, and unanimously adopted the merger agreement and the transactions contemplated thereby, including the merger. Certain factors considered by the Bally board of directors in reaching its decision to approve the merger agreement and the merger can be found in the section entitled "Proposal 1: Approval of the Merger Agreement Reasons for the Merger" beginning on page 46 of this proxy statement.

The Bally board of directors unanimously recommends that Bally stockholders vote:

"FOR" the approval of the merger agreement, thereby approving the transactions contemplated thereby, including the merger;

"FOR" the proposal to approve, by a non-binding advisory vote, the specified compensation arrangements disclosed in the accompanying proxy statement that may be payable to Bally's named executive officers in connection with the consummation of the merger; and

"FOR" the proposal to approve the adjournment of the special meeting if necessary or appropriate in the view of the Bally board of directors, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

Opinion of Bally's Financial Advisor (Page 53 and Annex B)

Macquarie Capital (USA) Inc., which we refer to as "Macquarie Capital" in this proxy statement, was engaged on July 14, 2014 to act as lead financial advisor to the Bally board of directors in connection with a possible sale, transfer or other disposition, directly or indirectly, of all or a material portion of the equity securities, assets or business of Bally or its subsidiaries, including assisting in the evaluation of Bally's strategic alternatives. On July 31, 2014, Macquarie Capital rendered its oral opinion, subsequently confirmed in writing, to the Bally board of directors (in its capacity as such) to the effect that, as of such date, and based upon and subject to various factors, assumptions, qualifications and limitations on the review undertaken set forth in the written opinion, the merger consideration to be received by the holders of Bally common stock (other than holders of excluded shares) in the merger transaction was fair, from a financial point of view, to such holders of Bally common stock, in the aggregate.

The full text of the written opinion of Macquarie Capital, dated July 31, 2014, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken in connection with the opinion, is attached as Annex B to this proxy statement and is incorporated by reference herein. Holders of shares of Bally common stock are encouraged to and should read the opinion carefully and in its entirety. Macquarie Capital's opinion was provided to the Bally board of directors in connection with its evaluation of the merger consideration provided for in the merger from a financial point of view. The opinion of Macquarie Capital does not address any other aspect of the merger and does not constitute a recommendation to any holder of Bally common stock as to whether such holder should act or vote in connection with the merger or any other matter. The summary of the opinion of Macquarie Capital set forth in this proxy statement is qualified in its entirety by reference to the full text of such opinion, which is included as Annex B.

Interests of Bally's Directors and Executive Officers in the Merger (Page 65)

In considering the recommendation of the Bally board of directors to approve the merger agreement, Bally stockholders should be aware that certain directors and executive officers of Bally

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have interests in the merger that are different from, or in addition to, those of Bally stockholders generally. These interests are described in the section entitled "Proposal 1: Approval of the Merger Agreement Interests of Bally's Directors and Executive Officers in the Merger" beginning on page 65 of this proxy statement. The Bally board of directors was aware of these interests and considered them, among other matters, in evaluating the merger agreement, in reaching its decision to approve the merger agreement, and in recommending to Bally stockholders that the merger agreement be approved. These interests include the following, among others:

at the effective time of the merger, each option to purchase Bally common stock held by a director or executive officer (whether vested or unvested) will be canceled in exchange for the right to receive an amount in cash equal to the excess, if any, of the merger consideration over the exercise price of such option, less any applicable withholding taxes;

executive officers holding incentive stock options will be permitted to exercise such incentive stock options (whether vested or unvested) five business days prior to, and conditioned upon the occurrence of, the merger closing date. Incentive stock options that are not exercised in such manner and that remain outstanding immediately prior to the effective time of the merger will be cashed out in the manner described in the preceding paragraph;

at the effective time of the merger, each performance unit held by an executive officer (whether vested or unvested) will be canceled in exchange for the right to receive an amount in cash equal to the merger consideration, less any applicable withholding taxes. For purposes of determining the number of performance units that are outstanding immediately prior to the effective time of the merger, the applicable performance-based conditions will be considered to have been achieved at maximum levels. The only individuals who have outstanding performance units are Bally's current chief executive officer and chief financial officer;

at the effective time of the merger, each share of Bally restricted stock held by a director or executive officer, and each Bally restricted stock unit held by an executive officer, in each case that was granted prior to August 1, 2014 (whether vested or unvested) will be canceled in exchange for the right to receive an amount in cash equal to the merger consideration, less any applicable withholding taxes;

at the effective time of the merger, each share of Bally restricted stock and each Bally restricted stock unit held by an executive officer that is granted on or after August 1, 2014, will not be cashed out or canceled in the merger, but instead will be converted as of the effective time of the merger into a restricted share or restricted stock unit, as applicable, with respect to Scientific Games Class A common stock using the stock award exchange ratio. The terms and conditions of these converted restricted shares and restricted stock units will generally remain unchanged, provided that such awards will be subject to limited accelerated vesting upon certain qualifying terminations of employment occurring within one year following the merger closing date;

each of the executive officers (other than the chief executive officer) is entitled to receive retention bonus awards payable on the earlier of the six-month anniversary of the merger closing date (subject to continued employment through such date) or a qualifying termination of employment prior to such date;

each of the executive officers is entitled to receive certain severance payments under their employment agreements with Bally upon certain qualifying terminations of employment following the closing of the merger; and

as more fully described in the section entitled "Proposal 1: Approval of the Merger Agreement Background of the Merger" beginning on page 35 of this proxy statement, it is currently anticipated that, upon consummation of the merger, Mr. Hadrill and Mr. Robbins will

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join the board of directors of Scientific Games, with Mr. Hadrill anticipated to serve as vice chairman.

Financing (Page 63)

The merger is not conditioned on Scientific Games obtaining the proceeds of any financing, including the financing contemplated by the debt commitment letter. We anticipate that the total amount of funds necessary to complete the merger and the other transactions contemplated by the merger agreement will be approximately \$5.1 billion. These funds include the funds needed to:

pay our stockholders (including equity award holders) the amount due under the merger agreement;

refinance, repay or repurchase certain of our outstanding indebtedness; and

pay customary fees and expenses in connection with the transactions contemplated by the merger agreement.

In connection with entering into the merger agreement, Scientific Games and Financing Sub entered into a commitment letter with Bank of America, N.A., which we refer to as "BOA" in this proxy statement, Merrill Lynch, Pierce, Fenner & Smith Incorporated, which we refer to as "BofA Merrill Lynch" in this proxy statement, JPMorgan Chase Bank, N.A., which we refer to as "J.P. Morgan" in this proxy statement, Deutsche Bank AG New York Branch, which we refer to as "Deutsche Bank" in this proxy statement, and certain of their respective affiliates as additional commitment parties (and each additional commitment party who following the date of this proxy statement becomes party to the commitment letter). Pursuant to the commitment letter, among other things, each of BOA, BofA Merrill Lynch, Deutsche Bank and J.P. Morgan and certain of their respective affiliates (which we refer to as the "commitment parties" in this proxy statement) have agreed to provide debt financing to Scientific Games. We refer to this commitment letter, as it may be amended in accordance with the merger agreement, as the "debt commitment letter" in this proxy statement. The financing contemplated under the debt commitment letter is referred to as the "debt financing" in this proxy statement. See "Terms of the Merger Agreement Financing of the Merger" beginning on page 63 of this proxy statement for additional information with respect to the debt financing.

We believe the amounts described in the debt commitment letter, together with cash on hand at Bally and at Scientific Games, will be sufficient to complete the merger, but we cannot assure you of that. Those amounts might be insufficient if, among other things, we or Scientific Games have substantially less cash on hand or more debt or Scientific Games or Financing Sub receive substantially lower net proceeds from the debt financing than we currently expect.

No Solicitation of Acquisition Proposals (Page 96)

Subject to certain exceptions, Bally has agreed not to, and will not authorize or permit any of its subsidiaries to, and will use its reasonable best efforts to cause its and their respective representatives not to, among other things: (i) initiate, solicit or knowingly encourage, directly or indirectly, the making of any acquisition proposal or (ii) engage in negotiations or substantive discussions with, or furnish any non-public information to, any third party relating to an acquisition proposal other than informing third parties of certain provisions contained in the merger agreement.

In the event that Bally receives a written acquisition proposal that did not result from its breach of its non-solicit obligations under the merger agreement, Bally and its board of directors may, prior to obtaining Bally stockholder approval of the proposal to approve the merger agreement, engage in negotiations or substantive discussions with, or furnish any information and other access to, any third party making such acquisition proposal and its representatives or potential sources of financing if the Bally board of directors determines in good faith, after consultation with Bally's outside counsel and

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financial advisors, and based on information then available, that such acquisition proposal constitutes, or could reasonably be expected to result in, a superior proposal (as defined under the section entitled "Terms of the Merger Agreement No Solicitation of Acquisition Proposals; Changes in Board Recommendation" beginning on page 96 of this proxy statement).

The Bally board of directors may terminate the merger agreement in response to a written acquisition proposal if the Bally board of directors has determined in good faith, after consultation with Bally's outside counsel and financial advisors, that such acquisition proposal constitutes a superior proposal after giving effect to all of the adjustments which may be offered by Scientific Games, subject to complying with certain notice and other specified conditions set forth in the merger agreement, including giving Scientific Games the opportunity to propose changes to the merger agreement in response to a superior proposal and the conditions described in the prior paragraph. If the merger agreement is terminated in such a circumstance, Bally must pay, or cause to be paid, to Scientific Games the termination fee prior to or concurrently with such termination as more fully described under the section entitled "Terms of the Merger Agreement Termination Fee; Effect of Termination" beginning on page 108 of this proxy statement.

Changes in Board Recommendation (Page 96)

Prior to obtaining stockholder approval of the proposal to approve the merger agreement, the Bally board of directors may change its recommendation that Bally stockholders approve the merger agreement if (i) the Bally board of directors determines, after consultation with its outside counsel and financial advisors, that the failure to take such action would be inconsistent with the directors' fiduciary duties to the stockholders of Bally under applicable law and (ii) Bally has provided Scientific Games, at least four business days in advance, prior written notice advising Scientific Games that it intends to effect a change in recommendation and specifying, in reasonable detail, the reasons for such action. If the Bally board of directors effects a change in recommendation under the merger agreement, Bally may terminate the merger agreement and pay, or Scientific Games may terminate the merger agreement and receive, the company termination fee as more fully described below under the section entitled "Terms of the Merger Agreement Termination Fee; Effect of Termination" beginning on page 108 of this proxy statement.

Conditions to Completion of the Merger (Page 105)

As more fully described in this proxy statement and in the merger agreement, each party's obligation to complete the merger depends on a number of conditions being satisfied or, where legally permissible, waived, including:

the approval of the merger agreement by Bally stockholders;

the expiration or termination of the applicable waiting period (or any extension thereof) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, which we refer to as the "HSR Act" in this proxy statement. This condition to the closing of the merger related to the HSR Act has been satisfied (as described under the section entitled "Proposal 1: Approval of the Merger Agreement Regulatory Approvals" beginning on page 77 of this proxy statement);

all of the required gaming approvals shall have been obtained and be in full force and effect, subject to Scientific Games' ability to waive one or more of such approvals as conditions (described under the section entitled "Proposal 1: Approval of the Merger Agreement Regulatory Approvals" beginning on page 77 of this proxy statement) ;

the absence of any law or order having been enacted, issued, promulgated, enforced or entered by any governmental authority that would enjoin or otherwise prohibit the consummation of the merger; provided that the party asserting this condition has used its reasonable best efforts to

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prevent the entry of such law or order and to appeal as promptly as possible any judgment that has been entered;

solely with respect to the obligations of Scientific Games, Financing Sub and Merger Sub, since the date of the merger agreement, there has not occurred any change, effect, development or circumstance that, individually or in the aggregate, constitutes or is reasonably likely to constitute a material adverse effect on Bally (as defined under the section entitled "Terms of the Merger Agreement Representations and Warranties" beginning on page 87 of this proxy statement);

the accuracy of all representations and warranties made by the other party in the merger agreement, except, in most, but not all cases, for inaccuracies that do not, individually or in the aggregate, constitute a material adverse effect;

performance in all material respects by the other party of its obligations under the merger agreement; and

each party having received a certificate signed by an executive officer of the other party certifying as to the satisfaction of certain conditions to the obligations of such other party.

How the Merger Agreement May Be Terminated (Page 107)

The merger agreement may be terminated at any time prior to the effective time of the merger by mutual written consent of each of Scientific Games and Bally. In addition, either Scientific Games or Bally may terminate the merger agreement before the effective time of the merger, if:

the merger has not been completed on or before March 1, 2015, which date may be extended to a date not later than June 1, 2015 from time to time by either Scientific Games or Bally, under certain circumstances described under the section entitled "Terms of the Merger Agreement Termination of the Merger Agreement" beginning on page 107 of this proxy statement; provided, that this termination right will not be available to either party if its action or failure to act constitutes a material breach or violation of any of its covenants, agreements or other obligations hereunder and such material breach or violation has been the principal cause of or directly resulted in (i) the failure to satisfy the conditions to the obligations of the terminating party to consummate the merger prior to the termination date (as the same may be extended) or (ii) the failure of the closing of the merger to occur by the termination date (as the same may be extended);

any restraint is in effect enjoining or otherwise prohibiting the consummation of the merger, and such restraint has become final and non-appealable; provided that this termination right will not be available to a party that did not comply with its obligations under the regulatory matters covenants set forth in the merger agreement with respect to such restraint or if the issuance of such final, non-appealable restraint was primarily due to the failure of such party, and in the case of Scientific Games, including the failure of Merger Sub, to perform any of its obligations under the merger agreement; or

Bally stockholder approval is not obtained at a duly held stockholders' meeting or at any adjournment or postponement thereof.

The merger agreement may also be terminated by Bally if:

Scientific Games or Merger Sub has breached or failed to perform any of their respective representations, warranties, covenants or other agreements set forth in the merger agreement, which breach or failure to perform (i) would give rise to a failure of a condition to Bally's obligation to consummate the merger and (ii) is not capable of being cured prior to the termination date or is not cured by Scientific Games or Merger Sub on or before the earlier of

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the termination date and the date that is 30 days following the receipt by Scientific Games of written notice from Bally of such breach or failure; provided that this termination right will not be available if Bally is then in material breach of any of its representations, warranties, covenants or agreements under the merger agreement;

prior to obtaining Bally stockholder approval of the merger agreement, (i) the Bally board of directors has effected a change in recommendation to the extent permitted by, and subject to the terms and conditions of, the merger agreement or (ii) in connection with entering into an alternative acquisition agreement with respect to a superior proposal to the extent permitted by and subject to the terms of the merger agreement, in each case so long as concurrently with such termination, Bally pays, or causes to be paid, to Scientific Games the company termination fee of \$80.0 million described under the section entitled "Terms of the Merger Agreement Termination Fee; Effect of Termination" beginning on page 108 of this proxy statement; or

the marketing period (as described under the section entitled "Terms of the Merger Agreement Financing of the Merger" beginning on page 63 of this proxy statement) has ended and all conditions to Scientific Games' and Merger Sub's obligation to consummate the merger have been satisfied or waived (other than those conditions that by their nature are to be satisfied at the closing of the merger, provided that such conditions are reasonably capable of being satisfied), and Scientific Games and Merger Sub fail to consummate the merger by the time the closing of the merger should have occurred pursuant to the merger agreement as a result of a breach by the financing sources of their obligations to make available to Scientific Games and Merger Sub the full amount of the debt financing pursuant to the debt commitment letter (or if definitive agreements have been entered into in connection with the debt financing, pursuant to such definitive agreements) (any such circumstance being referred to as a "funding failure" in this proxy statement).

The merger agreement may also be terminated by Scientific Games if:

Bally has breached or failed to perform any of its representations, warranties, covenants or other agreements set forth in the merger agreement, which breach or failure to perform (i) would give rise to the failure of a condition to Scientific Games' and Merger Sub's obligation to consummate the merger and (ii) is not capable of being cured prior to the termination date or is not cured by Bally on or before the earlier of the termination date and the date that is 30 days following the receipt by Bally of written notice from Scientific Games of such breach or failure; provided that this termination right will not be available if Scientific Games or Merger Sub is then in material breach of any of its representations, warranties, covenants or agreements under the merger agreement; or

(i) Bally does not include its board of directors' recommendation to approve the merger agreement in this proxy statement, (ii) a change in recommendation has occurred or (iii) a tender offer or exchange offer that would, if consummated, constitute an acquisition proposal has been commenced by a person unaffiliated with Scientific Games, and Bally has not published, sent or given to its stockholders, pursuant to Rule 14e-2 under the Exchange Act, within ten business days after such tender offer or exchange offer is first published, sent or given, or subsequently amended in any material respect, a statement recommending that stockholders reject such tender offer or exchange offer and affirming the Bally board of directors' recommendation to approve the merger agreement; provided that this termination right will not be available once Bally stockholder approval has been obtained.

See the section entitled "Terms of the Merger Agreement Termination of the Merger Agreement" beginning on page 107 of this proxy statement.

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Effects of Termination of the Merger Agreement (Page 108)

If the merger agreement is validly terminated, the merger agreement will become null and void without liability on the part of any party to the merger agreement (or any of its representatives), and, except for the confidentiality provisions, provisions relating to the effect of termination and certain other specified general provisions of the merger agreement, each of which will survive the termination of the merger agreement, all rights and obligations of any party will cease. However, the parties have agreed that if (i) any termination of the merger agreement resulted, directly or indirectly, from an intentional breach of any provision of the merger agreement or (ii) an intentional breach of any provision of the merger agreement caused the merger not to be consummated then, in either case, the breaching party shall be fully liable for any and all damages, costs, liabilities or other losses suffered by the other party as a result of such breach, including, as applicable, derivative damages, in addition to any amounts owed in connection with the company termination fee, the regulatory failure termination fee or the funding failure termination fee.

Generally, all costs and expenses incurred in connection with the merger agreement, the merger and the other transactions contemplated under the merger agreement will be paid by the party incurring those expenses. The merger agreement contains certain termination rights for Scientific Games and Bally. In connection with the termination of the merger agreement under specified circumstances set forth in the merger agreement, including upon a change in the recommendation of the Bally board of directors or termination of the merger agreement for Bally to enter into a written definitive agreement for a superior proposal, Bally may be required to pay to Scientific Games a termination fee of \$80.0 million or Scientific Games may be required to pay Bally a termination fee of \$105.0 million if Scientific Games is unable to obtain the regulatory approvals that are conditions to closing prior to the termination date (provided, among other conditions, that none of Bally, its subsidiaries or their respective officers, directors or employees was the primary cause of the failure of any such condition) or \$105.0 million if all of the conditions to the merger have been met and there is a funding failure, in each case, subject to the circumstances of such termination as set forth in the merger agreement and, in each case, without limiting the parties' ability to seek damages for any intentional breach of the merger agreement, which damages may be recovered, to the extent proven, in excess of any applicable termination fee. See the section entitled "Terms of the Merger Agreement Termination Fee; Effect of Termination" beginning on page 108 of this proxy statement for a discussion of the circumstances under which such a termination fee will be required to be paid.

Specific Performance (Page 110)

The merger agreement generally provides that the parties will be entitled, without posting a bond or other indemnity, to an injunction, specific performance and other equitable relief to prevent breaches of the merger agreement and to enforce specifically the terms and provisions of the merger agreement, in addition to any other remedy to which they are entitled at law or in equity.

However, Bally is entitled to seek specific performance of Scientific Games' and Merger Sub's obligations to consummate the merger only in the event that each of the following conditions has been satisfied: (i) the marketing period, if applicable, has ended and all of the conditions to Scientific Games' and Merger Sub's obligations to consummate the closing have been satisfied or waived (other than those conditions that by their terms are to be satisfied or waived at the closing of the merger), (ii) Scientific Games and Merger Sub fail to complete the merger by the date on which the merger would otherwise be required to occur, (iii) the debt financing (including any alternative financing that has been obtained in accordance with, and which satisfies certain conditions set forth in, the merger agreement) has been, or will be, funded in accordance with the terms thereof at the closing assuming satisfaction by Scientific Games or Merger Sub of the conditions precedent thereto under their respective control, and (iv) Bally has confirmed in an irrevocable written notice delivered to Scientific Games that if specific performance is granted and the debt financing is funded, then Bally would take

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such actions that are within its control to cause the closing to occur. For the avoidance of doubt, Bally is not entitled to enforce or seek to enforce specifically Scientific Games' and Merger Sub's obligations to consummate the merger if the debt financing has not been funded or will not be funded at the closing. The parties to the merger agreement further agreed that while Bally may pursue both a grant of specific performance as and only to the extent expressly permitted by the merger agreement and the payment of the funding failure termination fee or any other monetary damages or other monetary remedies, to the extent proven (but only to the extent expressly permitted by the merger agreement), under no circumstances would Bally be permitted or entitled to receive both such grant of specific performance to cause the closing to occur and payment of the funding failure termination fee, or alternatively, any other monetary damages or other monetary remedies.

Material U.S. Federal Income Tax Considerations of the Merger for U.S. Holders (Page 80)

The exchange of shares of our common stock for cash pursuant to the merger will generally be a taxable transaction for U.S. federal income tax purposes. A "U.S. holder" (as defined in the section entitled "Proposal 1: Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger for U.S. Holders" beginning on page 80 of this proxy statement) who exchanges shares of our common stock for cash in the merger generally will recognize gain or loss in an amount equal to the difference, if any, between the amount of cash received with respect to such shares and the U.S. holder's adjusted tax basis in such shares. You should consult your tax advisor for complete analysis of the U.S. federal, state, local and/or foreign tax consequences of the merger to you. See the section entitled "Proposal 1: Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger for U.S. Holders" beginning on page 80 of this proxy statement.

Regulatory Approvals (Page 77)

Antitrust Filings

The merger is subject to the mandatory notification and waiting period requirements of the HSR Act, which requires that we and Scientific Games furnish certain information and materials relating to the merger to the Antitrust Division of the United States Department of Justice, which we refer to as the "Antitrust Division" in this proxy statement, and the Federal Trade Commission, which we refer to as the "FTC" in this proxy statement. Under the HSR Act, the merger may not be consummated until the applicable waiting period has expired or been terminated by the Antitrust Division or the FTC. The required notification and report forms under the HSR Act were filed with the Antitrust Division and the FTC by Bally and Scientific Games on August 6, 2014 and August 7, 2014, respectively. On August 19, 2014, Bally received notice from the FTC that early termination of the applicable waiting period had been granted; as such, the condition to the closing of the merger related to the HSR Act has been satisfied.

Required Gaming Approvals

The parties have agreed that receipt of gaming approvals from approximately 20 specified jurisdictions, which we refer to as the "required gaming approvals" in this proxy statement, is a condition to closing of the merger. See the section entitled "Terms of the Merger Agreement Consents, Approvals and Filings" beginning on page 98 of this proxy statement for a definition of "gaming approvals", as used in this proxy statement.

Scientific Games may under certain circumstances waive the condition relating to any such required gaming approval on behalf of both Scientific Games and Bally if consummation of the merger in the absence of such required gaming approval would not constitute a violation of applicable law. In addition to the jurisdictions identified by the parties as conditions to the merger, either Bally or

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Scientific Games may make further filings with gaming regulators in various jurisdictions as may be required by applicable law, but the expiration of any waiting periods, or receipt of any required approvals, in connection with such filings will not be conditions to the consummation of the merger.

Scientific Games has filed or has caused to be filed all initial applications and documents in connection with obtaining the required gaming approvals, and with respect to certain of such approvals the parties have already received confirmation that all obligations necessary to be fulfilled prior to the merger have been satisfied.

Other Matters with Respect to Regulatory Approvals

Scientific Games and Bally have generally agreed to use their reasonable best efforts to obtain such approvals but, under the terms of the merger agreement, neither Scientific Games nor Merger Sub is required to (or cause its applicable affiliates or subsidiaries to) accept, make or take any divestiture actions unless (i) such divestiture actions are conditioned on the consummation of the merger, and (ii) such divestiture actions, individually or in the aggregate, would not reasonably be expected to result in the loss of more than \$85.0 million in revenues on a consolidated basis for Scientific Games and its subsidiaries (including Bally and its subsidiaries) for the most recently ended twelve month period ending as of the last day of Scientific Games' most recently completed fiscal quarter (provided that if the last day of such period is after December 31, 2014, such period will be deemed to have ended on December 31, 2014).

Although we do not expect these regulatory authorities to raise any significant concerns in connection with their review of the merger, there is no assurance that Bally and Scientific Games will obtain all required regulatory approvals or that those approvals will not include terms, conditions or restrictions that may have an adverse effect on us or, after completion of the merger, Scientific Games.

Market Price of Bally Common Stock and Dividend Information (Page 114)

Our common stock is listed on the NYSE under the trading symbol "BYI". The closing price of our common stock on the NYSE on July 31, 2014, which was the last trading day before we announced the merger, was \$60.17. The merger consideration represents a premium of approximately 38.4% to the closing price of our common stock on July 31, 2014 and a premium of approximately 35.3% over the average closing price of our common stock for the 90-day period ended July 31, 2014. On September 5, 2014, the last trading day before the date of this proxy statement, the closing price of our common stock on the NYSE was \$80.39.

Under the terms of the merger agreement, we may not declare, authorize, make or pay any dividend or other distribution on our common stock during the pendency of the merger.

Fees and Expenses (Page 110)

All fees and expenses incurred in connection with the merger agreement and the transactions contemplated thereby, including the merger, will be paid by the party incurring such fees or expenses, whether or not the merger or any of the other transactions contemplated by the merger agreement are consummated, with certain exceptions expressly set forth in the merger agreement, including reimbursement for all reasonable costs and expenses (including reasonable attorney's fees) of the prevailing party in any action at law or suit in equity to enforce the merger agreement or the rights of any of the parties thereunder.

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Litigation Relating to the Merger (Page 79)

The following complaints challenging the merger have been filed in the District Court of the Eighth Judicial District, County of Clark, Nevada: (i) Shaev v. Bally Technologies, Inc., et al., No. A-14-705012-B; (ii) Crescente v. Bally Technologies, Inc., et al., No. A-14-705144-C; (iii) Lewandoski v. Bally Technologies, Inc., et al., No. A-14-705153-C; (iv) Rosenfeld v. Bally Technologies, Inc., et al., No. A-14-705162-B; (v) Stein v. Bally Technologies, et al., No. A-14-705338-B; and (vi) Hahm v. Bally Technologies, Inc., No. A-14-706234-C. Each of the actions is a putative class action filed on behalf of the public shareholders of Bally Technologies, Inc. and names as defendants Bally, its directors, Scientific Games, Merger Sub and Financing Sub. The complaints generally allege that the individual defendants breached their fiduciary duties in connection with their consideration and approval of the merger. Four of the five complaints also allege that all of the entity defendants aided and abetted the purported breaches by the individual defendants. The fifth complaint, Shaev v. Bally Technologies, Inc., et al., alleges that Scientific Games, Merger Sub and Financing Sub aided and abetted the individual defendants' purported breaches but makes no such claim against Bally. The complaints seek, among other relief, to enjoin the merger. On August 26, 2014, the Shaev, Crescente, Lewandoski and Stein actions were consolidated into a single proceeding under the caption In re Bally Technologies, Inc. Stockholders Litigation, No. A-14-705012-B.

The outcome of these lawsuits cannot be predicted with any certainty. An adverse judgment for monetary damages could have a material adverse effect on the operations and liquidity of Bally. A preliminary injunction could delay or jeopardize the completion of the merger, and an adverse judgment granting permanent injunctive relief could indefinitely enjoin completion of the merger. All of the defendants believe that the claims asserted against them in the lawsuits are without merit and are defending against them vigorously. Additional lawsuits arising out of or relating to the merger agreement or the merger may be filed in the future.

No Dissenters' Rights (Page 81)

Pursuant to the Nevada Revised Statutes (which we refer to as the "NRS" in this proxy statement) Section 92A.390, no dissenter's rights or rights of appraisal will apply in connection with the merger.

Help in Answering Questions

If you have any questions about the special meeting, the merger agreement or the transactions contemplated by the merger agreement, including the merger, after reading the proxy statement, you may contact Innisfree M&A Incorporated, which is assisting us in the solicitation of proxies, toll free at (888)-750-5834. Banks and brokers may call collect at (212) 750-5833.

Neither the U.S. Securities Exchange Commission, which we refer to as the "SEC" in this proxy statement, nor any state securities regulatory agency has approved or disapproved of the transactions described in this document, including the merger, or determined if the information contained in this document is accurate or adequate. Any representation to the contrary is a criminal offense.

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

The following questions and answers are intended to address some commonly asked questions regarding the special meeting and the merger. These questions and answers may not address all questions that may be important to you as a holder of our common stock. Please refer to the more detailed information contained elsewhere in this proxy statement, the annexes to this proxy statement and the documents referred to or incorporated by reference in this proxy statement.

Q: Why am I receiving these materials?

A: You are receiving this proxy statement and the accompanying proxy card because you owned shares of our common stock at the close of business on [], 2014, the record date for the special meeting. Our board of directors is providing these proxy materials to give you information for use in determining how to vote in connection with the matters to be considered at the special meeting.

Q: When and where is the special meeting?

A: The special meeting will take place on [], 2014, at [] local time, at [].

Q: What matters will be voted on at the special meeting?

A: We will ask you: (1) to consider and vote upon a proposal to approve the merger agreement by and among Bally, Scientific Games, Financing Sub and Merger Sub, pursuant to which Merger Sub will merge with and into Bally with Bally continuing as the surviving corporation and becoming a wholly owned subsidiary of Scientific Games, thereby approving the merger; (2) to consider and vote upon a proposal to approve, by a non-binding advisory vote, the specified compensation arrangements disclosed in this proxy statement that may be payable to Bally's named executive officers in connection with the consummation of the merger; and (3) to consider and vote upon a proposal to approve the adjournment of the special meeting if necessary or appropriate in the view of the Bally board of directors, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

Q: What is the proposed transaction?

A: Under the terms of the merger agreement, upon completion of the merger, Merger Sub will be merged with and into Bally, with Bally continuing as the surviving corporation and becoming a wholly owned subsidiary of Scientific Games. If the merger is completed, our common stock will cease to be traded on the NYSE and you will not own any shares of the capital stock of the surviving corporation as a result of the merger.

Q: What will I receive if the merger is completed?

A: If the merger is completed, each share of Bally common stock (other than excluded shares) will be canceled and converted into the right to receive \$83.30 in cash, without interest and less any applicable withholding taxes. You will not own shares in the surviving corporation.

Q: Should I send in my stock certificates now?

A: No. Please do not send your stock certificates now. If the merger is completed, Bally stockholders holding Bally stock certificates will receive shortly thereafter a letter of transmittal instructing such stockholders to send their stock certificates to the paying agent in order to receive the cash payment of the merger consideration for each share of our common stock represented by the stock certificates.

Holders of stock certificates should use the letter of transmittal to exchange their stock

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certificates for the cash payment to which they are entitled upon completion of the merger. Please do not send in your stock certificates with your proxy card.

Q: What happens if I sell or transfer my shares of common stock after the record date but before the special meeting?

A: If you sell or transfer your shares of our common stock after the record date but before the special meeting, you will transfer the right to receive the merger consideration, if the merger is completed, to the person to whom you sell or transfer your shares of our common stock, but you will retain your right to vote these shares at the special meeting.

Q: What vote is required to approve the merger agreement?

A: Under Nevada law and as a condition to the consummation of the merger, approval of the merger agreement requires the affirmative vote of the holders of a majority of the voting power of all outstanding shares of Bally common stock at the close of business on the record date entitled to vote at the special meeting. As of the record date, there were [] shares of Bally common stock outstanding. Accordingly, a Bally stockholder's failure to submit a proxy card or to vote in person at the special meeting, an abstention from voting or the failure of a Bally stockholder who holds his or her shares in "street name" through a broker, bank or other nominee to give voting instructions to such broker, bank or other nominee, which we refer to as a broker non-vote, will have the same effect as a vote "AGAINST" the proposal to approve the merger agreement.

Q: What vote is required for the compensation proposal?

A: Assuming a quorum is present, approval of the compensation proposal requires the affirmative vote of the holders of a majority of the voting power of the shares of Bally stock that are present in person or by proxy and entitled to vote on the proposal. Accordingly, abstentions and broker non-votes will have the same effect as a vote "AGAINST" the compensation proposal, while shares not in attendance at the special meeting will have no effect on the outcome of any vote on the compensation proposal.

Q: What vote is required for the adjournment proposal?

A: Assuming a quorum is present, approval of the adjournment proposal requires the affirmative vote of the holders of a majority of the voting power of the shares of Bally stock that are present in person or by proxy and entitled to vote on the proposal. Accordingly, abstentions and broker non-votes will have the same effect as a vote "AGAINST" the adjournment proposal, while shares not in attendance at the special meeting will have no effect on the outcome of any vote on the adjournment proposal.

Q: What is "golden parachute compensation"?

A: "Golden parachute compensation" is any compensation payable to Bally's named executive officers that is based on or otherwise related to the merger. See the section entitled "Proposal 1: Approval of the Merger Agreement Interests of Bally's Directors and Executive Officers in the Merger Quantification of Potential Payments to Named Executive Officers in Connection with the Merger" beginning on page 71 of this proxy statement.

Q: Why am I being asked to cast a non-binding, advisory vote to approve "golden parachute compensation" payable to Bally's named executive officers under Company plans or agreements?

A: As required by rules promulgated under Section 14A of the Exchange Act, Bally is providing its stockholders with the opportunity to cast a non-binding, advisory vote in the compensation

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proposal on the golden parachute compensation that may be payable to Bally's named executive officers in connection with the merger.

Q. What will happen if the stockholders do not approve the "golden parachute compensation" in the compensation proposal at the special meeting?

A: Approval of the "golden parachute compensation" described in the compensation proposal is not a condition to the completion of the merger. The vote with respect to the "golden parachute compensation" is an advisory vote and will not be binding on Bally or Scientific Games. Further, the underlying compensation plans and agreements are contractual in nature and not, by their terms, subject to stockholder approval. Accordingly, neither closing of the merger nor payment of the "golden parachute compensation" is not contingent on stockholder approval on an advisory basis of the compensation proposal.

Q. Are there any other risks to me from the merger that I should consider?

A: Yes. There are risks associated with all business combinations, including the merger. See the section entitled "Cautionary Statement Concerning Forward-Looking Information" beginning on page 24 of this proxy statement.

Q: What constitutes a quorum?

A: The presence at the special meeting, in person or by proxy, of the holders of a majority of the outstanding shares of common stock entitled to vote at any meeting of Bally stockholders shall constitute a quorum for the transaction of any business at such meeting. As of [], the record date for the special meeting, [] shares of Bally common stock will be required to obtain a quorum. When a quorum is present to organize a meeting of Bally stockholders, it is not broken by the subsequent withdrawal of any Bally stockholders. Abstentions and any broker non-votes are considered as present for the purpose of determining the presence of a quorum.

Q: How does the Bally board of directors recommend that I vote?

A: Our board of directors, after considering all factors that our board of directors deemed relevant, and after consultation with independent legal and financial advisors, unanimously determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and fair to and in the best interests of Bally and its stockholders, and unanimously adopted the merger agreement and the transactions contemplated thereby, including the merger. Certain factors considered by our board of directors in reaching its decision to approve the merger agreement and the merger can be found in the section entitled "Proposal 1: Approval of the Merger Agreement Reasons for the Merger" beginning on page 46 of this proxy statement.

The Bally board of directors unanimously recommends that you vote

"FOR" the approval of the merger agreement, thereby approving the transactions contemplated thereby, including the merger;

"FOR" the proposal to approve, by a non-binding advisory vote, the specified compensation arrangements disclosed in the accompanying proxy statement that may be payable to Bally's named executive officers in connection with the consummation of the merger; and

"FOR" the proposal to approve the adjournment of the special meeting if necessary or appropriate in the view of the Bally board of directors, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

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Q: What is the difference between holding shares as a stockholder of record and a beneficial owner?

A: Most of our stockholders hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, which we refer to as "American Stock Transfer & Trust" in this proxy statement, you are considered the stockholder of record with respect to those shares, and these proxy materials are being sent directly to you by us. As the stockholder of record, you have the right to grant your voting proxy directly to us or to vote your shares in person at the special meeting. We have enclosed a proxy card for you to use.

Beneficial Owner. If your shares are held in a brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in "street name", and these proxy materials are being forwarded to you together with a voting instruction card by your broker, bank or other nominee who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares and you are also invited to attend the special meeting where you can vote your shares in person by following the procedure described below.

Because a beneficial owner is not the stockholder of record, you may not vote these shares at the special meeting, unless you obtain a "legal proxy" from the broker, bank or other nominee that holds your shares giving you the right to vote the shares at the special meeting. You should allow yourself enough time prior to the special meeting to obtain this proxy from your broker, bank or other nominee who is the stockholder of record.

Q: How do I vote my shares of Bally common stock?

A: Before you vote, you should carefully read and consider the information contained in or incorporated by reference in this proxy statement, including the annexes. You should also determine whether you hold your shares of our common stock directly in your name as a registered stockholder (which would mean that you are a "stockholder of record") or through a broker, bank or other nominee, because this will determine the procedure that you must follow in order to vote. You are a registered holder of our common stock if you hold your Bally common stock as a stockholder of record in certificate form or if you hold your Bally common stock in your name directly with our transfer agent, American Stock Transfer & Trust, which includes shares acquired and held through our equity incentive plans. If you are a registered holder of our common stock or hold shares of Bally common stock acquired and held through our equity incentive plans, you may vote in any of the following ways:

Via the Internet If you choose to vote via the Internet, go to the website on the enclosed proxy card and follow the easy instructions. You will need the control number shown on your proxy card or in order to vote.

Via Telephone If you choose to vote via telephone, use a touch-tone telephone to call the phone number indicated on the enclosed proxy card and follow the easy voice prompts. You will need the control number shown on your proxy card in order to vote.

Via Mail If you choose to vote via mail, simply mark your proxy card, date and sign it, and return it in the postage-paid envelope provided. Proxy cards that are returned without a signature will not be counted as present at the special meeting and cannot be voted.

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At the Special Meeting Stockholders of record who attend the special meeting may vote in person by following the procedures described above, and any previously submitted proxies will be superseded by the vote cast at the special meeting.

Although Bally offers four different voting methods, Bally encourages you to vote through the Internet, as Bally believes it is the most cost-effective method. We also recommend that you vote as soon as possible, even if you are planning to attend the special meeting, so that the vote count will not be delayed. Both the Internet and the telephone provide convenient, cost-effective alternatives to returning your proxy card by mail. If you vote your shares of Bally common stock through the Internet, you may incur costs associated with electronic access, such as usage charges from Internet access providers.

Q: If I hold my shares through a broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?

A: Yes, but only if you properly instruct them to do so. If your shares are held in a brokerage account or by a bank or other nominee, you are considered the "beneficial owner" of the shares held for you in what is known as "street name". If this is the case, this proxy statement has been forwarded to you by your brokerage firm, bank or other nominee, or its agent. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares. Because a beneficial owner is not the stockholder of record, you may not vote these shares at the special meeting, unless you obtain a "legal proxy" from the broker, bank or other nominee that holds your shares giving you the right to vote the shares at the special meeting. You should allow yourself enough time prior to the special meeting to obtain this proxy from your broker, bank or other nominee who is the stockholder of record.

If you hold your shares in street name through a broker, bank or other nominee, please refer to the information on the voting instruction card forwarded to you by your bank, broker or other nominee to see which voting options are available to you. In many cases, you may be able to submit your voting instructions by the Internet or telephone. If you do not properly submit your voting instructions, the broker, bank or other nominee will not be able to vote on these proposals. Under applicable rules, brokers, banks and other nominees have the discretion to vote on routine matters. The proposals in this proxy statement are non-routine matters, and therefore brokers, banks and other nominees cannot vote on these proposals without your instructions. This is called a "broker non-vote". Therefore, it is important that you cast your vote by instructing your broker, bank or nominee on how you wish to vote your shares.

We believe that (i) under the NRS, broker non-votes, if any, will be counted for purposes of determining the presence or absence of a quorum at the special meeting and (ii) under the current rules of the NYSE, brokers do not have discretionary authority to vote on any of the proposals being voted upon at the special meeting. To the extent that there are any broker non-votes, a broker non-vote will have the same effect as a vote "AGAINST" the proposal to approve the merger agreement, the compensation proposal and the adjournment proposal.

Q: What happens if I return my proxy card but I do not indicate how to vote?

A: If you properly return your proxy card, but do not include instructions on how to vote, your shares of our common stock will be voted "FOR" the approval of the merger agreement, thereby voting such shares in favor of approving the merger, "FOR" the approval, by a non-binding advisory vote, of the compensation proposal, and "FOR" the approval of the adjournment proposal. We do not currently intend to present any other proposals for consideration at the special meeting.

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Q: What happens if I abstain from voting on a proposal?

A: It is important that you vote your shares. Because, under the NRS, the approval of the merger agreement requires the affirmative vote of a majority of the voting power of the outstanding shares of Bally common stock, and because, under the NRS and Bally's bylaws, the approval of each of the compensation proposal and the adjournment proposal requires the affirmative vote of the holders of a majority of the voting power of the shares of Bally stock that are present in person or by proxy and entitled to vote thereon, your abstention will have the same effect as a vote "AGAINST" approval of the merger agreement, the compensation proposal and the adjournment proposal.

Q: May I change my vote after I have mailed my signed proxy card or otherwise submitted my vote?

A: Yes. Even after you sign the proxy card or voting instruction card in the form accompanying this proxy statement, vote via telephone or vote via the Internet, you retain the power to revoke your proxy or change your vote. You can revoke your proxy or change your vote at any time before it is exercised by giving written notice to our General Counsel at Bally Technologies, Inc., 6601 S. Bermuda Road, Las Vegas, NV 89119, Attn: General Counsel, specifying such revocation. You may also change your vote by timely delivery of a valid, later-dated proxy or by attending and voting in person at the special meeting. If you have voted via the Internet or by telephone, you may change your vote by signing on to the website and following the prompts or calling the toll-free number again and following the instructions.

If your shares are held in street name, you must contact your bank, broker or other nominee in order to revoke your proxy or change your vote.

Q: What does it mean if I receive more than one set of proxy materials?

A: This means that you hold shares of Bally in more than one way. For example, you may own some shares directly as a stockholder of record and other shares as a beneficial owner through a broker, or you may own shares as a beneficial owner through more than one broker. In these situations, you may receive more than one set of proxy materials or multiple control numbers for use in submitting your proxy. To ensure that all of your shares are voted, sign and return each proxy card or voting instruction card you receive or, if you submit your proxy through the Internet or by telephone, vote at least once for each proxy card or control number you receive.

Q: When do you expect the merger to be completed?

A: The parties to the merger agreement are working toward completing the merger as promptly as possible. The parties currently anticipate that the merger will be completed by the end of 2014, although there can be no assurance that the parties will be able to do so by then or at all. Completion of the merger is subject to a number of conditions specified in the merger agreement. See the section entitled "Terms of the Merger Agreement - Conditions to Completion of the Merger" beginning on page 105 of this proxy statement.

Q: If the merger is completed, how will I receive the cash for my shares?

A: If the merger is completed and your shares of our common stock are held in book-entry or in "street name", the cash proceeds will be deposited into your bank or brokerage account without any further action on your part. If you are a stockholder of record with your shares held in certificate form, you will receive a letter of transmittal with instructions on how to send your shares of our common stock to the paying agent in connection with the merger. The paying agent will issue and deliver to you a check for your shares after you comply with these instructions. See

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the section entitled "Terms of the Merger Agreement Exchange of Shares in the Merger" beginning on page 86 of this proxy statement.

Q:
Is the merger taxable to Bally stockholders?

A:
The exchange of shares of our common stock for cash pursuant to the merger will generally be a taxable transaction for U.S. federal income tax purposes, and may also be a taxable transaction under applicable local and/or foreign income or other tax laws. In general, for U.S. federal income tax purposes, a "U.S. holder" (as defined in the section entitled "Proposal 1: Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger for U.S. Holders" beginning on page 80 of this proxy statement) who exchanges shares of our common stock for cash in the merger will recognize gain or loss in an amount equal to the difference, if any, between the amount of cash received with respect to such shares and the U.S. holder's adjusted tax basis in such shares.

You should read the section entitled "Proposal 1: Approval of the Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger for U.S. Holders" beginning on page 80 of this proxy statement for a more complete discussion of the U.S. federal income tax consequences of the merger to you. You should also consult your tax advisor to determine the particular U.S. federal, state, local, and/or foreign tax consequences of the merger to you.

Q:
What happens if the merger is not completed?

A:
If the merger agreement is not approved by the stockholders or if the merger is not completed for any other reason, stockholders will not receive any payment for their shares of our common stock in connection with the merger. Instead, our common stock will continue to be listed and traded on the NYSE. In certain circumstances, we or Scientific Games may be required to pay a termination fee or we or Scientific Games may seek damages or other remedies, in each case, as described under the section entitled "Terms of the Merger Agreement Termination Fee; Effect of Termination" beginning on page 108 of this proxy statement.

Q:
Am I entitled to exercise dissenters' rights instead of receiving the merger consideration for my shares?

A:
No. Pursuant to NRS Section 92A.390, you are not entitled to exercise dissenters' rights with respect to the merger agreement or the transactions contemplated thereby, including the merger, as further explained under the section entitled "Proposal 1: Approval of the Merger Agreement No Dissenters' Rights" beginning on page 81 of this proxy statement.

Q:
Who will count the votes?

A:
The votes will be counted by a representative of Broadridge Financial Solutions, Inc., who will act as the inspector of election appointed for the special meeting.

Q:
Where can I find the voting results of the special meeting?

A:
Bally intends to announce preliminary voting results at the special meeting and publish final results in a Current Report on Form 8-K that will be filed with the SEC following the special meeting. All reports Bally files with the SEC are publicly available when filed. See the section entitled "Where Stockholders Can Find More Information" beginning on page 120 of this proxy statement.

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Q: Who can help answer my questions?

A: If you would like additional copies, without charge, of this proxy statement or if you have questions about the merger agreement or the merger, including the procedures for voting your shares, you should contact Innisfree M&A Incorporated, our proxy solicitation firm, at:

Innisfree M&A Incorporated
501 Madison Avenue
20th Floor
New York, NY 10022
Stockholders call toll-free: (888) 750-5834
Banks and brokers call collect: (212) 750-5834

If your broker, bank or other nominee holds your shares, you should also call your broker, bank or other nominee for additional information.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This proxy statement contains certain "forward-looking" statements as that term is defined by Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Forward-looking statements may be typically identified by such words as "may," "will," "should," "expect," "anticipate," "plan," "likely," "believe," "estimate," "project," "intend" and other similar expressions, among others. These forward-looking statements are subject to known and unknown risks and uncertainties that could cause our actual results to differ materially from the expectations expressed in the forward-looking statements. Although we believe that the expectations reflected in our forward-looking statements are reasonable, any or all of our forward-looking statements may prove to be incorrect. Consequently, no forward-looking statements may be guaranteed and there can be no assurance that the actual results or developments anticipated by such forward-looking statements will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Bally or its business or operations. Factors that could cause our actual results to differ from those projected or contemplated in any such forward-looking statements include, but are not limited to, the following factors:

the risk that the conditions to the closing of the merger are not satisfied (including a failure of Bally stockholders to approve, on a timely basis or otherwise, the merger and the risk that regulatory approvals required for the merger are not obtained, on a timely basis or otherwise, or are obtained subject to conditions that are not anticipated);

litigation relating to the merger;

uncertainties as to the timing of the consummation of the merger and the ability of each of Bally and Scientific Games to consummate the merger;

risks that the proposed transaction disrupts the current plans and operations of Bally;

the ability of Bally to retain and hire key personnel;

competitive responses to the proposed merger;

unexpected costs, charges or expenses resulting from completing the conditions precedent to the closing of the merger;

the failure by Scientific Games to obtain the necessary debt financing set forth in the commitment letter received in connection with the merger;

potential adverse reactions or changes to business relationships resulting from the announcement or completion of the merger; and

legislative, regulatory and economic developments.

The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors included in Bally's most recent Annual Report on Form 10-K for the year ended June 30, 2014, and our more recent reports filed with the SEC. All subsequent written and oral forward-looking statements concerning the proposed transaction or other matters attributable to Bally or any other person acting on its behalf are expressly qualified in their entirety by the cautionary statements referenced above. None of Bally, Scientific Games or any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. The forward-looking statements speak only as of the date of the communication in which they are contained. Bally can give no assurance that the conditions to the merger will be satisfied. Except as required by applicable law,

Bally undertakes no obligation to revise or update any

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forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

All information contained in this proxy statement exclusively concerning Scientific Games, Merger Sub, Financing Sub and their affiliates has been supplied by Scientific Games, Merger Sub and Financing Sub and has not been independently verified by us.

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PARTIES INVOLVED IN THE MERGER

Bally Technologies, Inc.
6601 S. Bermuda Road
Las Vegas, NV 89119
Telephone: (702) 584-7700

Bally Technologies, Inc., a Nevada corporation, is a diversified global gaming company that designs, manufactures, operates, and distributes electronic gaming machines, networked and casino-management systems, table game products and interactive applications that drive revenue and provide operating efficiencies for gaming operators. We supply innovative hardware and games, including spinning-reel and video gaming devices, specialty gaming devices, automatic card shufflers, proprietary table game content and wide-area progressive systems. Our casino-management technology solutions allow our customers to more effectively manage their operations using our wide range of marketing, data management and analysis, accounting, player tracking, security and other software applications and tools. Under our business-to-business model, we support customers that include traditional land-based, riverboat, and Native American casinos, interactive, video lottery, and central determination markets.

Bally's common stock is listed on the New York Stock Exchange (which we refer to as the "NYSE" in this proxy statement) under the symbol "BYI".

Bally's principal executive offices are located at 6601 South Bermuda Road, Las Vegas, NV 89119, its telephone number is (702) 584-7700 and its Internet website address is www.ballytech.com. The information provided on or accessible through Bally's website is not part of this proxy statement and is not incorporated in this proxy statement by this or any other reference to its website provided in this proxy statement.

Detailed descriptions about Bally's business and financial results are contained in its Annual Report on Form 10-K for the fiscal year ended June 30, 2014, and subsequent reports filed with the SEC, which are incorporated in this proxy statement by reference. See the section entitled "Where Stockholders Can Find More Information" beginning on page 120 of this proxy statement.

Scientific Games Corporation
750 Lexington Avenue
New York, NY 10022
Telephone: (212) 754-2233

Scientific Games Corporation, a Delaware corporation, is a leading diversified supplier of technology-based products and services to the gaming and lottery industries. Its portfolio includes instant and draw-based lottery games, gaming machines and game content, server-based lottery and gaming systems, sports betting technology, loyalty and rewards programs, and interactive products and services. Scientific Games generates revenue from the manufacturing and sale of instant lottery games, as well as the provision of value-added services such as game design, sales and marketing support, specialty games and promotions, inventory management and warehousing and fulfillment services.

Scientific Games' common stock is listed on the Nasdaq Stock Exchange under the symbol "SGMS".

Scientific Games' principal executive offices are located at 750 Lexington Avenue, New York, NY 10022, its telephone number is (212) 754-2233 and its Internet website address is www.scientificgames.com. The information provided on or accessible through Scientific Games' website is not part of this proxy statement and is not incorporated in this proxy statement by this or any other reference to its website provided in this proxy statement.

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Scientific Games Nevada, Inc.
750 Lexington Avenue
New York, NY 10022
Telephone: (212) 754-2233

Scientific Games Nevada, Inc., a wholly owned subsidiary of Scientific Games, is a Nevada corporation that was formed on July 25, 2014, for the sole purpose of entering into the merger agreement and completing the transactions contemplated by the merger agreement, including the merger. Upon the terms and subject to the conditions of the merger agreement, Merger Sub will be merged with and into Bally, with Bally surviving the merger as a wholly owned subsidiary of Scientific Games.

The principal executive offices of Merger Sub are located at 750 Lexington Avenue, New York, NY 10022, and its telephone number is (212) 754-2233.

Scientific Games International, Inc.
1500 Bluegrass Lakes Parkway
Alpharetta, GA 30004
Telephone: (770) 664-3700

Scientific Games International, Inc., a Delaware corporation, is a wholly owned subsidiary of Scientific Games. As set forth in the debt commitment letter, Financing Sub is expected to be the borrower of the debt financing incurred to finance the merger and the other transactions contemplated by the merger agreement.

The principal executive offices of Financing Sub are located at 1500 Bluegrass Lakes Parkway, Alpharetta, GA 30004, and its telephone number is (770) 664-3700.

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THE SPECIAL MEETING

This section contains information about the special meeting of Bally stockholders that has been called to consider and vote upon a proposal to approve the merger agreement, to consider and vote upon a proposal to approve, by a non-binding advisory vote, the specified compensation arrangements disclosed in this proxy statement that may be payable to Bally's named executive officers in connection with the consummation of the merger, to consider and vote upon a proposal to approve the adjournment of the special meeting if necessary or appropriate in the view of the Bally board of directors, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

This proxy statement is being provided to the stockholders of Bally as part of a solicitation of proxies by the Bally board of directors for use at the special meeting to be held at the date, time and place specified below, and at any properly convened meeting following an adjournment or postponement thereof, for the purposes set forth in this proxy statement and in the accompanying notice of special meeting.

Date, Time and Place

A special meeting of stockholders of Bally is scheduled to be held on [], 2014, at [] local time, at [], unless the special meeting is adjourned or postponed. We intend to mail this proxy statement and the accompanying proxy card on or about [], 2014, to all stockholders entitled to vote at the special meeting.

Purpose of the Special Meeting

At the special meeting, stockholders will be asked:

to consider and vote upon a proposal to approve the merger agreement, which provides for the merger of Merger Sub, with and into Bally, with Bally continuing as the surviving corporation, and the conversion of each share of Bally common stock, other than the excluded shares, into the right to receive \$83.30 in cash, without interest and less any applicable withholding taxes;

to consider and vote upon a proposal to approve, by a non-binding advisory vote, the specified compensation arrangements disclosed in this proxy statement that may be payable to Bally's named executive officers in connection with the consummation of the merger; and

to consider and vote upon a proposal to approve the adjournment of the special meeting if necessary or appropriate in the view of the Bally board of directors, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement.

Recommendations of Our Board of Directors

The Bally board of directors, after considering all factors that the Bally board of directors deemed relevant, unanimously determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable, fair to and in the best interests of Bally and its stockholders, and unanimously adopted the merger agreement and the transactions contemplated by the merger agreement, including the merger. Certain factors considered by the Bally board of directors in reaching its decision to approve the merger agreement and the merger can be found in the section entitled "Proposal 1: Approval of the Merger Agreement Reasons for the Merger" beginning on page 46 of this proxy statement.

The Bally board of directors unanimously recommends that Bally stockholders vote "FOR" the approval of the merger agreement, thereby approving the merger, "FOR" the compensation proposal and "FOR" the adjournment proposal.

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Record Date and Voting Information

Only holders of record of our common stock at the close of business on [], 2014, the record date for the special meeting, are entitled to notice of, and to vote at, the special meeting and any adjournments or postponements thereof. Each holder of record of our common stock on the record date will be entitled to one vote for each share held as of the record date on each matter submitted to stockholders for approval at the special meeting. If you sell or transfer your shares of our common stock after the record date but before the special meeting, you will transfer the right to receive the per share merger consideration, if the merger is completed, to the person to whom you sell or transfer your shares of our common stock, but you will retain your right to vote these shares at the special meeting.

As of the close of business on the record date, there were [] shares of Bally common stock, par value \$0.10 per share, issued, outstanding and entitled to vote at the special meeting, which shares were held by approximately [] holders of record.

Brokers, banks or other nominees who hold shares in "street name" for clients typically have the authority to vote on "routine" proposals when they have not received instructions from beneficial owners. Absent specific instructions from the beneficial owner of the shares, however, brokers, banks or othe