

ALLIANCE GAMING CORP  
Form S-8 POS  
November 02, 2004

As filed with the Securities and Exchange Commission on November 2, 2004

Registration No. 333-115271

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

## FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

### ALLIANCE GAMING CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

**NEVADA**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**88-0104066**  
(I.R.S. Employer  
Identification No.)

**6601 South Bermuda Road**  
**Las Vegas, Nevada 89119**  
**(702) 270-7600**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)

**ALLIANCE GAMING CORPORATION**  
**AMENDED AND RESTATED 2001 LONG TERM INCENTIVE PLAN**

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(Full title of the plan)

**Mark Lerner**  
**Senior Vice President and Secretary**  
**ALLIANCE GAMING CORPORATION**  
**6601 South Bermuda Road**  
**Las Vegas, Nevada 89119**  
**(702) 270-7600**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Agent for Service)

## CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock	7,500,000*	N/A*	N/A*	N/A*

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\* On January 22, 2002, Alliance Gaming Corporation (the Company) registered on Form S-8 (File No. 333-81154) 2,000,000 shares of Common Stock to be issued under the Company's 2001 Long Term Incentive Plan (the 2001 Plan) (taking into account a two-for-one stock split of the Company's Common Stock effective August 21, 2001 for shareholders of record on July 31, 2001). On May 8, 2003, the Company registered on Form S-8 (File No. 333-105087) an additional 2,000,000 shares of Common Stock to be issued under the 2001 Plan. On May 7, 2004, the Company registered on Form S-8 (File No. 333-115271) an additional 3,500,000 shares of Common Stock to be issued under the 2001 Plan. The requisite fee was paid with each of the prior registration statements on Form S-8. Because no additional securities are being registered at this time, no additional fee is due.

This Registration Statement also covers such indeterminable number of additional shares of Common Stock as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Company's Amended and Restated 2001 Long Term Incentive Plan.

### Explanatory Note

This Post-Effective Amendment No. 1 is being filed by the Company solely for the purpose of filing the Alliance Gaming Corporation Amended and Restated 2001 Long Term Incentive Plan (as amended and restated, the Plan). The Company's board of directors amended and restated the Plan, effective as of June 30, 2004, in order to provide for the award of restricted stock units. Prior to the Plan's amendment and restatement, the original 2001 Plan provided only for the grant of options, stock appreciation rights and restricted stock.

The maximum number of shares of Common Stock reserved with respect to any awards granted under the Plan remains unchanged at 7,500,000, and the maximum number of shares of Common Stock that may be issued as restricted stock or restricted stock units remains unchanged at 600,000 shares.

The contents of the Company's Registration Statements filed on Form S-8 on January 22, 2002 and May 8, 2003 (Nos. 333-81154 and 333-105087, respectively), including all exhibits filed therewith, are hereby incorporated by reference.



Item 8. Exhibits

The following exhibit is filed herewith.

<b>Exhibit No.</b>	<b>Description</b>
4.1	Alliance Gaming Corporation Amended and Restated 2001 Long Term Incentive Plan

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8/POS and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-115271 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on November 2, 2004.

**ALLIANCE GAMING CORPORATION**

By: /s/ Mark Lerner  
Mark Lerner  
Senior Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in their capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mark Lerner* Richard Haddrill	Director and Chief Executive Officer	November 2, 2004
/s/ Mark Lerner* Robert L. Saxton	Executive Vice President, Treasurer and Chief Financial Officer	November 2, 2004
/s/ Mark Lerner* Jacques André	Director	November 2, 2004
/s/ Mark Lerner* Anthony DiCesare	Director	November 2, 2004
/s/ Mark Lerner* Joel Kirschbaum	Director	November 2, 2004
/s/ Mark Lerner* David Robbins	Director	November 2, 2004
/s/ Mark Lerner* Kevin Verner	Director	November 2, 2004

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\*By: /s/ Mark Lerner

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Mark Lerner  
Senior Vice President and Secretary

Mark Lerner, pursuant to a Power of Attorney executed by each of the persons listed above, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 to Registration Statement No. 333-115271.

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
4.1	The Company's Amended and Restated 2001 Long Term Incentive Plan