

ALLIANCE GAMING CORP  
Form 8-K  
March 01, 2006

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

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): February 27, 2006**

**ALLIANCE GAMING CORPORATION**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation)

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

**6601 S. Bermuda Rd.**  
**Las Vegas, Nevada**  
(Address of principal executive offices)

**89119**  
(Zip Code)

Registrant's telephone number, including area code: **(702) 270-7600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01.**

**Other Events.**

At the upcoming Annual Meeting of Shareholders of Alliance Gaming Corporation (the Company), the Company's shareholders will vote on a proposal to increase the number of shares of common stock authorized for issuance under the Company's Amended and Restated 2001 Long Term Incentive Plan (the Plan), by 550,000 shares. As part of the process of evaluating this proposal, certain parties have requested that the Company disclose certain information with respect to outstanding options and restricted stock units. The following table sets forth certain information with respect to the Company's outstanding options and restricted stock units as of February 27, 2006 (shares in millions):

	<b>Outstanding</b>	<b>Wt. Avg. Exercise price</b>	<b>Wt. Avg. Remaining term</b>
Options	9.2	\$14.52	7.4
Restricted stock units	0.6		

As of February 27, 2006, the Company had approximately 900,000 shares of common stock available under the Plan, of which 46,463 shares may be issued in the form of restricted stock units.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ALLIANCE GAMING CORPORATION

By: /s/ Steven M. Des Champs  
Steven M. Des Champs  
Senior Vice President and Chief Financial Officer

Dated: February 28, 2006