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MDI ENTERTAINMENT INC Form SC14D9C November 19, 2002

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 14D-9 (Rule 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

MDI ENTERTAINMENT, INC. (Name of Subject Company)

MDI ENTERTAINMENT, INC.
(Name of Person Filing Statement)

Common Stock, par value \$.001 per share (Title of Class of Securities)

552685109 (CUSIP Number of Class of Securities)

Steven M. Saferin
President & Chief Executive Officer
MDI Entertainment, Inc.
201 Ann Street, 5th Floor
Hartford, CT 06103
(860) 527-5359

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person Filing Statement)

With a Copy to:

Kenneth R. Koch, Esq.
Mintz Levin Cohn Ferris Glovsky and Popeo, P.C.
666 Third Avenue
New York, NY 10017
(212) 935-3000

|X| Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

The following document is filed hereby pursuant to Rule 14d-9(a):

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Exhibit No. Description of Exhibit

99.1 Press Release issued by MDI Entertainment, Inc. and Scientific

Games Corporation on November 19, 2002