

SCIENTIFIC GAMES CORP
 Form 4
 June 06, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 COHEN PETER A

2. Issuer Name and Ticker or Trading Symbol
 SCIENTIFIC GAMES CORP
 [SGMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O COWEN GROUP, INC., 599 LEXINGTON AVENUE, 20TH FLOOR

06/04/2013

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/05/2013		M		2,370	A	\$ 0	245,801	D	
Class A Common Stock								750,000	I	By Ramius Enterprise Master Fund Ltd ⁽¹⁾ _{(2) (3)}
Class A Common Stock								4,400	I	By wife

Stock				
Class A Common Stock		1,500	I	By daughter
Class A Common Stock		8,000	I	By trust for daughter ⁽⁴⁾
Class A Common Stock		7,000	I	By trust for son ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(5)</u>	06/04/2013		A	6,900	<u>(5)</u> <u>(5)</u>	Common Stock	6,900
Restricted Stock Units	<u>(6)</u>	06/05/2013		M	2,370	<u>(6)</u> <u>(6)</u>	Common Stock	2,370

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COHEN PETER A
C/O COWEN GROUP, INC.
599 LEXINGTON AVENUE, 20TH FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Jack Sarno, attorney-in-fact for Peter A.
Cohen

06/06/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Ramius Advisors, LLC ("Ramius Advisors") is the investment advisor of Ramius Enterprise Master Fund Ltd. ("Enterprise") and may be considered the beneficial owner of any securities deemed to be beneficially owned by Enterprise. Ramius LLC ("Ramius") is the sole managing member of Ramius Advisors and may be considered the beneficial owner of any securities deemed to be beneficially owned by Ramius Advisors. As the sole member of Ramius, Cowen Group, Inc. ("Cowen") may be considered the beneficial owner of any securities deemed to be owned by Ramius. As a significant shareholder of Cowen, RCG Holdings LLC ("RCG Holdings") may be considered the beneficial owner of any securities deemed to be beneficially owned by Cowen.

(2) (continuation of footnote 1): As the managing member of RCG Holdings, C4S & Co., L.L.C. ("C4S") may be considered the beneficial owner of any securities deemed to be beneficially owned by RCG Holdings. The reporting person is a managing member of C4S and may be considered the beneficial owner of any securities deemed to be beneficially owned by C4S. The reporting person and the other Ramius affiliates (other than Enterprise) disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(3) On September 15, 2008, 750,000 shares of Class A Common Stock reported herein as being beneficially owned by Enterprise (the "Frozen Shares") were frozen in Enterprise's prime brokerage account as a result of Lehman Brothers International (Europe) ("LBIE") being placed in administration. LBIE, through certain of its affiliates, was a prime broker for Enterprise. The current status of the Frozen Shares under LBIE's administration proceedings has not been determined. Enterprise claims beneficial ownership over the Frozen Shares until such time as a final determination concerning the Frozen Shares is made, although, based on currently available information, it appears unlikely that the Frozen Shares will be returned to Enterprise.

(4) The reporting person is a co-trustee under each of these trusts and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(5) The restricted stock units are scheduled to vest in four equal annual installments beginning on June 4, 2014. Each unit converts into a share of common stock on a one-for-one basis.

(6) Represents vesting of one-fourth of restricted stock units granted on June 5, 2012. The balance of the award is scheduled to vest in three equal installments on each of June 5, 2014, 2015 and 2016. Each unit converts into a share of common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.