

SCIENTIFIC GAMES CORP
Form 4
March 24, 2014

FORM 4

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

OMB APPROVAL

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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 *
JOHNSON JEFFREY B

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)
03/20/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Finance & CAO

C/O SCIENTIFIC GAMES CORPORATION, 1500 BLUEGRASS LAKES PARKWAY

(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

ALPHARETTA, GA 30004

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 03/21/2014 | | S | 4,304 | D | \$ 15.1 | 4,600 D |
| Class A Common Stock | 03/21/2014 | | S | 1,100 | D | \$ 15.11 | 3,500 D |
| Class A Common Stock | 03/21/2014 | | S | 200 | D | \$ 15.12 | 3,300 D |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|---------------|--------|---|
| Class A Common Stock | 03/21/2014 | S | 200 | D | \$ 15.13 | 3,100 | D |
| Class A Common Stock | 03/21/2014 | S | 100 | D | \$ 15.14 | 3,000 | D |
| Class A Common Stock | 03/21/2014 | M | 15,000 | A | \$ 7.9 (1) | 18,000 | D |
| Class A Common Stock | 03/21/2014 | S | 2 | D | \$ 15.03 | 17,998 | D |
| Class A Common Stock | 03/21/2014 | S | 650 | D | \$ 15.04 | 17,348 | D |
| Class A Common Stock | 03/21/2014 | S | 750 | D | \$ 15.05 | 16,598 | D |
| Class A Common Stock | 03/21/2014 | S | 898 | D | \$ 15.06 | 15,700 | D |
| Class A Common Stock | 03/21/2014 | S | 200 | D | \$ 15.07 | 15,500 | D |
| Class A Common Stock | 03/21/2014 | S | 6,100 | D | \$ 15.08 | 9,400 | D |
| Class A Common Stock | 03/21/2014 | S | 200 | D | \$ 15.09 | 9,200 | D |
| Class A Common Stock | 03/21/2014 | S | 500 | D | \$ 15.1 | 8,700 | D |
| Class A Common Stock | 03/21/2014 | S | 300 | D | \$ 15.11 | 8,400 | D |
| Class A Common Stock | 03/21/2014 | S | 5,400 | D | \$ 15.15 | 3,000 | D |

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

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number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 7.9 | 03/21/2014 | | M | 15,000 | (1) 08/28/2021 | Common Stock | 15,000 |
| Restricted Stock Units | (2) | 03/20/2014 | | A | 10,463 | (2) (2) | Common Stock | 10,463 |
| Employee Stock Option (right to buy) | \$ 16.03 | 03/20/2014 | | A | 6,335 | (3) 03/19/2024 | Common Stock | 6,335 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSON JEFFREY B
C/O SCIENTIFIC GAMES CORPORATION
1500 BLUEGRASS LAKES PARKWAY
ALPHARETTA, GA 30004

VP, Finance & CAO

Signatures

/s/ Kelli Sterrett, attorney-in-fact for Jeffrey B. Johnson

03/24/2014

**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) The option became exercisable as to 7,500 shares on each of August 29, 2012 and 2013 and becomes exercisable as to 7,500 shares on each of August 29, 2014 and 2015.

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- (2) The restricted stock units are scheduled to vest in four equal annual installments beginning on March 20, 2015, subject to satisfaction of certain performance criteria. Each unit converts into a share of common stock on a one-for-one basis.
- (3) The option becomes exercisable in four equal annual installments beginning on March 20, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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