#### SCIENTIFIC GAMES CORP

Form 4 March 21, 2016

### FORM 4

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

**OMB** 3235-0287 Number:

burden hours per

response...

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(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)  C/O COWEN GROUP, INC., 599  LEXINGTON AVENUE, 20TH  FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2016	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### NEW YORK, NY 10022

(City)

(City)	(State)	Zip) Table	e I - Non-D	erivative (	Secur	ities Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on (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 Beneficial Ownership (Instr. 4)
Class A Common Stock	03/17/2016		Code V S	Amount 4,400	(D)	Price \$ 9.94 (1)	0	I	By wife
Class A Common Stock	03/17/2016		S	1,500	D	\$ 9.94 (1)	0	I	By daughter
Class A Common Stock	03/17/2016		S	8,000	D	\$ 9.94 (1)	0	I	By daughter

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Class A \$
Common 03/17/2016 S 7,000 D 9.94 0 I By son Stock (1)

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

# 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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **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/ Kelli E. Sterrett, attorney-in-fact for Peter A. Cohen

03/21/2016

\*\*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) Represents the weighted average price of shares sold by the broker on behalf of certain of Mr. Cohen's family members and other individuals on March 17, 2016. The broker sold, in the aggregate on behalf of such individuals, 33,900 shares (including the 20,900 shares covered by this Form 4) in transactions ranging from \$9.79 to \$10.05 per share with a weighted average price of \$9.94 per share.

Reporting Owners 2

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The proceeds of all such sales were allocated to the individual account holders on a pro rata basis based on the number of shares sold by such person.

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