

SCIENTIFIC GAMES CORP
Form SC 13G/A
February 14, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2 - Exit Filing)*

SCIENTIFIC GAMES CORPORATION
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

80874P109
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 80874P109

(1) Names of Reporting
Persons

Park West Asset
Management
LLC

(2) Check the
Appropriate Box if
a Member of a (a)]
Group

(b)]

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Delaware

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole
Voting 0
Power:

(6) Shared
Voting 325,000*
Power:

(7) Sole
Dispositive 0
Power:

(8) Shared
Dispositive 325,000*
Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person:

325,000*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions):]

(11) Percent of Class
Represented by Amount in Row
(9):

0.4%*

(12) Type of Reporting Person
(See Instructions):

IA

*Beneficial ownership percentage is based upon 91,706,419 shares of Common Stock, \$0.001 par value per share ("Common Stock"), of Scientific Games Corporation, a Nevada corporation (the "Company"), issued and outstanding as of November 5, 2018, based on information reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2018. Park West Asset Management LLC ("PWAM") is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company ("PWIMF"), and Park West Partners International, Limited, a Cayman Islands exempted company ("PWPI" and, collectively with PWIMF, the "PW Funds"), and Peter S. Park ("Mr. Park" and, collectively with PWAM and PWIMF, the "Reporting Persons") is the sole member and manager of PWAM. As of December 31, 2018, PWIMF held 293,691 shares of Common Stock of the Company and PWPI held 31,309 shares of Common Stock of the Company. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, PWAM and Mr. Park may be deemed to beneficially own the 325,000 shares of Common Stock of the Company held in the aggregate by the PW Funds, or approximately 0.4% of the shares of Common Stock of the Company deemed to be issued and outstanding as of December 31, 2018.

CUSIP No. 80874P109

(1) Names of Reporting
Persons

Peter S. Park

(2) Check the
Appropriate Box (a)]
if a Member of a
Group

(b)]

(3) SEC Use Only

(4) Citizenship or Place of
Organization

United States
of America

Number of Shares
Beneficially Owned By Each
Reporting Person With

(5) Sole
Voting 0

Power:

(6) Shared
Voting 325,000*

Power:

(7) Sole
Dispositive 0

Power:

(8) Shared
Dispositive 325,000*

Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person:

325,000*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions):]

(11) Percent of Class
Represented by Amount in
Row (9):

0.4%*

(12) Type of Reporting
Person (See Instructions):

IN

*Beneficial ownership percentage is based upon 91,706,419 shares of Common Stock of the Company, issued and outstanding as of November 5, 2018, based on information reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2018. PWAM is the investment manager to the PW Funds, and Mr. Park is the sole member and manager of PWAM. As of December 31, 2018, PWIMF held 293,691 shares of Common Stock of the Company and PWPI held 31,309 shares of Common Stock of the Company. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, PWAM and Mr. Park may be deemed to beneficially own the 325,000 shares of Common Stock of the Company held in the aggregate by the PW Funds, or approximately 0.4% of the shares of Common Stock of the Company deemed to be issued and outstanding as of December 31, 2018.

CUSIP No. 80874P109

(1) Names of Reporting
Persons

Park West
Investors
Master Fund,
Limited

(2) Check the
Appropriate Box
if a Member of a (a)]
Group

(b)]

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Cayman
Islands

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole
Voting 0

Power:

(6) Shared
Voting 293,691*

Power:

(7) Sole
Dispositive 0

Power:

(8) Shared
Dispositive 293,691*

Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person:

293,691*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions):]

(11) Percent of Class
Represented by Amount in
Row (9):

0.3%*

(12) Type of Reporting
Person (See Instructions):

CO

*Beneficial ownership percentage is based upon 91,706,419 shares of Common Stock of the Company, issued and outstanding as of November 5, 2018, based on information reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2018. As of December 31, 2018, PWIMF held 293,691 shares of Common Stock of the Company or approximately 0.3% of the shares of Common Stock of the Company deemed to be issued and outstanding as of December 31, 2018.

Item 1(a). Name Of Issuer:

Scientific Games Corporation (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices:

6601 Bermuda Road

Las Vegas, Nevada 89119

Item 2(a). Name of Person Filing:

This report on Schedule 13G (this "Schedule 13G"), is being jointly filed by (i) Park West Asset Management LLC ("PWAM"), a Delaware limited liability company and the investment manager to (a) Park West Investors Master Fund, Limited ("PWIMF"), a Cayman Islands exempted company that is the holder of 293,691 shares of Common Stock, \$0.001 par value per share ("Common Stock"), of the Company reported on this Schedule 13G, and (b) Park West Partners International, Limited ("PWPI" and, collectively with PWIMF, the "PW Funds"), a Cayman Islands exempted company that is the holder of 31,309 shares of Common Stock of the Company reported on this Schedule 13G; (ii) PWIMF; and (iii) Peter S. Park, as the sole member and manager of PWAM ("Mr. Park" and, collectively with PWAM and PWIMF, the "Reporting Persons").

The 325,000 shares of Common Stock of the Company held in the aggregate by the PW Funds, or approximately 0.4% of the shares of Common Stock of the Company deemed to be issued and outstanding as of November 5, 2018, may be deemed to be beneficially owned (x) indirectly by PWAM, as the investment adviser to PWIMF and PWPI, and (y) indirectly by Mr. Park, as the sole member and manager of PWAM.

As of December 31, 2018 PWIMF held 293,691 shares of Common Stock of the Company, or approximately 0.3% of the shares of Common Stock of the Company deemed to be issued and outstanding as of December 31, 2018.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address for the Reporting Persons is: 900 Larkspur Landing Circle, Suite 165, Larkspur, California 94939.

Item 2(c). Citizenship:

PWAM is organized under the laws of the State of Delaware. Mr. Park is a citizen of the United States. PWIMF is a Cayman Islands exempted company.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value per share.

Item 2(e). CUSIP No.:

80874P109

Item 3. If This Statement Is Filed Pursuant to Rules 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:
 Not Applicable.

Item 4. Ownership:

As reported in the cover pages to this report, the ownership information with respect to each of PWAM and Mr. Park is as follows:

(a) Amount Beneficially Owned:	325,000*
(b) Percent of Class:	0.4%*
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	325,000*
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	325,000*

As reported in the cover pages to this report, the ownership information with respect to each of PWIMF is as follows:

(a) Amount Beneficially Owned:	293,691*
(b) Percent of Class:	0.3%*
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	293,691*
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	293,691*

* This Schedule 13G is being jointly filed by (i) PWAM as the investment manager to (a) PWIMF which is the holder of 293,691 shares of Common Stock of the Company and (b) PWPI which is the holder of 31,309 shares of Common Stock of the Company, as reported on this Schedule 13G; (ii) PWIMF; and (ii) Mr. Park, as the sole member and manager of PWAM.

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The 325,000 shares of Common Stock of the Company held in the aggregate by the PW Funds, or approximately 0.4% of the shares of Common Stock of the Company deemed to be issued and outstanding as of November 5, 2018, may be deemed to be beneficially owned (x) indirectly by PWAM, as the investment adviser to PWIMF and PWPI, and (y) indirectly by Mr. Park, as the sole member and manager of PWAM.

The foregoing beneficial ownership percentage is based upon 91,706,419 shares of Common Stock of the Company, issued and outstanding as of November 5, based on information reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2018.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

**Item
7. Identification
and
Classification of
the Subsidiary
Which Acquired
the Security
Being Reported
on by the Parent
Holding
Company or
Control Person:**

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2019

**PARK WEST ASSET
MANAGEMENT LLC**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

PARK WEST INVESTORS MASTER FUND, LIMITED

By: Park West Asset Management LLC, its Investment Manager

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

/s/ Peter S. Park
Peter S. Park

**Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001)**

Exhibit Index

Exhibit

99. Joint Filing Agreement, dated as of October 19, 2018, by and among Park West Asset Management LLC, Peter S. Park, and Park West Investors Master Fund, Limited (incorporated by reference to Exhibit 99 to the Schedule 13G/A filed with the Securities and Exchange Commission on October 19, 2018).