

SCIENTIFIC GAMES CORP

Form 4

February 25, 2014

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lipkin Jeff S

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES
CORPORATION, 750
LEXINGTON AVENUE, 25TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior VP & CFO

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

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

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	02/22/2014		M		3,415	A	\$ 0
							70,293
Class A Common Stock	02/22/2014		F		1,337	D	\$ 13.16
							(1)
Class A Common Stock	02/22/2014		M		5,000	A	\$ 0
							73,956
							D

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Class A Common Stock	02/22/2014	F	1,808	D	\$ 13.16 (1)	72,148	D
Class A Common Stock	02/22/2014	M	7,248	A	\$ 0	79,396	D
Class A Common Stock	02/22/2014	F	2,680	D	\$ 13.16 (1)	76,716	D
Class A Common Stock	02/22/2014	M	2,480	A	\$ 0	79,196	D
Class A Common Stock	02/22/2014	F	917	D	\$ 13.16 (1)	78,279	D

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

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(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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	02/22/2014		M		3,415		(2)	(2)	Common Stock	3,415	\$
Restricted Stock Units	(3)	02/22/2014		M		5,000		(3)	(3)	Common Stock	5,000	\$
Restricted Stock Units	(4)	02/22/2014		M		7,248		(4)	(4)	Common Stock	7,248	\$

Restricted
Stock
Units

(5)

02/22/2014

M

2,480

(5)

(5)

Common
Stock

2,480

\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Lipkin Jeff S
C/O SCIENTIFIC GAMES CORPORATION
750 LEXINGTON AVENUE, 25TH FLOOR
NEW YORK, NY 10022

Senior VP & CFO

Signatures

/s/ Jack Sarno, attorney-in-fact for Jeff S.
Lipkin

02/25/2014

__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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.
- (2) Represents vesting of one-fourth of restricted stock units granted on February 22, 2010. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fourth of restricted stock units granted on February 22, 2010. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of one-fourth of restricted stock units granted on February 22, 2012. The balance of the award is scheduled to vest in two equal installments on each of February 22, 2015 and 2016. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of one-fourth of restricted stock units granted on August 16, 2011. The award has fully vested. 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.

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