

SCIENTIFIC GAMES CORP

Form 4

May 15, 2014

FORM 4
UNITED 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 *
Kennedy David L

(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)
05/13/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)
President and CEO

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

☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	05/13/2014		M		1,494	A	\$ 0	149,028	D
Class A Common Stock	05/13/2014		M		14,734	A	\$ 0	163,762	D
Class A Common Stock	05/13/2014		F		4,914	D	\$ 9.03 (1)	158,848	D

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

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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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	05/13/2014		M		1,494		(2)	(2)	Common Stock	1,494
Restricted Stock Units	(3)	05/13/2014		M		14,734		(3)	(3)	Common Stock	14,734

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kennedy David L C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022	X President and CEO

Signatures

/s/ Jack Sarno, attorney-in-fact for David L.
Kennedy

05/15/2014

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) In accordance with the terms of the applicable equity compensation plan, represents the accelerated vesting of one-fifth of award of restricted stock units (RSUs) granted on January 4, 2010 upon MacAndrews & Forbes Holdings Inc. becoming the beneficial owner of at least 40% of the issuer's voting securities (such RSUs otherwise would have vested on January 4, 2015). The award has fully vested. Each

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unit converted into a share of common stock on a one-for-one basis. As previously disclosed by the issuer, the reporting person has agreed to certain transfer restrictions and forfeiture provisions with respect to 50% of these shares that are designed to replicate to the extent practicable the original vesting provisions of the RSU award.

- (3) In accordance with the terms of the applicable equity compensation plan, represents the accelerated vesting of one-fourth of award of restricted stock units (RSUs) granted on March 22, 2011 upon MacAndrews & Forbes Holdings Inc. becoming the beneficial owner of at least 40% of the issuer's voting securities (such RSUs otherwise would have vested on March 22, 2015). The award has fully vested. Each unit converted into a share of common stock on a one-for-one basis. As previously disclosed by the issuer, the reporting person has agreed to certain transfer restrictions and forfeiture provisions with respect to 50% of these shares that are designed to replicate to the extent practicable the original vesting provisions of the RSU award.

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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