

SCIENTIFIC GAMES CORP

Form 4

March 24, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kennedy James C

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 SCIENTIFIC GAMES
CORPORATION, 6650 EL
CAMINO ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & Grp Shief Exec Lottery

(Street)
LAS VEGAS, NV 89119

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Beneficial Ownership (Instr. 4)
Class A Common Stock	03/22/2015		M	4,380 A	\$ 0 99,212	D	
Class A Common Stock	03/22/2015		F	1,358 D	\$ 11.23 97,854	D	

(1)

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

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SEC 1474
(9-02)

displays a currently valid OMB control 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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	03/22/2015		M	4,380	(2) (2)	Common Stock	4,380

Reporting Owners

Reporting Owner Name / Address	Relationships
Kennedy James C C/O SCIENTIFIC GAMES CORPORATION 6650 EL CAMINO ROAD LAS VEGAS, NV 89119	Director 10% Owner Officer Other EVP & Grp Shief Exec Lottery

Signatures

/s/ Jack Sarno, attorney-in-fact for James C. Kennedy

03/24/2015

__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.

Represents distribution of shares underlying one-fourth of restricted stock units granted on March 22, 2011, which units vested on May 12, 2014 in accordance with the applicable equity compensation plan upon MacAndrews & Forbes Incorporated becoming the beneficial owner of at least 40% of the issuer's voting securities last year. Such shares were not immediately delivered upon such vesting for reasons related to Section 409A of the Internal Revenue Code of 1986. The award has fully vested. Each unit converted 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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