

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 *
PERELMAN RONALD O

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)
35 EAST 62ND STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2014

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

NEW YORK, NY 10065

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/13/2014		P		667,867	A	\$ 9.6576	34,223,604	I	See footnote. <u>(1)</u>
Class A Common Stock	05/14/2014		P		32,133	A	\$ 9.7349	34,255,737	I	See footnote. <u>(1)</u>
Class A Common Stock	05/13/2014		M		1,494	A	\$ 0	40,007	D	

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. Pr Deriv Secu (Instr	
				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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERELMAN RONALD O 35 EAST 62ND STREET NEW YORK, NY 10065	X	X		
MacAndrews & Forbes Holdings Inc. 35 EAST 62ND STREET NEW YORK, NY 10065	X	X		

Signatures

/s/ Barry F. Schwartz for Ronald O. Perelman pursuant to a Power of Attorney filed with the
Securities and Exchange Commission

05/15/2014

__Signature of Reporting Person

Date

Barry F. Schwartz, Vice Chairman

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) By SGMS Acquisition Corp., SGMS Acquisition Two Corp., RLX Holdings Two LLC and MacAndrews & Forbes Holdings Inc. Mr. Perelman is the sole stockholder of MacAndrews & Forbes Holdings Inc., which is the sole stockholder of each of SGMS Acquisition

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Corporation, SGMS Acquisition Two Corporation and RLX Holdings Two LLC.

- (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 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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