

McHugh Patrick J
Form 3
January 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

McHugh Patrick J
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/01/2019

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O SCIENTIFIC GAMES CORPORATION, 6601 BERMUDA ROAD

(Street)

LAS VEGAS, NV 89119

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP & Grp Chief Exec, Lottery

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date

Title Amount or Number of

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|---|-------|------------|-----------------|--------|----------|----------------------------------|---|
| Employee Stock Option (right to buy) | Â (1) | 03/20/2024 | Common Stock | 1,276 | \$ 16.03 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 4,009 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 12,694 | \$ (3) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 8,507 | \$ (4) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 6,423 | \$ (5) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 14,605 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McHugh Patrick J C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119 | Â | Â | Â EVP & Grp Chief Exec, Lottery | Â |

Signatures

/s/ Su Shi, attorney-in-fact for Patrick J. McHugh

01/11/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock options granted on March 20, 2014. All options have vested and are exercisable.
- (2) The restricted stock units are scheduled to vest on April 27, 2019. Each unit converts into a share of common stock on a one-for-one basis.
- (3) The restricted stock units are scheduled to vest in two equal annual installments as to 6,347 shares on March 20, 2019 and March 20, 2020. Each unit converts into a share of common stock on a one-for-one basis.
- (4) The restricted stock units are scheduled to vest in three installments on March 20, 2019 (2,836 shares), March 20, 2020 (2,835 shares) and March 20, 2021 (2,836 shares). Each unit converts into a share of common stock on a one-for-one basis.
- (5) The restricted stock units are scheduled to vest beginning on March 20, 2019 as to 1,605 shares and with the balance vesting in three equal installments as to 1,606 shares on March 20, 2020, March 20, 2021 and March 20, 2022. Each unit converts into a share of common stock on a one-for-one basis.
- (6) The restricted stock units are scheduled to vest beginning on May 7, 2020 as to 4,868 shares with the balance of 9,737 shares scheduled to vest on May 7, 2021. 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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