

SCIENTIFIC GAMES CORP
Form SC 13G
July 16, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

SCIENTIFIC GAMES CORPORATION
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

80874P109
(CUSIP Number)

July 5, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 80874P109

(1) Names of Reporting
Persons

Park West Asset
Management
LLC

(2) Check the
Appropriate Box if
a Member of a (a) ☐]
Group

(b) ☐]

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Delaware

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole
Voting 0*
Power:

(6) Shared
Voting 4,936,555*
Power:

(7) Sole
Dispositive 0*
Power:

(8) Shared
Dispositive 4,936,555*
Power:

(9) Aggregate Amount
Beneficially Owned by Each
Reporting Person:

4,936,555*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions): ☐]

(11) Percent of Class
Represented by Amount in Row
(9):

5.2%*

(12) Type of Reporting Person
IA

* Beneficial ownership percentage is based upon 90,738,314 shares of Common Stock, \$0.001 par value per share ("Common Stock"), of Scientific Games Corporation, a Nevada corporation (the "Company"), issued and outstanding as of April 30, 2018, based on information reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 2, 2018. Park West Asset Management LLC ("PWAM") is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company ("PWIMF"), and Park West Partners International, Limited, a Cayman Islands exempted company ("PWPI" and, collectively with PWIMF, the "PW Funds"), and Peter S. Park ("Mr. Park" and, collectively with PWAM, the "Reporting Persons") is the sole member and manager of PWAM. As of July 5, 2018, PWIMF held 1,291,598 shares of Common Stock of the Company and options to purchase up to 3,139,100 shares of Common Stock of the Company and PWPI held 144,957 shares of Common Stock of the Company and options to purchase up to 360,900 shares of Common Stock of the Company. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, PWAM and Mr. Park may be deemed to beneficially own the 1,436,555 shares of Common Stock of the Company and the 3,500,000 shares of Common Stock of the Company underlying the options held in the aggregate by the PW Funds, or approximately 5.2% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 5, 2018.

CUSIP No. 80874P109

(1) Names of Reporting Persons

Peter S. Park

(2) Check the

Appropriate Box if
a Member of a (a) ☐
Group

(b) ☐

(3) SEC Use Only

(4) Citizenship or Place of
Organization

United States
of America

Number of Shares Beneficially
Owned By Each Reporting
Person With

(5) Sole

Voting 0*

Power:

(6) Shared

Voting 4,936,555*

Power:

(7) Sole

Dispositive 0*

Power:

(8) Shared

Dispositive 4,936,555*

Power:

(9) Aggregate Amount

Beneficially Owned by Each
Reporting Person:

4,936,555*

(10) Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions): ☐

(11) Percent of Class

Represented by Amount in Row
(9):

5.2%*

(12) Type of Reporting Person

IN

* Beneficial ownership percentage is based upon 90,738,314 shares of Common Stock of the Company, issued and outstanding as of April 30, 2018, based on information reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 2, 2018. PWAM is the investment manager to the PW Funds, and Mr. Park is the sole member and manager of PWAM. As of July 5, 2018, PWIMF held 1,291,598 shares of Common Stock of the Company and options to purchase up to 3,139,100 shares of Common Stock of the Company and PWPI held 144,957 shares of Common Stock of the Company and options to purchase up to 360,900 shares of Common Stock of the Company. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, PWAM and Mr. Park may be deemed to beneficially own the 1,436,555 shares of Common Stock of the Company and the 3,500,000 shares of Common Stock of the Company underlying the options held in the aggregate by the PW Funds, or approximately 5.2% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 5, 2018.

Item 1(a). Name Of Issuer:

Scientific Games Corporation (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices:

6601 Bermuda Road

Las Vegas, Nevada 89119

Item 2(a). Name of Person Filing:

This report on Schedule 13G (this "Schedule 13G"), is being jointly filed by (i) Park West Asset Management LLC ("PWAM"), a Delaware limited liability company and the investment manager to (a) Park West Investors Master Fund, Limited ("PWIMF"), a Cayman Islands exempted company that is the holder of 1,291,598 shares of Common Stock, \$0.001 par value per share ("Common Stock"), of the Company and options to purchase up to 3,139,100 shares of Common Stock of the Company reported on this Schedule 13G, and (b) Park West Partners International, Limited ("PWPI" and, collectively with PWIMF, the "PW Funds"), a Cayman Islands exempted company that is the holder of 144,957 shares of Common Stock of the Company and options to purchase up to 360,900 shares of Common Stock of the Company reported on this Schedule 13G; and (ii) Peter S. Park, as the sole member and manager of PWAM ("Mr. Park" and, collectively with PWAM, the "Reporting Persons").

The 1,436,555 shares of Common Stock of the Company and the 3,500,000 shares of Common Stock of the Company underlying the options held in the aggregate by the PW Funds, which constitute approximately 5.2% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 5, 2018, may be deemed to be beneficially owned (x) indirectly by PWAM, as the investment adviser to PWIMF and PWPI, and (y) indirectly by Mr. Park, as the sole member and manager of PWAM.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address for the Reporting Persons is: 900 Larkspur Landing Circle, Suite 165, Larkspur, California 94939.

Item 2(c). Citizenship:

PWAM is organized under the laws of the State of Delaware. Mr. Park is a citizen of the United States.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value per share.

Item 2(e). CUSIP No.:

80874P109

Item 3. If This Statement Is Filed Pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:

Not Applicable.

Item 4. Ownership:

As reported in the cover pages to this report, the ownership information with respect to each of PWAM and Mr. Park is as follows:

(a) Amount Beneficially Owned:	4,936,555*
(b) Percent of Class:	5.2%*
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	0*
(ii) Shared power to vote or to direct the vote:	4,936,555*
(iii) Sole power to dispose or to direct the disposition of:	0*
(iv) Shared power to dispose or to direct the disposition of:	4,936,555*

* This Schedule 13G is being jointly filed by (i) PWAM as the investment manager to (a) PWIMF which is the holder of 1,291,598 shares of Common Stock of the Company and options to purchase up to 3,139,100 shares of Common Stock of the Company and (b) PWPI, a Cayman Islands exempted company that is the holder of 144,957 shares of Common Stock of the Company and options to purchase up to 360,900 shares of Common Stock of the Company, as reported on this Schedule 13G; and (ii) Mr. Park, as the sole member and manager of PWAM.

The 1,436,555 shares of Common Stock of the Company and the 3,500,000 shares of Common Stock of the Company underlying the options held in the aggregate by the PW Funds, which constitute approximately 5.2% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 5, 2018, may be deemed to be beneficially owned (x) indirectly by PWAM, as the investment adviser to PWIMF and PWPI, and (y) indirectly by Mr. Park, as the sole member and manager of PWAM.

The foregoing beneficial ownership percentage is based upon 90,738,314 shares of Common Stock of the Company, issued and outstanding as of April 30, 2018, based on information reported by the Company in its Quarterly Report on

Form 10-Q filed with the Securities and Exchange Commission on May 2, 2018.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item

**7. Identification
and
Classification of
the Subsidiary
Which Acquired
the Security
Being Reported
on by the Parent
Holding
Company or
Control Person:**
Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 16, 2018

**PARK WEST ASSET
MANAGEMENT LLC**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

/s/ Peter S. Park
Peter S. Park

**Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001)**

Exhibit Index

Exhibit

A. Joint Filing Agreement, dated as of July 16, 2018, by and between Park West Asset Management LLC, Park West Investors Master Fund, Limited, and Peter S. Park.

Exhibit A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of them of a statement on Schedule 13G (including amendments thereto) with respect to the shares of Common Stock, \$0.001 par value per share, of Scientific Games Corporation, a Nevada corporation, and further agree that this Joint Filing Agreement be included as Exhibit A to such Schedule 13G. In evidence thereof, the undersigned hereby execute this agreement this 16th day of July, 2018.

/s/ Peter S. Park
Peter S. Park

**PARK WEST ASSET
MANAGEMENT LLC**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

**PARK WEST INVESTORS
MASTER FUND, LIMITED**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer