

SCIENTIFIC GAMES CORP
Form SC 13G/A
October 19, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

SCIENTIFIC GAMES CORPORATION
(Name of Issuer)

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

80874P109
(CUSIP Number)

July 30, 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) ☐]
a Member of 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 5,540,346*

Power:

(7) Sole

Dispositive 0

Power:

(8) Shared

Dispositive 5,540,346*

Power:

(9) Aggregate Amount

Beneficially Owned by Each
Reporting Person:

5,540,346*

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

(11) Percent of Class

Represented by Amount in Row

(9):

5.8%*

(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 and PWIMF, the "Reporting Persons") is the sole member and manager of PWAM. As of July 30, 2018, PWIMF held 1,384,871 shares of Common Stock of the Company and options to purchase up to 3,588,600 shares of Common Stock of the Company and PWPI held 155,475 shares of Common Stock of the Company and options to purchase up to 411,400 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 1,540,346 shares of Common Stock of the Company and the 4,000,000 shares of Common Stock of the Company underlying the options held in the aggregate by the PW Funds, or approximately 5.8% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 30, 2018.

CUSIP No. 80874P109

(1) Names of Reporting Persons

Peter S. Park

(2) Check the

Appropriate Box if (a) ☐

a Member of 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 5,540,346*

Power:

(7) Sole

Dispositive 0

Power:

(8) Shared

Dispositive 5,540,346*

Power:

(9) Aggregate Amount

Beneficially Owned by Each

Reporting Person:

5,540,346*

(10) Check if the Aggregate

Amount in Row (9) Excludes

Certain Shares (See

Instructions): ☐

(11) Percent of Class Represented

by Amount in Row (9):

5.8%*

(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 30, 2018, PWIMF held 1,384,871 shares of Common Stock of the Company and options to purchase up to 3,588,600 shares of Common Stock of the Company and PWPI held 155,475 shares of Common Stock of the Company and options to purchase up to 411,400 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 1,540,346 shares of Common Stock of the Company and the 4,000,000 shares of Common Stock of the Company underlying the options held in the aggregate by the PW Funds, or approximately 5.8% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 30, 2018.

CUSIP No. 82568P304

(1) Names of Reporting
Persons

Park West

Investors Master

Fund, Limited

(2) Check the
Appropriate

Box if a (a) ☐

Member of a

Group

(b) ☐

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Cayman Islands

Number of Shares

Beneficially Owned By Each

Reporting Person With

(5) Sole

Voting 0

Power:

(6) Shared

Voting 4,973,471*

Power:

(7) Sole

Dispositive 0

Power:

(8) Shared

Dispositive 4,973,471*

Power:

(9) Aggregate Amount

Beneficially Owned by Each

Reporting Person

4,973,471*

(10) Check if the Aggregate
Amount in Row (9)

Excludes Certain Shares (See
Instructions):

☐

(11) Percent of Class

Represented by Amount in

Row (9)

5.3%*

(12) Type of Reporting

Person

CO

*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. As of July 30, 2018, PWIMF held 1,384,871 shares of Common Stock of the Company and options to purchase up to 3,588,600 shares of Common Stock of the Company or approximately 5.3% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 30, 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 1,384,871 shares of Common Stock, \$0.001 par value per share ("Common Stock"), of the Company and options to purchase up to 3,588,600 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 155,475 shares of Common Stock of the Company and options to purchase up to 411,400 shares of Common Stock of the Company reported on this Schedule 13G; (ii) PWIMF; and (iii) Peter S. Park, as the sole member and manager of PWAM ("Mr. Park" and, collectively with PWAM and PWIMF, the "Reporting Persons").

The 1,540,346 shares of Common Stock of the Company and the 4,000,000 shares of Common Stock of the Company underlying the options held in the aggregate by the PW Funds, or approximately 5.8% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 30, 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.

As of July 30, 2018 PWIMF held 1,384,871 shares of Common Stock of the Company and options to purchase up to 3,588,600 shares of Common Stock of the Company, or approximately 5.3% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 30, 2018.

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. PWIMF is a Cayman Islands exempted company.

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:	5,540,346*
(b) Percent of Class:	5.8%*
(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:	5,540,346*
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	5,540,346*

As reported in the cover pages to this report, the ownership information with respect to PWIMF is as follows:

(a) Amount Beneficially Owned:	4,973,471*
(b) Percent of Class:	5.3%*
(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:	4,973,471*
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	4,973,471*

* This Schedule 13G is being jointly filed by (i) PWAM as the investment manager to (a) PWIMF which is the holder of 1,384,871 shares of Common Stock of the Company and options to purchase up to 3,588,600 shares of Common Stock of the Company and (b) PWPI which is the holder of 155,475 shares of Common Stock of the Company and options to purchase up to 411,400 shares of Common Stock of the Company, as reported on this Schedule 13G; (ii) PWIMF; and (ii) Mr. Park, as the sole member and manager of PWAM.

The 1,540,346 shares of Common Stock of the Company and the 4,000,000 shares of Common Stock of the Company underlying the options held in the aggregate by the PW Funds, or approximately 5.8% of the shares of Common Stock of the Company deemed to be issued and outstanding as of July 30, 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.

October 19, 2018

**PARK WEST ASSET
MANAGEMENT LLC**

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

PARK WEST INVESTORS MASTER FUND, LIMITED

By: Park West Asset Management LLC, its Investment Manager

B~~/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

99. Joint Filing Agreement, dated as of October 19, 2018, by and among Park West Asset Management LLC, Peter S. Park, and Park West Investors Master Fund, Limited.