SCIENTIFIC GAMES CORP

Form 4 June 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

10% Owner

Other (specify

0.5

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Smail David W

2. Issuer Name and Ticker or Trading Symbol

SCIENTIFIC GAMES CORP

[SGMS]

3. Date of Earliest Transaction

(Month/Day/Year) 06/21/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

below)

X_ Officer (give title

C/O SCIENTIFIC GAMES

(First)

(Middle)

CORPORATION, 6650 S. EL **CAMINO ROAD**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Exec VP & Chief Legal Officer

X Form filed by One Reporting Person Form filed by More than One Reporting

LAS VEGAS, NV 89118

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Transaction(s)

Code V Amount (D) Price

(A)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	06/21/2016		A	25,906		<u>(1)</u>	<u>(1)</u>	Common Stock	25,906
Employee Stock Option (right to buy)	\$ 9.65	06/21/2016		A	51,229		<u>(2)</u>	06/20/2026	Common Stock	51,229
Employee Stock Option (right to buy)	\$ 9.65	06/21/2016		A	51,229		(3)	06/20/2026	Common Stock	51,229

Reporting Owners

Reporting Owner Name / Address	Keittionsinps						
	Director	10% Owner	Officer	Other			

Smail David W C/O SCIENTIFIC GAMES CORPORATION 6650 S. EL CAMINO ROAD LAS VEGAS, NV 89118

Exec VP & Chief Legal Officer

Deletionships

Signatures

/s/ Kelli Sterrett, attorney-in-fact for David W.
Smail

06/23/2016

**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) The restricted stock units are scheduled to vest in four equal annual installments beginning on March 20, 2017. Each unit converts into a share of common stock on a one-for-one basis.
- (2) The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2017.
- (3) The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2017 (each, a "Vesting Date"), subject to the Company's 60-trading day average closing price meeting or exceeding \$15.00 (the "Performance Goal") prior to

Reporting Owners 2

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March 20, 2020. If the Performance Goal is met prior to the first Vesting Date, then all four annual installments will vest in accordance with the vesting schedule. If the Performance Goal is met subsequent to the first Vesting Date, each annual installment relating to a Vesting Date that has already occurred will automatically vest upon achievement of the Performance Goal and any remaining installments will vest in accordance with the vesting schedule. If the Performance Goal is not met by March 20, 2020, all stock options are forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.