SCIENTIFIC GAMES CORP

Form 4

February 25, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Ad BEASON ST	-	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			SCIENTIFIC GAMES CORP [SGMS]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify		
C/O SCIENTIFIC GAMES			02/22/2014	below) below) Enterprise CTO		
CORPORAT	ION, 1500			Enterprise 010		
BLUEGRAS	S LAKES 1	PARKWAY				

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

ALPHARETTA, GA 30004

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 or(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	02/22/2014		M	3,324	A	\$ 0	75,956	D	
Class A Common Stock	02/22/2014		F	1,281	D	\$ 13.16 (1)	74,675	D	
Class A Common Stock	02/22/2014		M	6,392	A	\$ 0	81,067	D	

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Class A Common Stock	02/22/2014	F	2,076	D	\$ 13.16 (1)	78,991	D
Class A Common Stock	02/22/2014	M	2,414	A	\$ 0	81,405	D
Class A Common Stock	02/22/2014	F	806	D	\$ 13.16 (1)	80,599	D
Class A Common Stock	02/23/2014	M	2,472	A	\$ 0	83,071	D
Class A Common Stock	02/23/2014	F	825	D	\$ 13.16 (1)	82,246	D
Class A Common Stock	02/23/2014	M	2,727	A	\$ 0	84,973	D
Class A Common Stock	02/23/2014	F	910	D	\$ 13.16 (1)	84,063	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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	02/22/2014		M	3,324	(2)	(2)	Common Stock	3,324	\$

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Restricted Stock Units	(3)	02/22/2014	M	6,392	(3)	(3)	Common Stock	6,392
Restricted Stock Units	<u>(4)</u>	02/22/2014	M	2,414	<u>(4)</u>	<u>(4)</u>	Common Stock	2,414
Restricted Stock Units	(5)	02/23/2014	M	2,472	<u>(5)</u>	(5)	Common Stock	2,472
Restricted Stock Units	<u>(6)</u>	02/23/2014	M	2,727	<u>(6)</u>	<u>(6)</u>	Common Stock	2,727

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BEASON STEVEN C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004

Enterprise CTO

Signatures

/s/ Jack Sarno, attorney-in-fact for Steven Beason

02/25/2014

**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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.
- (2) Represents vesting of one-fourth of restricted stock units granted on February 22, 2010. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fourth of restricted stock units granted on February 22, 2012. The balance of the award is scheduled to vest in two equal installments on each of February 22, 2015 and 2016. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of one-fourth of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of one-fifth of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (6) Represents vesting of one-fifth of restricted stock units granted on February 23, 2009. The award has fully vested. 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. 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.

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