

COHEN PETER A
Form 4
June 13, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
COHEN PETER A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O RAMIUS LLC, 599
LEXINGTON AVENUE, 20TH
FLOOR

(Street)

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

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

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 06/16/2011 | | P | | 453 A \$ 9.2 | 453 | I By Cowen and Company, LLC ⁽⁵⁾ ⁽⁶⁾ |
| Class A Common Stock | 09/09/2011 | | S | | 4,242 D \$ 7.97 | 0 | I By Cowen and Company, LLC ⁽⁵⁾ ⁽⁶⁾ |
| Class A Common | 06/13/2012 | | P | | 3,789 A \$ 8.75 | 0 | I By Cowen and |

| Stock | | | Company, LLC ⁽⁵⁾ |
|----------------------------|---------|---|--|
| Class A Common Stock | 750,000 | I | By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2) (3)</u> |
| Class A Common Stock | 4,400 | I | By wife |
| Class A Common Stock | 1,500 | I | By daughter |
| Class A Common Stock | 8,000 | I | By trust for daughter ⁽⁴⁾ |
| Class A Common Stock | 7,000 | I | By trust for son ⁽⁴⁾ |

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

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|---|---|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

COHEN PETER A
C/O RAMIUS LLC
599 LEXINGTON AVENUE, 20TH FLOOR X
NEW YORK, NY 10022

Signatures

/s/ Jack Sarno, attorney-in-fact for Peter A.

Cohen

06/13/2012

__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) Ramius Advisors, LLC ("Ramius Advisors") is the investment advisor of Ramius Enterprise Master Fund Ltd. ("Enterprise") and may be considered the beneficial owner of any securities deemed to be beneficially owned by Enterprise. Ramius LLC ("Ramius") is the sole managing member of Ramius Advisors and may be considered the beneficial owner of any securities deemed to be beneficially owned by Ramius Advisors. As the sole member of Ramius, Cowen Group, Inc. ("Cowen") may be considered the beneficial owner of any securities deemed to be owned by Ramius. As a significant shareholder of Cowen, RCG Holdings LLC ("RCG Holdings") may be considered the beneficial owner of any securities deemed to be beneficially owned by Cowen.

(2) (continuation of footnote 1): As the managing member of RCG Holdings, C4S & Co., L.L.C. ("C4S") may be considered the beneficial owner of any securities deemed to be beneficially owned by RCG Holdings. As a managing member of C4S, the reporting person may be considered the beneficial owner of any securities deemed to be beneficially owned by C4S. The reporting person and the other Ramius affiliates (other than Enterprise) disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(3) On September 15, 2008, 750,000 shares of Class A Common Stock reported herein as being beneficially owned by Enterprise (the "Frozen Shares") were frozen in Enterprise's prime brokerage account as a result of Lehman Brothers International (Europe) ("LBIE") being placed in administration. LBIE, through certain of its affiliates, was a prime broker for Enterprise. The current status of the Frozen Shares under LBIE's administration proceedings has not been determined. Enterprise claims beneficial ownership over the Frozen Shares until such time as a final determination concerning the Frozen Shares is made.

(4) The reporting person is a co-trustee under each of these trusts and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(5) As the ultimate parent of Cowen and Company, LLC ("Cowen and Company"), Cowen may be considered the beneficial owner of any securities deemed to be owned by Cowen and Company. As a significant shareholder of Cowen, RCG Holdings may be considered the beneficial owner of any securities deemed to be beneficially owned by Cowen. As the managing member of RCG Holdings, C4S may be considered the beneficial owner of any securities deemed to be beneficially owned by RCG Holdings. As a managing member of C4S, the reporting person may be considered the beneficial owner of any securities deemed to be beneficially owned by C4S. The reporting person and the other Cowen affiliates (other than Cowen and Company) disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

(6) This transaction was initiated in error by Cowen and Company's quantitative trading program and closed out as soon as reasonably practicable following its discovery.

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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