#### SCIENTIFIC GAMES CORP

Form 4

February 25, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287 Number:

January 31, Expires:

2005 Estimated average

0.5

**OMB APPROVAL** 

burden hours per response...

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

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Frater Stephen G Issuer Symbol SCIENTIFIC GAMES CORP (Check all applicable) [SGMS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O SCIENTIFIC GAMES 02/22/2014 Division Executive Chairman CORPORATION, 1 DUKES **GREEN AVENUE** 

> (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

FELTHAM, X0 TW14 0LR

(City)	(State)	(Zip) Tabl	e I - Non-D	<b>Derivative</b>	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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	02/22/2014		M	2,525	A	\$ 0	53,872	D	
Class A Common Stock	02/22/2014		F	1,187	D	\$ 13.16 (1)	52,685	D	
Class A Common Stock	02/22/2014		M	6,214	A	\$ 0	58,899	D	

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Class A Common Stock	02/22/2014	F	2,921	D	\$ 13.16 (1)	55,978	D
Class A Common Stock	02/22/2014	M	1,834	A	\$ 0	57,812	D
Class A Common Stock	02/22/2014	F	862	D	\$ 13.16 (1)	56,950	D
Class A Common Stock	02/23/2014	M	2,188	A	\$ 0	59,138	D
Class A Common Stock	02/23/2014	F	1,029	D	\$ 13.16 (1)	58,109	D
Class A Common Stock	02/23/2014	M	2,414	A	\$ 0	60,523	D
Class A Common Stock	02/23/2014	F	1,135	D	\$ 13.16 (1)	59,388	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. Transaction Code (Instr. 8)	5. Number coof 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. 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	2,525	(2)	(2)	Common Stock	2,525	\$

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Restricted Stock Units	<u>(3)</u>	02/22/2014	M	6,214	<u>(3)</u>	(3)	Common Stock	6,214	
Restricted Stock Units	<u>(4)</u>	02/22/2014	M	1,834	<u>(4)</u>	<u>(4)</u>	Common Stock	1,834	
Restricted Stock Units	<u>(5)</u>	02/23/2014	M	2,188	(5)	(5)	Common Stock	2,188	
Restricted Stock Units	<u>(6)</u>	02/23/2014	M	2,414	<u>(6)</u>	<u>(6)</u>	Common Stock	2,414	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Frater Stephen G C/O SCIENTIFIC GAMES CORPORATION 1 DUKES GREEN AVENUE FELTHAM, X0 TW14 0LR

Division Executive Chairman

## **Signatures**

/s/ Jack Sarno, attorney-in-fact for Stephen G. Frater

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.
- Represents vesting of one-fourth of restricted stock units granted on February 22, 2010. The award has fully vested. Each unit converts **(2)** into a share of common stock on a one-for-one basis.
- Represents vesting of one-fourth of restricted stock units granted on February 22, 2012. The balance of the award is scheduled to vest in (3)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.
- Represents vesting of one-fourth of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into **(4)** a share of common stock on a one-for-one basis.
- Represents vesting of one-fifth of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a **(5)** share of common stock on a one-for-one basis.
- 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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