

SCIENTIFIC GAMES CORP  
 Form 4  
 June 12, 2015

**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)  
 06/10/2015

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

C/O COWEN GROUP, INC., 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock            | 06/11/2015                           |  | M                              | 3,495   | A   | \$ 0   | 266,434 D                         |
| Class A Common Stock            |                                      |  |                                |   |   | 4,400  | I By wife                         |
| Class A Common Stock            |                                      |  |                                |   |   | 9,500  | I By daughter                     |

Class A  
Common  
Stock 7,000 I By son

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

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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | <u>(1)</u>   | 06/10/2015                           |  | A                              | 9,937   | <u>(1)</u> <u>(1)</u>                                    | Common Stock  | 9,937                         |
| Restricted Stock Units                     | <u>(2)</u>   | 06/11/2015                           |  | M                              | 3,495   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 3,495                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| COHEN PETER A<br>C/O COWEN GROUP, INC.<br>599 LEXINGTON AVENUE, 20TH FLOOR<br>NEW YORK, NY 10022 | X             |           |         |       |

## Signatures

/s/ Jack Sarno, attorney-in-fact for Peter A. Cohen  
06/12/2015

\_\_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 June 10, 2016. Each unit converts into a share of common stock on a one-for-one basis.

(2) Represents vesting of one-fourth of restricted stock units granted on June 11, 2014. The balance of the award is scheduled to vest in three equal installments on each of June 11, 2016, 2017 and 2018. 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.

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