

SCIENTIFIC GAMES CORP
 Form 4
 August 12, 2016

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 *
 SHEEHAN KEVIN M

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES CORPORATION, 6650 S. EL CAMINO ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 08/10/2016

(Street)
 LAS VEGAS, NV 89118

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

(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	

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)

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	08/10/2016		A		400,000		(1)	(1)	Common Stock	400,000
Restricted Stock Units	(2)	08/10/2016		A		67,370		(2)	(2)	Common Stock	67,370
Employee Stock Option (right to buy)	\$ 9.15	08/10/2016		A		133,717		(3)	08/09/2026	Common Stock	133,717
Employee Stock Option (right to buy)	\$ 9.15	08/10/2016		A		133,717		(4)	08/09/2026	Common Stock	133,717

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEEHAN KEVIN M C/O SCIENTIFIC GAMES CORPORATION 6650 S. EL CAMINO ROAD LAS VEGAS, NV 89118	X		President & CEO	

Signatures

/s/ Kelli Sterrett, attorney-in-fact for Kevin M. Sheehan

08/12/2016

____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).
- The restricted stock units are scheduled to cliff vest at the end of a three-year performance period from July 1, 2016 to June 30, 2019, (1) contingent upon the achievement of performance criteria over such three-year period. Each unit converts into a share of common stock on a one-for-one basis.

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(2) 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.

(3) The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2017.

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 March 20, 2020. If the Performance Goal is met prior to the first Vesting Date, then all four annual installments will vest in accordance

(4) 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.

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