

Mooberry Derik
Form 4
May 18, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Mooberry Derik

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)
EVP & Grp Chief Exec, Gaming

(Last) (First) (Middle)
C/O SCIENTIFIC GAMES CORPORATION, 6601 BERMUDA ROAD

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2018

(Street)
LAS VEGAS, NV 89119

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Class A Common Stock	05/16/2018		M		26,732 A \$ 12.83	69,899	D
Class A Common Stock	05/16/2018		M		7,900 A \$ 9.65	77,799	D
Class A Common Stock	05/16/2018		S		34,632 D \$ 60.07 (1)	43,167	D

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Class A Common Stock	05/17/2018		M	39,060	A	\$ 9.65	82,227	D
Class A Common Stock	05/17/2018		M	10,482	A	\$ 21.6	92,709	D
Class A Common Stock	05/17/2018		S	49,542	D	\$ <u>(2)</u>	43,167	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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.83	05/16/2018		M	26,732	<u>(3)</u> 04/26/2025	Common Stock	26,732	
Employee Stock Option (right to buy)	\$ 9.65	05/16/2018		M	7,900	<u>(4)</u> 06/20/2026	Common Stock	7,900	
Employee Stock Option (right to buy)	\$ 9.65	05/17/2018		M	15,580	<u>(4)</u> 06/20/2026	Common Stock	15,580	
Employee Stock Option	\$ 9.65	05/17/2018		M	23,480	<u>(5)</u> 06/20/2026	Common Stock	23,480	

(right to buy)

Employee

Stock

Option	\$ 21.6	05/17/2018	M	5,241	<u>(6)</u>	03/08/2027	Common Stock	5,241
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(right to buy)

Employee

Stock

Option	\$ 21.6	05/17/2018	M	5,241	<u>(7)</u>	03/08/2027	Common Stock	5,241
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(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mooberry Derik C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119			EVP & Grp Chief Exec, Gaming	

Signatures

/s/ McLaurin Files, attorney-in-fact for Derik Mooberry 05/18/2018

 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 transaction was executed in multiple trades at prices ranging from \$59.70 to \$60.40. The price reported above reflects the weighted average sale price. Details regarding aggregated sales transactions will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- (2) The transaction was executed in multiple trades at prices ranging from \$59.30 to \$60.06. The price reported above reflects the weighted average sale price. Details regarding aggregated sales transactions will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- (3) The option became exercisable as to 8,910 shares on April 27, 2016 and as to 8,911 shares on each of April 27, 2017 and April 27, 2018 and becomes exercisable as to 8,911 shares on April 27, 2019.
- (4) Vesting of this option was contingent on the Company's Class A Common Stock attaining a trading day average closing price that was achieved on February 2, 2017. The option became exercisable as to 11,740 shares on each of March 20, 2017 and March 20, 2018 and becomes exercisable as to 11,740 shares on each of March 20, 2019 and March 20, 2020.
- (5) The option became exercisable as to 11,740 shares on each of March 20, 2017 and March 20, 2018 and becomes exercisable as to 11,740 shares on each of March 20, 2019 and March 20, 2020.
- (6) Vesting of this option was contingent on the Company's Class A Common Stock attaining a trading day average closing price that was achieved on August 11, 2017. The option became exercisable as to 5,241 shares on March 20, 2018 and becomes exercisable on March 20, 2019 (5,242 shares); March 20, 2020 (5,241 shares) and March 20, 2021 (5,242 shares).
- (7)

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The option became exercisable as to 5,241 shares on March 20, 2018 and becomes exercisable on March 20, 2019 (5,242 shares); March 20, 2020 (5,241 shares) and March 20, 2021 (5,242 shares).

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.