

QUARTIERI MICHAEL
Form 4
March 22, 2019

FORM 4

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

OMB APPROVAL

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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 *
QUARTIERI MICHAEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, CFO, Treas & Corp Sec

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

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2019

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/20/2019 | | M | 10,889 A \$ 0 | 50,155 | 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)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | (1) | 03/20/2019 | | M | 6,476 | (1) (1) | Common Stock | 6,476 |
| Restricted Stock Units | (2) | 03/20/2019 | | M | 2,894 | (2) (2) | Common Stock | 2,894 |
| Restricted Stock Units | (3) | 03/20/2019 | | M | 1,519 | (3) (3) | Common Stock | 1,519 |
| Restricted Stock Units | (4) | 03/20/2019 | | A | 12,395 | (4) (4) | Common Stock | 12,395 |
| Employee Stock Option (right to buy) | \$ 22.69 | 03/20/2019 | | A | 22,392 | (5) 03/20/2029 | Common Stock | 22,392 |
| Employee Stock Option (right to buy) | \$ 22.69 | 03/20/2019 | | A | 22,392 | (6) 03/20/2029 | Common Stock | 22,392 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| QUARTIERI MICHAEL C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119 | | | EVP, CFO, Treas & Corp Sec | |

Signatures

/s/ Su Shi, attorney-in-fact for Michael A. Quartieri 03/22/2019

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 vesting of one-fourth of restricted stock units granted on June 21, 2016. The balance of the award is scheduled to vest on March 20, 2020 (6,477 shares). 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 March 9, 2017. The balance of the award is scheduled to vest on March 20, 2020 (2,893 shares) and March 20, 2021 (2,894 shares). Each unit converts into a share of common stock on a one-for-one basis.

(3) Represents vesting of one-fourth of restricted stock units granted on March 30, 2018. The balance of the award is scheduled to vest on March 20, 2020 (1,520 shares), March 20, 2021 (1,519 shares) and March 20, 2022 (1,520 shares). Each unit converts into a share of common stock on a one-for-one basis.

(4) The restricted stock units are scheduled to vest beginning on March 20, 2020 as to 3,098 shares and the balance in three equal installments as to 3,099 shares on each of March 20, 2021, March 20, 2022 and March 20, 2023. Each unit converts into a share of common stock on a one-for-one basis.

(5) The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2020.

The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2020 (each, a "Vesting Date"), subject to the Company's achievement of annual adjusted EBITDA growth of 10% or more compared to actual adjusted EBITDA for the calendar year ending December 31, 2018 (the "AEBITDA Goal"). If the AEBITDA Goal is met prior to the first Vesting Date, (6) then all four annual installments will vest in accordance with the vesting schedule. If the AEBITDA 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 AEBITDA Goal and any remaining installments will vest in accordance with the vesting schedule. If the Compensation Committee of the Company determines that the AEBITDA Goal has not been achieved by the end of the 2022 fiscal year, 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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