

SCIENTIFIC GAMES CORP
Form 4
March 12, 2008

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)
03/10/2008

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

C/O RAMIUS LLC, 666 THIRD AVE, 26TH 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 10017

(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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	03/10/2008		P	A	\$ 50,000	800,000	I	By RCG Enterprise, Ltd. ⁽¹⁾
Class A Common Stock	03/12/2008		P	A	\$ 50,000	850,000	I	By RCG Enterprise, Ltd. ⁽¹⁾
Class A Common Stock	03/10/2008		P	A	\$ 50,000	50,000	I	By RCG PB, Ltd. ⁽¹⁾
Class A Common Stock	03/12/2008		P	A	\$ 50,000	100,000	I	By RCG

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Common Stock	18.65			PB, Ltd. ⁽¹⁾
Class A Common Stock	138,894	D		
Class A Common Stock	4,400	I		By wife
Class A Common Stock	1,500	I		By daughter
Class A Common Stock	8,000	I		By trust for daughter ⁽²⁾
Class A Common Stock	7,000	I		By trust for son ⁽²⁾

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COHEN PETER A
C/O RAMIUS LLC
666 THIRD AVE, 26TH FLOOR X
NEW YORK, NY 10017

Signatures

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

03/12/2008

__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 reporting person is a managing member of C4S & Co., LLC, which is the managing member of Ramius LLC (formerly named Ramius Capital Group, LLC), and may be deemed to beneficially own the reported securities held by: (a) RCG Enterprise, Ltd., of which Ramius LLC acts as the investment advisor; and (b) RCG PB, Ltd., of which Ramius Advisors, LLC, a subsidiary of Ramius LLC, acts as the investment advisor. RCG Enterprise, Ltd. acquired record ownership of 750,000 of its shares as of January 1, 2008 through a transfer from Ramius Securities, LLC, a subsidiary of Ramius LLC, the previously reported record holder of such shares. The reporting person disclaims beneficial ownership of the securities owned by affiliates of Ramius LLC except to the extent of his pecuniary interest therein.
- (1) The reporting person is a co-trustee under each of these trusts and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (2) The reporting person is a co-trustee under each of these trusts and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.