

SCIENTIFIC GAMES CORP

Form 4

January 04, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEIL A LORNE

(Last) (First) (Middle)

**C/O SCIENTIFIC GAMES
CORPORATION, 750
LEXINGTON AVENUE, 25TH
FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	(A) or (D)	Price
Class A Common Stock	12/31/2011		M		250,000	A	\$ 0
Class A Common Stock	12/31/2011		F		126,176	D	\$ 9.6 (1)
Class A Common Stock	01/03/2012		M		224,719	A	\$ 0

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Class A Common Stock	01/03/2012	F	109,281	D	\$ 9.6 (1)	1,545,481	D
Class A Common Stock	01/03/2012	M	235,000	A	\$ 0	1,780,481	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(2)	12/31/2011		M	250,000	(2) (2)	Common Stock 250,000
Restricted Stock Units	(3)	01/03/2012		M	224,719	(3) (3)	Common Stock 224,719
Restricted Stock Units	(4)	01/03/2012		M	235,000	(4) (4)	Common Stock 235,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEIL A LORNE C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022	X		Chairman and CEO	

Signatures

/s/ Jack Sarno, attorney-in-fact for A. Lorne
Weil

01/04/2012

__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 the satisfaction of tax withholding obligations upon the settlement of restricted stock units.

Represents vesting of one-fourth of restricted stock units granted on December 2, 2010. The balance of the award is scheduled to vest in

(2) three equal installments on each of December 31, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.

Represents the settlement of restricted stock units granted on June 30, 2007. The award vested in three equal installments on each of

(3) December 31, 2007, 2008 and 2009. The vested RSUs were subject to a deferral agreement under which delivery of the underlying shares was deferred until the first business day of 2012. Each unit converts into a share of common stock on a one-for-one basis.

Represents the settlement of restricted stock units granted on September 7, 2006. The award vested in four equal installments on each of

(4) December 31, 2006, 2007, 2008 and 2009. The vested RSUs were subject to a deferral agreement under which delivery of the underlying shares was deferred until the first business day of 2012. 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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