

SCIENTIFIC GAMES CORP
Form 4
March 09, 2017

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 *
Isaacs Michael Gavin

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)
03/07/2017

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

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

(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

LAS VEGAS, NV 89118

(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)
				(A) or (D)	Price		
Class A Common Stock	03/07/2017		S	14,754	D	\$ 21.45	57,741 D
					(1)		
Class A Common Stock	03/07/2017		M	52,493	A	\$ 12.83	110,234 D
Class A Common Stock	03/07/2017		S	52,493	D	\$ 21.42	57,741 D
					(2)		

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Class A Common Stock	03/07/2017	M	80,590	A	\$ 8.73	138,331	D
Class A Common Stock	03/07/2017	S	80,590	D	\$ 21.43 (3)	57,741	D
Class A Common Stock	03/07/2017	S	30,000	D	\$ 21.57 (4)	27,741	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
Employee Stock Option (right to buy)	\$ 12.83	03/07/2017		M	52,493	(5) 04/26/2025	Common Stock 52,493
Employee Stock Option (right to buy)	\$ 8.73	03/07/2017		M	80,590	(6) 06/08/2024	Common Stock 80,590

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Isaacs Michael Gavin C/O SCIENTIFIC GAMES CORPORATION	X			

6650 S. EL CAMINO ROAD
LAS VEGAS, NV 89118

Signatures

/s/ McLaurin Files, attorney-in-fact for M. Gavin
Isaacs

03/09/2017

**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 \$21.40 to \$21.60. 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 \$21.35 to \$21.60. 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 transaction was executed in multiple trades at prices ranging from \$21.38 to \$21.52. 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.

(4) The transaction was executed in multiple trades at prices ranging from \$21.45 to \$21.65. 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.

(5) The option became exercisable as to 52,493 shares on April 27, 2016 and becomes exercisable as to 52,493 shares on each of April 27, 2017, 2018 and 2019.

(6) The option became exercisable as to 40,295 shares on each of June 9, 2015 and 2016 and becomes exercisable as to 40,295 shares on June 9, 2017 and 40,296 shares on June 9, 2018.

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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