

Isaacs Michael Gavin
Form 4
March 22, 2018

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

OMB
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(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)
03/20/2018

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

C/O SCIENTIFIC GAMES
CORPORATION, 6601 BERMUDA
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 89119

(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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/20/2018		M		25,907	A	\$ 0	68,686	D	
Class A Common Stock	03/20/2018		F		10,195	D	<u>\$ 46.1⁽¹⁾</u>	58,491	D	
Class A Common Stock	03/20/2018		M		42,200	A	\$ 9.65	100,691	D	

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Class A Common Stock	03/20/2018	S	42,200	D	\$ 45.26 (2)	58,491	D
Class A Common Stock	03/21/2018	M	8,400	A	\$ 9.65	66,891	D
Class A Common Stock	03/21/2018	S	8,400	D	\$ 45.23 (3)	58,491	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	03/20/2018		M		25,907		(4)	(4)	Common Stock	25,907
Employee Stock Option (right to buy)	\$ 9.65	03/20/2018		M		22,100		(5)	06/20/2026	Common Stock	22,100
Employee Stock Option (right to buy)	\$ 9.65	03/20/2018		M		20,100		(6)	06/20/2026	Common Stock	20,100
Employee Stock Option (right to buy)	\$ 9.65	03/21/2018		M		3,250		(5)	06/20/2026	Common Stock	3,250

Employee

Stock

Option (right to buy)	\$ 9.65	03/21/2018	M	5,150	<u>(6)</u>	06/20/2026	Common Stock	5,150
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Isaacs Michael Gavin C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119	X			

Signatures

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

03/22/2018

__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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.

The transaction was executed in multiple trades at prices ranging from \$45.20 to \$45.55. 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.

The transaction was executed in multiple trades at prices ranging from \$45.20 to \$45.40. 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.

(4) Represents vesting of one-fourth of restricted stock units granted on June 21, 2016. The balance of the award is scheduled to vest on June 30, 2018. Each unit converts into a share of common stock on a one-for-one basis.

(5) The option became exercisable on March 20, 2017 (51,229 shares) and March 20, 2018 (51,230 shares) and is scheduled to become exercisable as to the remainder on June 30, 2018.

Vesting of these options 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 51,229 shares on March 20, 2017 and as to 51,230 shares on March 20, 2018. The balance of the award is scheduled to vest on June 30, 2018. 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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