

Mooberry Derik
Form 4
May 18, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mooberry Derik

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)
C/O SCIENTIFIC GAMES
CORPORATION, 6601 BERMUDA
ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & Grp Chief Exec, Gaming

(Street)
LAS VEGAS, NV 89119

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/16/2018		M		26,732	A	\$ 12.83	69,899	D	
Class A Common Stock	05/16/2018		M		7,900	A	\$ 9.65	77,799	D	
Class A Common Stock	05/16/2018		S		34,632	D	\$ 60.07 (1)	43,167	D	

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Class A Common Stock	05/17/2018	M	39,060	A	\$ 9.65	82,227	D
Class A Common Stock	05/17/2018	M	10,482	A	\$ 21.6	92,709	D
Class A Common Stock	05/17/2018	S	49,542	D	\$ 59.64 (2)	43,167	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
Employee Stock Option (right to buy)	\$ 12.83	05/16/2018		M	26,732	<u>(3)</u>	04/26/2025	Common Stock	26,732
Employee Stock Option (right to buy)	\$ 9.65	05/16/2018		M	7,900	<u>(4)</u>	06/20/2026	Common Stock	7,900
Employee Stock Option (right to buy)	\$ 9.65	05/17/2018		M	15,580	<u>(4)</u>	06/20/2026	Common Stock	15,580
Employee Stock Option	\$ 9.65	05/17/2018		M	23,480	<u>(5)</u>	06/20/2026	Common Stock	23,480

(right to
buy)

Employee
Stock

Option	\$ 21.6	05/17/2018	M	5,241	<u>(6)</u>	03/08/2027	Common Stock	5,241
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(right to
buy)

Employee
Stock

Option	\$ 21.6	05/17/2018	M	5,241	<u>(7)</u>	03/08/2027	Common Stock	5,241
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mooberry Derik
C/O SCIENTIFIC GAMES CORPORATION
6601 BERMUDA ROAD
LAS VEGAS, NV 89119

EVP & Grp Chief Exec, Gaming

Signatures

/s/ McLaurin Files, attorney-in-fact for Derik
Mooberry

05/18/2018

 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).

The transaction was executed in multiple trades at prices ranging from \$59.70 to \$60.40. The price reported above reflects the weighted
(1) 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 \$59.30 to \$60.06. The price reported above reflects the weighted
(2) 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 option became exercisable as to 8,910 shares on April 27, 2016 and as to 8,911 shares on each of April 27, 2017 and April 27, 2018 and becomes exercisable as to 8,911 shares on April 27, 2019.

Vesting of this option was contingent on the Company's Class A Common Stock attaining a trading day average closing price that was
(4) achieved on February 2, 2017. The option became exercisable as to 11,740 shares on each of March 20, 2017 and March 20, 2018 and becomes exercisable as to 11,740 shares on each of March 20, 2019 and March 20, 2020.

(5) The option became exercisable as to 11,740 shares on each of March 20, 2017 and March 20, 2018 and becomes exercisable as to 11,740 shares on each of March 20, 2019 and March 20, 2020.

Vesting of this option was contingent on the Company's Class A Common Stock attaining a trading day average closing price that was
(6) achieved on August 11, 2017. The option became exercisable as to 5,241 shares on March 20, 2018 and becomes exercisable on March 20, 2019 (5,242 shares); March 20, 2020 (5,241 shares) and March 20, 2021 (5,242 shares).

(7)

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The option became exercisable as to 5,241 shares on March 20, 2018 and becomes exercisable on March 20, 2019 (5,242 shares); March 20, 2020 (5,241 shares) and March 20, 2021 (5,242 shares).

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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