

Kennedy James C
Form 4
August 02, 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 *
Kennedy James C

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)
07/31/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Grp Chief Exec Lottery

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	07/31/2017		M	30,950	A \$ 9.65	186,363	D
Class A Common Stock	07/31/2017		S	30,950	D \$ 37.24 <u>(1)</u>	155,413	D
Class A Common Stock	07/31/2017		M	21,872	A \$ 12.83	177,285	D

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Class A Common Stock	07/31/2017		S	21,872	D	\$ 37.26 (2)	155,413	D
Class A Common Stock	07/31/2017		M	16,129	A	\$ 16.03	171,542	D
Class A Common Stock	07/31/2017		S	16,129	D	\$ 37.02 (3)	155,413	D
Class A Common Stock	07/31/2017		M	33,730	A	\$ 8.9	189,143	D
Class A Common Stock	07/31/2017		S	33,730	D	\$ 37.05 (4)	155,413	D
Class A Common Stock	07/31/2017		S	20,000	D	\$ 37.09 (5)	135,413	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)	\$ 9.65	07/31/2017		M	15,475	(6) 06/20/2026	Common Stock 15,475
Employee Stock Option	\$ 9.65	07/31/2017		M	15,475	(7) 06/20/2026	Common Stock 15,475

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- (5) The transaction was executed in multiple trades at prices ranging from \$37.05 to \$37.15. 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.
- (6) The option became exercisable as to 15,475 shares on March 20, 2017 and becomes exercisable on March 20, 2018 (15,476 shares), 2019 (15,475 shares) and 2020 (15,476 shares).
- (7) Vesting of these options was contingent on the Company's Class A Common Stock attaining a rolling 60-trading day average closing price of \$15.00 per share on or before March 20, 2020. The \$15.00 average closing price was achieved on February 2, 2017. The option became exercisable as to 15,475 shares on March 20, 2017 and becomes exercisable on March 20, 2018 (15,476 shares), 2019 (15,475 shares) and 2020 (15,476 shares).
- (8) The option became exercisable as to 10,936 shares on each of April 27, 2016 and 2017 and becomes exercisable as to 10,936 shares on each of April 27, 2018 and 2019.
- (9) The option became exercisable on March 20, 2015 (5,376 shares), 2016 (5,377 shares) and 2017 (5,376 shares) and becomes exercisable as to 5,377 shares on March 20, 2018.
- (10) The option became exercisable on March 22, 2012 (8,432 shares), 2013 (8,433 shares), 2014 (8,432 shares) and 2015 (8,433 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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