

SCIENTIFIC GAMES CORP  
Form 4  
December 06, 2010

**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 \*  
WEIL A LORNE

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)  
12/02/2010

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

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

(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

NEW YORK, NY 10022

(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 Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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)**

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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)	Amount of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 9	12/02/2010		A	1,000,000	(1) 12/01/2020	Common Stock	1,000,000
Employee Stock Option (right to buy)	\$ 8.06	12/02/2010		A	1,000,000	(2) (2)	Common Stock	1,000,000
Restricted Stock Units	(3)	12/02/2010		A	1,000,000	(3) (3)	Common Stock	1,000,000
Restricted Stock Units	(4)	12/02/2010		A	1,000,000	(4) (4)	Common Stock	1,000,000

**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  
 12/06/2010  
 \*\*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 option becomes exercisable in four equal annual installments beginning on December 31, 2011.  
 The option becomes exercisable in five equal annual installments beginning on March 15, 2012, subject to satisfaction of certain performance criteria. Any portion of such option that has vested and become exercisable by March 15, 2016 will expire December 1, 2020. Any portion of such option that has not vested and become exercisable by March 15, 2016 will expire on such date.

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- (3) The restricted stock units are scheduled to vest in four equal annual installments beginning on December 31, 2011. Each unit converts into a share of common stock on a one-for-one basis.

- The restricted stock units are scheduled to vest in five equal annual installments beginning on March 15, 2012, subject to satisfaction of certain performance criteria. Any such units that have not vested by March 15, 2016 will be forfeited on such date. The shares subject to
- (4) vested units will be issued and delivered to the reporting person on March 15, 2016. 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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