

SCIENTIFIC GAMES CORP
Form 4
August 20, 2012

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)
08/16/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/16/2012		M		7,242	A	\$ 0
Class A Common Stock	08/16/2012		F		3,645	D	\$ 6.54 <u>(1)</u>
Class A Common Stock	08/16/2012		M		4,824	A	\$ 0

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Class A Common Stock	08/16/2012	F	2,428	D	\$ 6.54 (1)	1,806,005	D
Class A Common Stock	08/16/2012	M	2,510	A	\$ 0	1,808,515	D
Class A Common Stock	08/16/2012	F	1,264	D	\$ 6.54 (1)	1,807,251	D
Class A Common Stock	08/16/2012	M	3,735	A	\$ 0	1,810,986	D
Class A Common Stock	08/16/2012	F	1,880	D	\$ 6.54 (1)	1,809,106	D
Class A Common Stock	08/16/2012	M	14,090	A	\$ 0	1,823,196	D
Class A Common Stock	08/16/2012	F	7,091	D	\$ 6.54 (1)	1,816,105	D
Class A Common Stock	08/16/2012	M	37,645	A	\$ 0	1,853,750	D
Class A Common Stock	08/16/2012	F	18,943	D	\$ 6.54 (1)	1,834,807	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)	8. De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of Shares
Restricted Stock Units	(2)	08/16/2012	M	7,242	(2)	(2)	Common Stock	7,242
Restricted Stock Units	(3)	08/16/2012	M	4,824	(3)	(3)	Common Stock	4,824
Restricted Stock Units	(4)	08/16/2012	M	2,510	(4)	(4)	Common Stock	2,510
Restricted Stock Units	(5)	08/16/2012	M	3,735	(5)	(5)	Common Stock	3,735
Restricted Stock Units	(6)	08/16/2012	M	14,090	(6)	(6)	Common Stock	14,090
Restricted Stock Units	(7)	08/16/2012	M	37,645	(7)	(7)	Common Stock	37,645

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 & CEO	

Signatures

/s/ Jack Sarno, attorney-in-fact for A. Lorne Weil 08/20/2012

__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.
- (2) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.

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- (5) Represents vesting of restricted stock units granted on August 16, 2011. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
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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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