

SHEEHAN KEVIN M
 Form 4
 March 22, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 SHEEHAN KEVIN M

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)
 President and CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/20/2018		M	16,843	A \$ 0	26,619	D
Class A Common Stock	03/20/2018		F	6,628	D \$ 46.1	19,991	D
Class A Common Stock	03/20/2018		M	17,361	A \$ 0	37,352	D

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Class A
Common Stock 03/20/2018 F 6,832 D \$ 46.1 30,520 D (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	03/20/2018		M	16,843	<u>(2)</u> <u>(2)</u>	Common Stock	16,843
Restricted Stock Units	<u>(3)</u>	03/20/2018		M	17,361	<u>(3)</u> <u>(3)</u>	Common Stock	17,361

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEEHAN KEVIN M C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119	X		President and CEO	

Signatures

/s/ McLaurin Files, attorney-in-fact for Kevin M. Sheehan

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.
- (2) Represents vesting of one-fourth of restricted stock units granted on August 10, 2016. The balance of the award is scheduled to vest on March 20, 2019 (16,842 shares) and 2020 (16,843 shares). Each unit converts into a share of common stock on a one-for-one basis.

- Represents vesting of one-fourth of restricted stock units granted on March 9, 2017. The balance of the award is scheduled to vest in three
- (3) equal installments of 17,361 shares on each of March 20, 2019, 2020 and 2021. 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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