

SCIENTIFIC GAMES CORP
 Form 4
 January 06, 2014

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 *
 COHEN PETER A

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)

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

C/O COWEN GROUP, INC., 599
 LEXINGTON AVENUE, 20TH
 FLOOR

01/02/2014

(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	01/02/2014		M		1,258	A	\$ 0 247,059	D
Class A Common Stock	01/03/2014		M		2,350	A	\$ 0 249,409	D
Class A Common Stock	01/04/2014		M		1,494	A	\$ 0 250,903	D

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Class A Common Stock	0	I	By Ramius Enterprise Master Fund Ltd <u>(1)</u> <u>(2)</u> <u>(3)</u>
Class A Common Stock	4,400	I	By wife
Class A Common Stock	9,500	I	By daughter
Class A Common Stock	7,000	I	By son

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. Price of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(4)</u>	01/02/2014		M	1,258	<u>(4)</u>	<u>(4)</u>	Common Stock	1,258
Restricted Stock Units	<u>(5)</u>	01/03/2014		M	2,350	<u>(5)</u>	<u>(5)</u>	Common Stock	2,350
Restricted Stock Units	<u>(6)</u>	01/04/2014		M	1,494	<u>(6)</u>	<u>(6)</u>	Common Stock	1,494

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN PETER A C/O COWEN GROUP, INC. 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ Jack Sarno, attorney-in-fact for Peter A.

Cohen

01/06/2014

__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) Ramius Advisors, LLC ("Ramius Advisors") is the investment advisor of Ramius Enterprise Master Fund Ltd. ("Enterprise") and may be considered the beneficial owner of any securities deemed to be beneficially owned by Enterprise. Ramius LLC ("Ramius") is the sole managing member of Ramius Advisors and may be considered the beneficial owner of any securities deemed to be beneficially owned by Ramius Advisors. As the sole member of Ramius, Cowen Group, Inc. ("Cowen") may be considered the beneficial owner of any securities deemed to be owned by Ramius. As the Chief Executive Officer of Cowen, the reporting person may be deemed to be the beneficial owner of any securities deemed to be beneficially owned by Ramius.

(2) (continuation of footnote 1): The reporting person and the other Ramius and Cowen affiliates (other than Enterprise) disclaim beneficial ownership of securities held by Enterprise except to the extent of their pecuniary interest therein.

(3) The 750,000 shares previously reported as beneficially owned by Enterprise that were frozen in Enterprise's prime brokerage account as a result of Lehman Brothers International (Europe)("LBIE") being placed in administration on September 15, 2008 are no longer considered beneficially owned by Enterprise due to a settlement agreement between LBIE and Lehman Brothers, Inc. ("LBI") pursuant to which securities held by LBI on behalf of LBIE's clients (including Enterprise) were returned to LBIE and liquidated by LBIE with cash proceeds (rather than securities) distributed to LBIE creditors (including Enterprise) to satisfy creditor claims.

(4) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2009. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.

(5) Represents vesting of one-fourth of award of restricted stock units granted on September 7, 2011. The balance of the award is scheduled to vest on January 3, 2015. Each unit converts into a share of common stock on a one-for-one basis.

(6) Represents vesting of one-fifth of award of restricted stock units granted on January 4, 2010. The balance of the award is scheduled to vest on January 4, 2015. 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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