SCIENTIFIC GAMES CORP

Form 4

September 16, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

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Check this box

obligations may continue. See Instruction

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

1(b).

Class A

Stock

Common

09/14/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JOHNSON JEFFREY B Issuer Symbol SCIENTIFIC GAMES CORP (Check all applicable) [SGMS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O SCIENTIFIC GAMES 09/14/2014 VP, Finance & CAO CORPORATION, 1500 BLUEGRASS LAKES PARKWAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ALPHARETTA, GA 30004 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A Common 09/14/2014 M 746 Α \$0 8,444 D Stock

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

F

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

D

8,195

\$

13.25

D

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5. Number 6. Date Exercisable					
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	Derivative Securities Acquired	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Derivat Securit (Instr. :
	Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	09/14/2014		M	746	(2)	(2)	Common Stock	746	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSON JEFFREY B C/O SCIENTIFIC GAMES CORPORATION 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004

VP, Finance & CAO

Signatures

/s/ Kelli Sterrett, attorney-in-fact for Jeffrey B. Johnson

09/16/2014

**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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.

Represents vesting of one-fourth of restricted stock units granted on March 14, 2014. The balance of the award is scheduled to vest in three equal installments on each of March 14, 2015. September 14, 2015, and March 14, 2016. Each unit converts into a share of community of the converts of the convert

(2) three equal installments on each of March 14, 2015, September 14, 2015, and March 14, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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