

COHEN PETER A
Form 4
March 08, 2010

FORM 4

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

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

OMB APPROVAL

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(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)
03/05/2010

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

C/O RAMIUS LLC, 599
LEXINGTON AVENUE, 20TH
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/05/2010		S ⁽¹⁾		250,000	D	\$ 14.26	750,000	I	By Ramius Enterprise Master Fund Ltd ⁽²⁾ ⁽³⁾ ⁽⁴⁾
Class A Common Stock	03/05/2010		S ⁽¹⁾		150,000	D	\$ 14.26	0	I	By RCG PB, Ltd. ⁽²⁾ ⁽³⁾
Class A Common								211,613	D	

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Stock

Class A

Common

Stock

4,400

I

By wife

Class A

Common

Stock

1,500

I

By
daughter

Class A

Common

Stock

8,000

I

By trust for
daughter ⁽⁵⁾

Class A

Common

Stock

7,000

I

By trust for
son ⁽⁵⁾

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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COHEN PETER A
C/O RAMIUS LLC
599 LEXINGTON AVENUE, 20TH FLOOR
NEW YORK, NY 10022

X

Signatures

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

03/08/2010

__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).

On March 5, 2010, a total of 400,000 shares were sold to SGMS Acquisition Corporation in a private transaction. MacAndrews & Forbes Holdings Inc. is the sole stockholder of SGMS Acquisition Corporation. Mr. Ronald O. Perelman, a director of the issuer, is the sole stockholder of MacAndrews & Forbes Holdings Inc.

- Ramius Advisors, LLC ("Ramius Advisors") is the investment adviser of Ramius Enterprise Master Fund Ltd ("Enterprise") and RCG PB, Ltd. ("RCG PB") and may be considered the beneficial owner of any securities deemed to be beneficially owned by Enterprise and RCG PB. 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 beneficially owned by Ramius. As a significant shareholder of Cowen, RCG Holdings LLC ("RCG Holdings") may be considered the beneficial owner of any securities deemed to be beneficially owned by Cowen.
- (2) 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 beneficially owned by Ramius. As a significant shareholder of Cowen, RCG Holdings LLC ("RCG Holdings") may be considered the beneficial owner of any securities deemed to be beneficially owned by Cowen.

- (continuation of footnote 2): As the managing member of RCG Holdings, C4S & Co., L.L.C. ("C4S") may be considered the beneficial owner of any securities deemed to be beneficially owned by RCG Holdings. The reporting person is a managing member of C4S and may be considered the beneficial owner of any securities deemed to be beneficially owned by C4S. The reporting person and the other Ramius affiliates (other than Enterprise and RCG PB) disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.
- (3) be considered the beneficial owner of any securities deemed to be beneficially owned by C4S. The reporting person and the other Ramius affiliates (other than Enterprise and RCG PB) disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein.

- On September 15, 2008, 750,000 shares of Class A Common Stock reported herein as being beneficially owned by Enterprise (the "Frozen Shares") were frozen in Enterprise's prime brokerage account as a result of Lehman Brothers International (Europe) ("LBIE") being placed in administration. LBIE, through certain of its affiliates, was a prime broker for Enterprise. The current status of the Frozen Shares under LBIE's administration proceedings has not been determined. Enterprise claims beneficial ownership over the Frozen Shares until such time a final determination concerning the Frozen Shares is made.
- (4) being placed in administration. LBIE, through certain of its affiliates, was a prime broker for Enterprise. The current status of the Frozen Shares under LBIE's administration proceedings has not been determined. Enterprise claims beneficial ownership over the Frozen Shares until such time a final determination concerning the Frozen Shares is made.
- (5) The reporting person is a co-trustee under each of these trusts and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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