

Kennedy James C  
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 \*  
Kennedy James C

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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Marketing Officer

C/O SCIENTIFIC GAMES CORPORATION, 1500 BLUEGRASS LAKES PARKWAY

(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

ALPHARETTA, GA 30004

(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		
				Code	V	Amount	
Class A Common Stock	08/16/2012		M	A	\$ 0	32,744	D
Class A Common Stock	08/16/2012		F	D	\$ 6.54 <u>(1)</u>	32,512	D
Class A Common Stock	08/16/2012		M	A	\$ 0	32,897	D

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Class A Common Stock	08/16/2012	F	126	D	\$ 6.54 (1)	32,771	D
Class A Common Stock	08/16/2012	M	401	A	\$ 0	33,172	D
Class A Common Stock	08/16/2012	F	131	D	\$ 6.54 (1)	33,041	D
Class A Common Stock	08/16/2012	M	816	A	\$ 0	33,857	D
Class A Common Stock	08/16/2012	F	265	D	\$ 6.54 (1)	33,592	D
Class A Common Stock	08/16/2012	M	2,376	A	\$ 0	35,968	D
Class A Common Stock	08/16/2012	F	772	D	\$ 6.54 (1)	35,196	D
Class A Common Stock	08/16/2012	M	4,678	A	\$ 0	39,874	D
Class A Common Stock	08/16/2012	F	1,519	D	\$ 6.54 (1)	38,355	D
Class A Common Stock	08/16/2012	M	3,248	A	\$ 0	41,603	D
Class A Common Stock	08/16/2012	F	1,054	D	\$ 6.54 (1)	40,549	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 8)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	08/16/2012	M		714		(2)	(2)	Common Stock	714
Restricted Stock Units	(3)	08/16/2012	M		385		(3)	(3)	Common Stock	385
Restricted Stock Units	(4)	08/16/2012	M		401		(4)	(4)	Common Stock	401
Restricted Stock Units	(5)	08/16/2012	M		816		(5)	(5)	Common Stock	816
Restricted Stock Units	(6)	08/16/2012	M		2,376		(6)	(6)	Common Stock	2,376
Restricted Stock Units	(7)	08/16/2012	M		4,678		(7)	(7)	Common Stock	4,678
Restricted Stock Units	(8)	08/16/2012	M		3,248		(8)	(8)	Common Stock	3,248

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Kennedy James C  
C/O SCIENTIFIC GAMES CORPORATION  
1500 BLUEGRASS LAKES PARKWAY  
ALPHARETTA, GA 30004

Chief Marketing Officer

## Signatures

/s/ Jack Sarno, attorney-in-fact for James C. Kennedy

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.
- (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.
- (6) Represents vesting of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest on February 26, 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (7) Represents vesting of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest in two equal installments on each of February 23, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (8) Represents vesting of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest in two equal installments on each of February 22, 2013 and 2014. 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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