

Kennedy James C  
Form 4  
February 26, 2013

**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**

OMB  
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(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)  
C/O SCIENTIFIC GAMES  
CORPORATION, 1500  
BLUEGRASS LAKES PARKWAY  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Division President and CMO

ALPHARETTA, GA 30004

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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)
				(A) or (D)			
Class A Common Stock	02/22/2013		M	2,236	A \$ 0	42,785	D
Class A Common Stock	02/22/2013		F	865	D \$ (1) 9.04	41,920	D
Class A Common Stock	02/22/2013		M	1,624	A \$ 0	43,544	D

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Class A Common Stock	02/22/2013	F	584	D	\$ 9.04 (1)	42,960	D
Class A Common Stock	02/23/2013	M	1,720	A	\$ 0	44,680	D
Class A Common Stock	02/23/2013	F	559	D	\$ 9.14 (1)	44,121	D
Class A Common Stock	02/23/2013	M	1,559	A	\$ 0	45,680	D
Class A Common Stock	02/23/2013	F	506	D	\$ 9.14 (1)	45,174	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 (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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	02/22/2013		M		2,236		(2)	(2)	Common Stock	2,236	\$
Restricted Stock Units	(3)	02/22/2013		M		1,624		(3)	(3)	Common Stock	1,624	\$
Restricted Stock Units	(4)	02/23/2013		M		1,720		(4)	(4)	Common Stock	1,720	\$

Restricted  
Stock  
Units

(5)

02/23/2013

M

1,559

(5)

(5)

Common  
Stock

1,559

\$

## 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

Division President and CMO

## Signatures

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

02/26/2013

\_\_\_\_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 February 22, 2010. The balance of the award is scheduled to vest on February 22, 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fourth of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest on February 22, 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of one-fifth of restricted stock units granted on February 23, 2009. The balance of the award is scheduled to vest on February 23, 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of one-fifth of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest on February 23, 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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