

BEASON STEVEN

Form 4

February 28, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BEASON STEVEN

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES  
CORPORATION, 1500  
BLUEGRASS LAKES PARKWAY

(Street)

ALPHARETTA, GA 30004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
SCIENTIFIC GAMES CORP  
[SGMS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Enterprise CTO

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

**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            | 02/26/2013                           |                                                    | M                              |                                                                   | 1,957  | A          | \$ 0                                                                                          | 69,404                                                   | D                                                     |
| Class A Common Stock            | 02/26/2013                           |                                                    | F                              |                                                                   | 636    | D          | <u>\$ 9.08 (1)</u>                                                                            | 68,768                                                   | D                                                     |
| Class A Common Stock            | 02/26/2013                           |                                                    | M                              |                                                                   | 942    | A          | \$ 0                                                                                          | 69,710                                                   | D                                                     |

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|         |            |   |     |   |            |        |   |
|---------|------------|---|-----|---|------------|--------|---|
| Class A |            |   |     |   | \$         |        |   |
| Common  | 02/26/2013 | F | 306 | D | 9.08       | 69,404 | D |
| Stock   |            |   |     |   | <u>(1)</u> |        |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deriv<br>Secu<br>(Instr |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                            | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (2)                                                                | 02/26/2013                              |                                                             | M                                    |                                                                                                                 | 1,957                                                          |     | (2)                                                                 | (2)                | Common<br>Stock                  | 1,957                                  |
| Restricted<br>Stock<br>Units                        | (3)                                                                | 02/26/2013                              |                                                             | M                                    |                                                                                                                 | 942                                                            |     | (3)                                                                 | (3)                | Common<br>Stock                  | 942                                    |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BEASON STEVEN  
C/O SCIENTIFIC GAMES CORPORATION  
1500 BLUEGRASS LAKES PARKWAY  
ALPHARETTA, GA 30004

Enterprise CTO

## Signatures

/s/ Jack Sarno, attorney-in-fact for Steven  
Beason

02/28/2013

          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-fifth of restricted stock units granted on February 26, 2008. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth 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.

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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