

Edgar Filing: - Form

Form

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width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">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

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

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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 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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Restricted Stock Units                     | (1)  | 03/30/2018                           |  | A                              | 6,078   | (1)  | (1)   | Common Stock               | 6,078                      |
| Employee Stock Option (right to buy)       | \$ 41.13   | 03/30/2018                           |  | A                              | 12,025  | (2)  | 03/29/2028  | Common Stock               | 12,025                     |
| Employee Stock Option (right to buy)       | \$ 41.13   | 03/30/2018                           |  | A                              | 12,025  | (3)  | 03/29/2028  | Common Stock               | 12,025                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Smail David W  
C/O SCIENTIFIC GAMES CORPORATION  
6601 BERMUDA ROAD  
LAS VEGAS, NV 89119

Exec VP & Chief Legal Officer

## Signatures

/s/ McLaurin Files, attorney-in-fact for David W.  
Smail

04/02/2018

\_\_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) The restricted stock units are scheduled to vest in four equal annual installments beginning on March 20, 2019. Each unit converts into a share of common stock on a one-for-one basis.
- (2) The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2019.  
The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2019 (each, a "Vesting Date"), subject to the Company's 60-trading day average closing price meeting or exceeding \$49.36 (the "Performance Goal") prior to March 20, 2022. If the Performance Goal is met prior to the first Vesting Date, then all four annual installments will vest in accordance with the vesting schedule. If the Performance Goal is met subsequent to the first Vesting Date, each annual installment relating to a Vesting Date that has already occurred will automatically vest upon achievement of the Performance Goal and any remaining installments will vest in accordance with the vesting schedule. If the Performance Goal is not met by March 20, 2022, all stock options are forfeited.
- (3)

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.