

COHEN PETER A
Form 4
January 06, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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)
01/04/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 01/04/2010 | | M | 1,257 | A \$ 0 | 196,031 | D |
| Class A Common Stock | 01/04/2010 | | M | 658 | A \$ 0 | 196,689 | D |
| Class A Common Stock | 01/04/2010 | | M | 723 | A \$ 0 | 197,412 | D |

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| | | | | | | | | | |
|----------------------------|------------|--|---|--------|---|------|-----------|---|---|
| Class A Common Stock | 01/04/2010 | | M | 14,201 | A | \$ 0 | 211,613 | D | |
| Class A Common Stock | | | | | | | 1,000,000 | I | By Ramius Enterprise Master Fund Ltd ⁽¹⁾ <u>(2)</u> <u>(3)</u> |
| Class A Common Stock | | | | | | | 150,000 | I | By RCG PB, Ltd. ⁽¹⁾ <u>(2)</u> |
| 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 ⁽⁴⁾ |
| Class A Common Stock | | | | | | | 7,000 | I | By trust for son ⁽⁴⁾ |

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) | |
|---|--|---|---|--------------------------------------|--|-------|-----|--|---------------------|---|--------------------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | | Expiration Date |
| Restricted Stock Units | <u>(5)</u> | 01/04/2010 | | A | | 7,468 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 7,468 |
| Restricted | <u>(6)</u> | 01/04/2010 | | M | | 1,257 | | <u>(6)</u> | <u>(6)</u> | Common | 1,257 |

| Stock Units | | | | | | | | Stock | |
|------------------------|-----|------------|---|--------|-----|-----|--|--------------|--------|
| Restricted Stock Units | (7) | 01/04/2010 | M | 658 | (7) | (7) | | Common Stock | 658 |
| Restricted Stock Units | (8) | 01/04/2010 | M | 723 | (8) | (8) | | Common Stock | 723 |
| Restricted Stock Units | (9) | 01/04/2010 | M | 14,201 | (9) | (9) | | Common Stock | 14,201 |

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

01/06/2010

__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).

(1) 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 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) 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) On September 15, 2008, 750,000 shares of Class A Common Stock reported herein as being beneficially owned by Ramius Enterprise Master Fund Ltd (the "Frozen Shares") were frozen in Ramius Enterprise Master Fund'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 Ramius Enterprise Master Fund. The current status of the Frozen Shares under LBIE's administration proceedings has not been determined. Ramius Enterprise Master Fund claims beneficial ownership over the Frozen Shares until such time a final determination concerning the Frozen Shares is made.

(4) 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.

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- (5) Represents award of restricted stock units granted on January 4, 2010. The award vests in five equal annual installments beginning on January 4, 2011. Each unit converts into a share of common stock on a one-for-one basis.
- (6) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2009. The balance of the award vests in four equal installments on each of January 2, 2011, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (7) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2008. The balance of the award vests in three equal installments on each of January 2, 2011, 2012 and 2013. Each unit converts into a share of common stock on a one-for-one basis.
- (8) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 2007. The balance of the award vests in two equal installments on each of January 2, 2011 and 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (9) Represents vesting of one-fifth of award of restricted stock units granted on January 3, 2006. The balance of the award vests on January 3, 2011. 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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