

Potts Larry
Form 4
March 22, 2018

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

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 *
Potts Larry

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, CCO & Dir Corp Security

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES CORPORATION, 6601 BERMUDA ROAD

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2018

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, CCO & Dir Corp Security

(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

LAS VEGAS, NV 89119

(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	03/20/2018		M	A	\$ 0	139,332	D
Class A Common Stock	03/20/2018		F	D	\$ 46.1 <u>(1)</u>	137,938	D
Class A Common Stock	03/20/2018		M	A	\$ 0	139,770	D

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Class A					\$			
Common	03/20/2018		F	623	D	46.1	139,147	D
Stock						<u>(1)</u>		

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	03/20/2018		M	4,102	<u>(2)</u> <u>(2)</u>	Common Stock	4,102 \$
Restricted Stock Units	<u>(3)</u>	03/20/2018		M	1,832	<u>(3)</u> <u>(3)</u>	Common Stock	1,832 \$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Potts Larry
C/O SCIENTIFIC GAMES CORPORATION
6601 BERMUDA ROAD
LAS VEGAS, NV 89119

SVP, CCO & Dir Corp Security

Signatures

/s/ McLaurin Files, attorney-in-fact for Larry Potts

03/22/2018

 **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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.

Represents vesting of one-fourth of restricted stock units granted on June 21, 2016. The balance of the award is scheduled to vest in two

(2) equal installments of 4,102 shares on each of March 20, 2019 and 2020. Each unit converts into a share of common stock on a one-for-one basis.

Represents vesting of one-fourth of restricted stock units granted on March 9, 2017. The balance of the award is scheduled to vest on

(3) March 20, 2019 (1,833 shares), 2020 (1,832 shares) and 2021 (1,833 shares). 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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