

Winterscheidt Michael
 Form 4
 March 22, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Winterscheidt Michael

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)
 03/20/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Chief Accounting Officer

C/O SCIENTIFIC GAMES CORPORATION, 6601 BERMUDA ROAD

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/20/2019 | | M | | 5,251 | A | \$ 0 |
| Common Stock | 03/20/2019 | | F | | 1,262 | D | \$ 22.69 |

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

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number.

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|--------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | Title |
| Restricted Stock Units | (2) | 03/20/2019 | | M | | 3,443 | (2) | (2) | Common Stock | 3,443 |
| Restricted Stock Units | (3) | 03/20/2019 | | M | | 1,808 | (3) | (3) | Common Stock | 1,808 |
| Restricted Stock Units | (4) | 03/20/2019 | | A | | 14,654 | (4) | (4) | Common Stock | 14,654 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Winterscheidt Michael C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119 | | | SVP & Chief Accounting Officer | |

Signatures

/s/ Su Shi, attorney-in-fact for Michael Winterscheidt
Date: 03/22/2019

**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 March 9, 2017. The balance of the award is scheduled to vest on
- (2) March 20, 2020 (3,443 shares) and March 20, 2021 (3,444 shares). 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 March 30, 2018. The balance of the award is scheduled to vest on March 20, 2020 (1,808 shares), March 20, 2021 (1,808 shares) and March 20, 2022 (1,809 shares). Each unit converts into a share of

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common stock on a one-for-one basis.

The restricted stock units are scheduled to vest beginning on March 20, 2020 (3,663 shares) and the balance in three installments on (4) March 20, 2021 (3,664 shares), March 20, 2022 (3,663 shares) and March 20, 2023 (3,664 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. 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.