SCIENTIFIC GAMES CORP

Form 4

January 04, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HADDRILL RICHARD M Issuer Symbol SCIENTIFIC GAMES CORP (Check all applicable) [SGMS] _X__ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Officer (give title Other (specify (Month/Day/Year) C/O SCIENTIFIC GAMES 12/31/2016 CORPORATION, 6650 S. EL **CAMINO ROAD** (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

LAS VEGAS, NV 89118

Stock

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

	(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
Se	Title of ecurity astr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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)
C	lass A ommon tock	12/31/2016		M	31,905	A	\$ 0	115,036	D	
C	lass A ommon tock	12/31/2016		F	11,917	D	\$ 13.89 (1)	103,119	D	
_	lass A ommon	12/31/2016		M	39,193	A	\$ 0	142,312	D	

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Class A \$ Common 12/31/2016 F 14,639 D 13.89 127,673 D Stock (1)

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration (Month/Da	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 e Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	12/31/2016		M	31,90	5 (2)	(2)	Common Stock	31,905	
Restricted Stock Units	(3)	12/31/2016		M	39,19	3 (3)	(3)	Common Stock	39,193	

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their runte, requires	Director	10% Owner	Officer	Other		
HADDRILL RICHARD M C/O SCIENTIFIC GAMES CORPORATION 6650 S. EL CAMINO ROAD LAS VEGAS, NV 89118	X					

Signatures

/s/ Kelli Sterrett, attorney-in-fact for Richard M.
Haddrill
01/04/2017

**Signature of Reporting Person Date

Reporting Owners 2

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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-half of restricted stock units granted on October 29, 2015. The balance of the award is scheduled to vest on December 31, 2017. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-half of restricted stock units granted on January 4, 2016. The balance of the award is scheduled to vest on December 31, 2017. 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.