

SCIENTIFIC GAMES CORP  
Form 8-K  
August 06, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 31, 2014**

**SCIENTIFIC GAMES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**81-0422894**  
(IRS Employer  
Identification No.)

**0-13063**

(Commission File Number)

**750 Lexington Avenue, New York, New York 10022**

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(Address of registrant's principal executive office)

**(212) 754-2233**

(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 31, 2014, David L. Kennedy, Executive Vice Chairman of the Board of Directors (the Board) of Scientific Games Corporation (the Company), resigned as an executive of the Company effective August 1, 2014. Mr. Kennedy will continue to serve on the Board as Vice Chairman, in a non-executive capacity.

Mr. Kennedy will be eligible to receive a pro rated portion of his 2014 bonus and the sign-on restricted stock units granted to him in December 2013 will continue to vest in accordance with their terms during the period of his service on the Board. Mr. Kennedy will be eligible to participate in all compensation plans applicable to non-employee members of the Board.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SCIENTIFIC GAMES CORPORATION**

By: /s/ Scott D. Schweinfurth  
Name: Scott D. Schweinfurth  
Title: Executive Vice President and Chief Financial Officer

Date: August 6, 2014