Sarno John Berard Form 4 February 28, 2013

## FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

SCIENTIFIC GAMES CORP

3. Date of Earliest Transaction

Symbol

[SGMS]

(Month/Day/Year)

02/26/2013

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Sarno John Berard (Last) (First) (Middle)

C/O SCIENTIFIC GAMES CORPORATION, 750 LEXINGTON AVENUE, 25TH **FLOOR** 

NEW YORK, NY 10022

(City)

(Street)

(State)

(Zin)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title below) VP - Worldwide Legal Affairs

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) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acq	quired, Disposed o	of, or Beneficial	ly 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 ion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/26/2013		M	706	A	\$0	19,978	D	
Class A Common Stock	02/26/2013		F	329	D	\$ 9.08 (1)	19,649	D	
Class A Common Stock	02/26/2013		M	339	A	\$ 0	19,988	D	

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Class A F 9.08 19,834 Common 02/26/2013 154 D D (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number on 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 Derivat Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	02/26/2013		M	706	(2)	(2)	Common Stock	706	\$ 0
Restricted Stock Units	(3)	02/26/2013		M	339	(3)	(3)	Common Stock	339	\$ 0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
coporting of the range of the control of the contro	Director	10% Owner	Officer	Other			
Sarno John Berard							
C/O SCIENTIFIC GAMES CORPORATION			VD Warldwide Legal Affeirs				
750 LEXINGTON AVENUE, 25TH FLOOR			VP - Worldwide Legal Affairs				
NEW YORK, NY 10022							

# **Signatures**

/s/ Kelli Sterrett, attorney-in-fact for Jack B. 02/28/2013 Sarno \*\*Signature of Reporting Person Date

2 Reporting Owners

## **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-fifth of restricted stock units granted on February 26, 2008. The award has fully vested. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents vesting of one-fifth of restricted stock units granted on August 16, 2011. The award has fully vested. 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.