

Richardson Stephen E
 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 *
 Richardson Stephen E

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
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 SVP and CCO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 03/20/2019 | | A | 5,582 | <u>(1)</u> | <u>(1)</u> | Common Stock | 5,582 |
| Employee Stock Option (right to buy) | \$ 22.69 | 03/20/2019 | | A | 10,084 | <u>(2)</u> | 03/20/2029 | Common Stock | 10,084 |
| Employee Stock Option (right to buy) | \$ 22.69 | 03/20/2019 | | A | 10,084 | <u>(3)</u> | 03/20/2029 | Common Stock | 10,084 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Richardson Stephen E C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119 | | | SVP and CCO | |

Signatures

/s/ Su Shi, attorney-in-fact for Stephen E. Richardson
 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) The restricted stock units are scheduled to vest beginning on March 20, 2020 (1,395 shares) and the balance in three installments on March 20, 2021 (1,396 shares), March 20, 2022 (1,395 shares) and March 20, 2023 (1,396 shares). Each unit converts into a share of common stock on a one-for-one basis.
- (2) The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2020.
- (3)

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The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2020 (each, a "Vesting Date"), subject to the Company's achievement of annual adjusted EBITDA growth of 10% or more compared to actual adjusted EBITDA for the calendar year ending December 31, 2018 (the "AEBITDA Goal"). If the AEBITDA Goal is met prior to the first Vesting Date, then all four annual installments will vest in accordance with the vesting schedule. If the AEBITDA Goal is met subsequent to the first Vesting Date, each annual installment relating to a Vesting Date that has already occurred will automatically vest upon achievement of the AEBITDA Goal and any remaining installments will vest in accordance with the vesting schedule. If the Compensation Committee of the Company determines that the AEBITDA Goal has not been achieved by the end of the 2022 fiscal year, all stock options are forfeited.

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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