Mooberry Derik Form 4 May 18, 2018

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Mooberry Derik

2. Issuer Name and Ticker or Trading Symbol

SCIENTIFIC GAMES CORP [SGMS]

3. Date of Earliest Transaction

(Month/Day/Year) 05/16/2018

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

EVP & Grp Chief Exec, Gaming

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

C/O SCIENTIFIC GAMES CORPORATION, 6601 BERMUDA ROAD

(State)

(First)

(Middle)

(Zin)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

LAS VEGAS, NV 89119

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 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 Di (Instr. 3,	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)
Class A Common Stock	05/16/2018		M	26,732	A	\$ 12.83	69,899	D	
Class A Common Stock	05/16/2018		M	7,900	A	\$ 9.65	77,799	D	
Class A Common Stock	05/16/2018		S	34,632	D	\$ 60.07 (1)	43,167	D	

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Class A Common Stock	05/17/2018	M	39,060	A	\$ 9.65	82,227	D
Class A Common Stock	05/17/2018	M	10,482	A	\$ 21.6	92,709	D
Class A Common Stock	05/17/2018	S	49,542	D	\$ 59.64 (2)	43,167	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned	1
(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)	ransactiorDerivative ode Securities		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 Exercisal	Expiration le Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 12.83	05/16/2018		M	26,7	32 (3)	04/26/2025	Common Stock	26,732	
Employee Stock Option (right to buy)	\$ 9.65	05/16/2018		M	7,90	00 (4)	06/20/2026	Common Stock	7,900	
Employee Stock Option (right to buy)	\$ 9.65	05/17/2018		M	15,5	80 (4)	06/20/2026	Common Stock	15,580	
Employee Stock Option	\$ 9.65	05/17/2018		M	23,4	80 (5)	06/20/2026	Common Stock	23,480	

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(right to buy)								
Employee Stock Option (right to buy)	\$ 21.6	05/17/2018	M	5,241	<u>(6)</u>	03/08/2027	Common Stock	5,241
Employee Stock Option (right to buy)	\$ 21.6	05/17/2018	M	5,241	<u>(7)</u>	03/08/2027	Common Stock	5,241

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Mooberry Derik C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119

EVP & Grp Chief Exec, Gaming

Signatures

/s/ McLaurin Files, attorney-in-fact for Derik Mooberry

05/18/2018

**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).
- The transaction was executed in multiple trades at prices ranging from \$59.70 to \$60.40. The price reported above reflects the weighted average sale price. Details regarding aggregated sales transactions will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- The transaction was executed in multiple trades at prices ranging from \$59.30 to \$60.06. The price reported above reflects the weighted average sale price. Details regarding aggregated sales transactions will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- (3) The option became exercisable as to 8,910 shares on April 27, 2016 and as to 8,911 shares on each of April 27, 2017 and April 27, 2018 and becomes exercisable as to 8,911 shares on April 27, 2019.
- Vesting of this option was contingent on the Company's Class A Common Stock attaining a trading day average closing price that was achieved on February 2, 2017. The option became exercisable as to 11,740 shares on each of March 20, 2017 and March 20, 2018 and becomes exercisable as to 11,740 shares on each of March 20, 2019 and March 20, 2020.
- (5) The option became exercisable as to 11,740 shares on each of March 20, 2017 and March 20, 2018 and becomes exercisable as to 11,740 shares on each of March 20, 2019 and March 20, 2020.
- Vesting of this option was contingent on the Company's Class A Common Stock attaining a trading day average closing price that was achieved on August 11, 2017. The option became exercisable as to 5,241 shares on March 20, 2018 and becomes exercisable on March 20, 2019 (5,242 shares); March 20, 2020 (5,241 shares) and March 20, 2021 (5,242 shares).

(7)

Reporting Owners 3

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The option became exercisable as to 5,241 shares on March 20, 2018 and becomes exercisable on March 20, 2019 (5,242 shares); March 20, 2020 (5,241 shares) and March 20, 2021 (5,242 shares).

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.