

SCIENTIFIC GAMES CORP
Form 4/A
January 05, 2012

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 *
WEIL A LORNE

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)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/04/2012

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

NEW YORK, NY 10022

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/31/2011 | | M | | 250,000 | A | \$ 0 |
| Class A Common Stock | 12/31/2011 | | F | | 126,176 | D | \$ 9.6 <u>(1)</u> |
| Class A Common Stock | 01/03/2012 | | M | | 224,719 | A | \$ 0 |

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| | | | | | | | |
|----------------------------|------------|---|-----------------------|---|-------------------------|-----------|---|
| Class A Common Stock | 01/03/2012 | F | 109,821 <u>(1)</u> | D | \$ 9.6 <u>(1)</u> | 1,544,941 | D |
| Class A Common Stock | 01/03/2012 | M | 235,000 | A | \$ 0 | 1,779,941 | 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
(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) | 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>(2)</u> | 12/31/2011 | | M | 250,000 | <u>(2)</u> | <u>(2)</u> | Common Stock | 250,000 |
| Restricted Stock Units | <u>(3)</u> | 01/03/2012 | | M | 224,719 | <u>(3)</u> | <u>(3)</u> | Common Stock | 224,719 |
| Restricted Stock Units | <u>(4)</u> | 01/03/2012 | | M | 235,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 235,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEIL A LORNE C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022 | X | | Chairman and CEO | |

Signatures

/s/ Jack Sarno, attorney-in-fact for A. Lorne
Weil

01/05/2012

__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) Represents the satisfaction of tax withholding obligations upon the settlement of restricted stock units. Amount of shares withheld to satisfy tax withholding obligations was mistakenly reported as 109,281 in the reporting person's original Form 4.
- (2) Represents vesting of one-fourth of restricted stock units granted on December 2, 2010. The balance of the award is scheduled to vest in three equal installments on each of December 31, 2012, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (3) Represents the settlement of restricted stock units granted on June 30, 2007. The award vested in three equal installments on each of December 31, 2007, 2008 and 2009. The vested RSUs were subject to a deferral agreement under which delivery of the underlying shares was deferred until the first business day of 2012. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents the settlement of restricted stock units granted on September 7, 2006. The award vested in four equal installments on each of December 31, 2006, 2007, 2008 and 2009. The vested RSUs were subject to a deferral agreement under which delivery of the underlying shares was deferred until the first business day of 2012. 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.