

PERELMAN RONALD O  
Form 4  
June 12, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
PERELMAN RONALD O

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)  
35 EAST 62ND STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/10/2018

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

NEW YORK, NY 10065  
  
(City) (State) (Zip)

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

**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                                         |                                                                                               |                                                          |                                   |
| Common Stock                    | 06/10/2018                           |                                                    | M                              | 2,484 A \$ 0                                                      | 78,645                                                                                        | D                                                        |                                   |
| Common Stock                    | 06/11/2018                           |                                                    | M                              | 3,495 A \$ 0                                                      | 82,140                                                                                        | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 34,575,736                                                                                    | I                                                        | See footnote <sup>(1)</sup>       |

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

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(9-02)

number.

**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) | 8. Pr Deriv Secur (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                              | Amount or Number of Shares |
| Restricted Stock Units                     | (2)                                                    | 06/10/2018                           |                                                    | M                              | 2,484                                                                                   | (2)                                                      | (2)                                                           | Common Stock                       | 2,484                      |
| Restricted Stock Units                     | (3)                                                    | 06/11/2018                           |                                                    | M                              | 3,495                                                                                   | (3)                                                      | (3)                                                           | Common Stock                       | 3,495                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                | Director      | 10% Owner | Officer | Other |
| PERELMAN RONALD O<br>35 EAST 62ND STREET<br>NEW YORK, NY 10065 | X             | X         |         |       |

## Signatures

/s/ Ronald O.  
Perelman

06/12/2018

\*\*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).

- Mr. Perelman is the sole stockholder of MacAndrews & Forbes Incorporated, which is the sole stockholder of each of SGMS Acquisition Corporation, SGMS Acquisition Two LLC, SGMS Acquisition Three LLC, MFV Holdings One LLC and RLX Holdings Two LLC, which hold the securities described above.
- Represents vesting of one-fourth of restricted stock units granted on June 10, 2015. The balance of the award (2,485 shares) is scheduled to vest on June 10, 2019. Each unit converts into a share of common stock on a one-for-one basis.
  - Represents vesting of one-fourth of restricted stock units granted on June 11, 2014. The award has fully vested. Each unit converted into a share of common stock on a one-for-one basis.

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