

PERELMAN RONALD O
Form 4
January 04, 2013

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

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2013

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

35 EAST 62ND STREET

(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

NEW YORK, NY 10065

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	01/02/2013		M	659	A	\$ 0	25,939	D
Class A Common Stock	01/02/2013		M	1,258	A	\$ 0	27,197	D
Class A Common Stock	01/03/2013		M	2,351	A	\$ 0	29,548	D
Class A Common	01/04/2013		M	1,493	A	\$ 0	31,041	D

Stock

Class A Common Stock	32,505,737	I	By SGMS Acq. Corp., SGMS Acq. Two Corp., RLX Holdings Two LLC and MacAndrews & Forbes Holdings Inc. <u>(1)</u>
----------------------------	------------	---	---

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

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

SEC 1474
(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)	8. Pr Deriv Secu (Instr				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	01/02/2013		M		659		(2)	(2)	Common Stock	659	\$
Restricted Stock Units	(3)	01/02/2013		M		1,258		(3)	(3)	Common Stock	1,258	\$
Restricted Stock Units	(4)	01/03/2013		M		2,351		(4)	(4)	Common Stock	2,351	\$
Restricted Stock Units	(5)	01/04/2013		M		1,493		(5)	(5)	Common Stock	1,493	\$

Reporting Owners

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

Signatures

/s/ Barry F. Schwartz for Ronald O. Perelman pursuant to a Power of Attorney filed with the SEC

01/04/2013

__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) Mr. Perelman is the sole stockholder of MacAndrews & Forbes Holdings Inc., which is the sole stockholder of each of SGMS Acquisition Corporation, SGMS Acquisition Two Corporation and RLX Holdings Two LLC.
- (2) Represents vesting of one-fifth of award of restricted stock units granted on January 2, 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 award of restricted stock units granted on January 2, 2009. The balance of the award is scheduled to vest on January 2, 2014. Each unit converts into a share of common stock on a one-for-one basis.
- (4) Represents vesting of one-fourth of award of restricted stock units granted on September 7, 2011. The balance of the award is scheduled to vest in two equal installments on each of January 3, 2014 and 2015. Each unit converts into a share of common stock on a one-for-one basis.
- (5) Represents vesting of one-fifth of award of restricted stock units granted on January 4, 2010. The balance of the award is scheduled to vest in two equal installments on each of January 4, 2014 and 2015. 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.