

Sarno John Berard  
 Form 4  
 February 26, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 Sarno John Berard

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)  
 02/22/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP - Worldwide Legal Affairs

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

(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 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 (D) Price (A) or Price (1)		
Class A Common Stock	02/22/2013		M		1,677 A \$ 0	D	18,351
Class A Common Stock	02/22/2013		F		781 D 9.04	D	17,570
Class A Common Stock	02/22/2013		M		1,218 A \$ 0	D	18,788

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Class A Common Stock	02/22/2013	F	567	D	\$ 9.04 (1)	18,221	D
Class A Common Stock	02/23/2013	M	1,966	A	\$ 0	20,187	D
Class A Common Stock	02/23/2013	F	915	D	\$ 9.14 (1)	19,272	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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/22/2013		M	1,677	(2)	(2)	Common Stock	1,677
Restricted Stock Units	(3)	02/22/2013		M	1,218	(3)	(3)	Common Stock	1,218
Restricted Stock Units	(4)	02/23/2013		M	1,966	(4)	(4)	Common Stock	1,966

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
VP - Worldwide Legal Affairs

Sarno John Berard  
C/O SCIENTIFIC GAMES CORPORATION  
750 LEXINGTON AVENUE, 25TH FLOOR  
NEW YORK, NY 10022

## Signatures

/s/ Kelli Sterrett, attorney-in-fact for Jack B.  
Sarno

02/26/2013

\_\_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) Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.
  - (2) Represents vesting of one-fourth of restricted stock units granted on February 22, 2010. The balance of the award is scheduled to vest on February 22, 2014. Each unit converts into a share of common stock on a one-for-one basis.
  - (3) Represents vesting of one-fourth of restricted stock units granted on August 16, 2011. The balance of the award is scheduled to vest on February 22, 2014. Each unit converts into a share of common stock on a one-for-one basis.
  - (4) Represents vesting of one-fifth of restricted stock units granted on February 23, 2009. The balance of the award is scheduled to vest on February 23, 2014. 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.