Sarno John Berard Form 3 October 24, 2012

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement SCIENTIFIC GAMES CORP [SGMS] A Sarno John Berard (Month/Day/Year) 10/22/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O SCIENTIFIC GAMES (Check all applicable) CORPORATION, Â 750 LEXINGTON AVENUE, 25TH 10% Owner Director **FLOOR** \_X\_\_ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group VP - Worldwide Legal Affairs Filing(Check Applicable Line) \_X\_ Form filed by One Reporting NEW YORK, NYÂ 10022 Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) Â Class A Common Stock 15,555 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)

Edgar Filing: Sarno John Berard - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(1)	03/21/2021	Common Stock	17,936	\$ 8.9	D	Â
Restricted Stock Units	(2)	(2)	Common Stock	14,177	\$ <u>(2)</u>	D	Â
Restricted Stock Units	(3)	(3)	Common Stock	7,500	\$ (3)	D	Â
Restricted Stock Units	(4)	(4)	Common Stock	339	\$ (4)	D	Â
Restricted Stock Units	(5)	(5)	Common Stock	2,436	\$ <u>(5)</u>	D	Â
Restricted Stock Units	(6)	(6)	Common Stock	6,987	\$ <u>(6)</u>	D	Â
Restricted Stock Units	(7)	(7)	Common Stock	3,355	\$ <u>(7)</u>	D	Â
Restricted Stock Units	(8)	(8)	Common Stock	3,000	\$ (8)	D	Â
Restricted Stock Units	(9)	(9)	Common Stock	3,932	\$ <u>(9)</u>	D	Â
Restricted Stock Units	(10)	(10)	Common Stock	706	\$ (10)	D	Â

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
. 6	Director	10% Owner	Officer	Other	
Sarno John Berard C/O SCIENTIFIC GAMES CORPORATION	^	•	â	^	
750 LEXINGTON AVENUE, 25TH FLOOR	Α	A	VP - Worldwide Legal Affairs		
NEW YORK, NY 10022					

## **Signatures**

/s/ Kelli Sterrett, attorney-in-fact for Jack B. Sarno 10/24/2012

\*\*Signature of Reporting Person

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Reporting Owners 2

Date

#### Edgar Filing: Sarno John Berard - Form 3

- (1) The option became exercisable as to one-fourth of the underlying shares on March 22, 2012 and becomes exercisable as to one-fourth of the underlying shares on each of March 22, 2013, 2014 and 2015.
- (2) The restricted stock units are scheduled to vest in four equal annual installments beginning on February 22, 2013, subject to the satisfaction of certain performance criteria. Each unit converts into a share of common stock on a one-for-one basis.
- (3) The restricted stock units are scheduled to vest in four equal annual installments beginning on December 7, 2012, subject to the satisfaction of certain performance criteria. Each unit converts into a share of common stock on a one-for-one basis.
- On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on February 26, 2008. In exchange for the options, the reporting person received 1,696 restricted stock units, 1,357 of which vested on August 16, 2012 and 339 of which are scheduled to vest on February 26, 2013. Each unit converts into a share of common stock on a one-for-one basis.
- On August 16, 2011, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on February 22, 2010. In exchange for the options, the reporting person received 4,872 restricted stock units, 2,436 of which vested on August 16, 2012, 1,218 of which are scheduled to vest on February 22, 2013 and 1,218 of which are scheduled to vest on February 22, 2014. Each unit converts into a share of common stock on a one-for-one basis.
- The reporting person was granted 9,316 restricted stock units on March 22, 2011, one-fourth of which vested on March 22, 2012 based upon satisfaction of certain performance criteria. The balance of the award is scheduled to vest in three equal installments on each of March 22, 2013, 2014 and 2015. Each unit converts into a share of common stock on a one-for-one basis.
- The reporting person was granted 6,709 restricted stock units on February 22, 2010, one-fourth of which vested on February 22, 2011 based upon satisfaction of certain performance criteria and one-fourth of which vested on February 22, 2012. The balance of the award is scheduled to vest in two equal installments on each of February 22, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- The reporting person was granted 7,500 restricted stock units on March 24, 2009, one-fifth of which vested on each of March 24, 2010, 2011 and 2012. The balance of the award is scheduled to vest in two equal installments on each of March 24, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- The reporting person was granted 9,828 restricted stock units on February 23, 2009, one-fifth of which vested on each of February 23, 2010, 2011 and 2012. The balance of the award is scheduled to vest in two equal installments on each of February 23, 2013 and 2014. Each unit converts into a share of common stock on a one-for-one basis.
- The reporting person was granted 3,526 restricted stock units on February 26, 2008, one-fifth of which vested on each of February 26, (10) 2009, 2010, 2011 and 2012. The balance of the award is scheduled to vest on February 26, 2013. 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.