

Richardson Stephen E
Form 4
March 22, 2019

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Richardson Stephen E

(Last) (First) (Middle)

C/O SCIENTIFIC GAMES
CORPORATION, 6601 BERMUDA
ROAD

(Street)

LAS VEGAS, NV 89119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SCIENTIFIC GAMES CORP
[SGMS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP and CCO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

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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>(1)</u>	03/20/2019		A		5,582		<u>(1)</u>	<u>(1)</u>	Common Stock	5,582
Employee Stock Option (right to buy)	\$ 22.69	03/20/2019		A		10,084		<u>(2)</u>	03/20/2029	Common Stock	10,084
Employee Stock Option (right to buy)	\$ 22.69	03/20/2019		A		10,084		<u>(3)</u>	03/20/2029	Common Stock	10,084

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richardson Stephen E C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119			SVP and CCO	

Signatures

/s/ Su Shi, attorney-in-fact for Stephen E.
Richardson

03/22/2019

**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).
- The restricted stock units are scheduled to vest beginning on March 20, 2020 (1,395 shares) and the balance in three installments on
- (1) March 20, 2021 (1,396 shares), March 20, 2022 (1,395 shares) and March 20, 2023 (1,396 shares). Each unit converts into a share of common stock on a one-for-one basis.
- (2) The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2020.
- (3)

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The stock options are scheduled to become exercisable in four equal annual installments beginning on March 20, 2020 (each, a "Vesting Date"), subject to the Company's achievement of annual adjusted EBITDA growth of 10% or more compared to actual adjusted EBITDA for the calendar year ending December 31, 2018 (the "AEBITDA Goal"). If the AEBITDA Goal is met prior to the first Vesting Date, then all four annual installments will vest in accordance with the vesting schedule. If the AEBITDA Goal is met subsequent to the first Vesting Date, each annual installment relating to a Vesting Date that has already occurred will automatically vest upon achievement of the AEBITDA Goal and any remaining installments will vest in accordance with the vesting schedule. If the Compensation Committee of the Company determines that the AEBITDA Goal has not been achieved by the end of the 2022 fiscal year, all stock options are forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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