

Sarno John Berard
 Form 3
 October 24, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Person * Â Sarno John Berard (Last) (First) (Middle) C/O SCIENTIFIC GAMES CORPORATION, Â 750 LEXINGTON AVENUE, 25TH FLOOR (Street) NEW YORK, Â NY Â 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/22/2012	3. Issuer Name and Ticker or Trading Symbol SCIENTIFIC GAMES CORP [SGMS]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP - Worldwide Legal Affairs	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
---	--	---	--	--	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	15,555	D	Â

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

SEC 1473 (7-02)

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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (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)	Â (1)	03/21/2021	Common Stock	17,936	\$ 8.9	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock	14,177	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	7,500	\$ (3)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	339	\$ (4)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	2,436	\$ (5)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	6,987	\$ (6)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	3,355	\$ (7)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	3,000	\$ (8)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	3,932	\$ (9)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	706	\$ (10)	D	Â

Reporting Owners

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

Signatures

/s/ Kelli Sterrett, attorney-in-fact for Jack B. Sarno
 10/24/2012
 **Signature of Reporting Person Date

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).

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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) The reporting person was granted 3,526 restricted stock units on February 26, 2008, one-fifth of which vested on each of February 26, 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.
- (10)

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.