

SCIENTIFIC GAMES CORP
Form 4
June 12, 2008

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 *
WRIGHT JOSEPH R JR

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2008

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)
Vice Chairman

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | Price | |
| | | | Code | V | | | |

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 Number Shares |
| Employee Stock Option (right to buy) ⁽¹⁾ | \$ 25.69 | 06/10/2008 | | A | 500,000 | ⁽²⁾ | 04/14/2018 | Common Stock | 500,000 |
| Restricted Stock Units ⁽¹⁾ | ⁽³⁾ | 06/10/2008 | | A | 220,000 | ⁽³⁾ | ⁽³⁾ | Common Stock | 220,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| WRIGHT JOSEPH R JR C/O SCIENTIFIC GAMES CORPORATION 750 LEXINGTON AVENUE, 25TH FLOOR NEW YORK, NY 10022 | X | | Vice Chairman | |

Signatures

/s/ Jack Sarno, attorney-in-fact for Joseph R. Wright, Jr. 06/12/2008

**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) The awards reported herein were granted on April 15, 2008 subject to (i) execution of an employment agreement between the issuer and the reporting person and (ii) approval by the issuer's stockholders of an amendment to the issuer's 2003 Incentive Compensation Plan or a new equity compensation plan that provides for a sufficient increase in the number of shares of common stock available for such awards. An employment agreement between the issuer and reporting person was executed on May 14, 2008 (effective as of May 1, 2008). On June 10, 2008, the issuer's stockholders approved an amendment and restatement of the 2003 Incentive Compensation Plan that, among other things, increases the number of shares of common stock available for awards by 3,000,000 shares.
- (2) The option becomes exercisable in four equal annual installments beginning on April 15, 2009.
- (3) The restricted stock units vest in four equal annual installments beginning on April 15, 2009. Each unit converts into a share of common stock on a one-for-one basis. The shares subject to vested units will be issued and delivered to the reporting person on the earliest date on which such shares may be so delivered without becoming subject to taxes, interest or penalties as a result of Section 409A of the Internal Revenue Code, and without affecting any compensation deduction applicable thereto as a result of Section 162(m) of the Code (but in no event will such shares be delivered later than six months plus one day after the date of termination of the reporting person's employment or sooner than five days after such termination date).

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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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