#### COTTLE BARRY L

Form 4

March 22, 2019

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

COTTLE BARRY L

2. Issuer Name and Ticker or Trading

Symbol

SCIENTIFIC GAMES CORP

3. Date of Earliest Transaction

[SGMS]

(Check all applicable)

5. Relationship of Reporting Person(s) to

\_X\_\_ Director

10% Owner X\_ Officer (give title Other (specify

President and CEO

C/O SCIENTIFIC GAMES CORPORATION, 6601 BERMUDA

(Street)

(First)

ROAD

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

(Month/Day/Year)

03/20/2019

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

LAS VEGAS, NV 89119

(City) (State)

(Zip)

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership Form: Direct (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A)

Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	03/20/2019		A	64,272	<u>(1)</u>	<u>(1)</u>	Common Stock	64,272
Employee Stock Option (right to buy)	\$ 22.69	03/20/2019		A	116,109	<u>(2)</u>	03/20/2029	Common Stock	116,10
Employee Stock Option (right to buy)	\$ 22.69	03/20/2019		A	116,109	(3)	03/20/2029	Common Stock	116,10

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
COTTLE BARRY L C/O SCIENTIFIC GAMES CORPORATION 6601 BERMUDA ROAD LAS VEGAS, NV 89119	X		President and CEO			
Cianoturos						

## **Signatures**

/s/ Su Shi, attorney-in-fact for Barry L.
Cottle
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).
- (1) The restricted stock units are scheduled to vest in four equal annual installments beginning on March 20, 2020. Each unit converts into a share of common stock on a one-for-one basis.
- (2) The stock options are scheduled to become exercisable as to 29,027 shares on each of March 20, 2020, March 20, 2021 and March 20, 2022 and as to 29,028 shares on March 20, 2023.
- (3) The stock options are scheduled to become exercisable as to 29,027 shares on each of March 20, 2020, March 20, 2021 and March 20, 2022 and as to 29,028 shares on March 20, 2023 (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

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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. 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.