

SCIENTIFIC GAMES CORP  
Form 8-K  
January 15, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 15, 2016**

**SCIENTIFIC GAMES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**81-0422894**  
(IRS Employer  
Identification No.)

**0-13063**

(Commission File Number)

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6650 S. El Camino Road, Las Vegas, Nevada 89118

(Address of registrant's principal executive office)

(702) 897-7150

(Registrant's telephone number)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 14, 2016, Scientific Games Corporation (the Company ) entered into an amendment to its employment agreement, dated as of December 18, 2012, with James C. Kennedy, the Company s Executive Vice President and Group Chief Executive, Lottery. Pursuant to the amendment, Mr. Kennedy s base salary was increased to \$725,000. In addition, the term of Mr. Kennedy s employment agreement was extended to December 31, 2018, subject to extension for an additional year at the end of the term and each anniversary thereof unless timely notice of non-renewal is given. On January 14, 2016, Mr. Kennedy received an equity award of 70,000 restricted stock units with a four-year vesting schedule (one-fourth vesting on each of the first four anniversaries of the grant date.)

Except as provided above, the terms of Mr. Kennedy s employment agreement remain unchanged.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SCIENTIFIC GAMES CORPORATION**

Date: January 15, 2016

By:

/s/ David W. Smail

Name:

David W. Smail

Title:

Executive Vice President and Chief  
Legal Officer