

OMB APPROVAL	
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☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was
made pursuant to a contract, instruction or written
plan for the purchase or sale of equity securities of
the issuer that is intended to satisfy the affirmative
defense conditions of Rule 10b5-1(c). See
Instruction 10.

1. Name and Address of Reporting Person* <u>Wilson Matthew R.</u> (Last) (First) (Middle) <u>C/O LIGHT & WONDER, INC.</u> <u>6601 BERMUDA ROAD</u> (Street) <u>LAS VEGAS</u> <u>NV</u> <u>89119</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Light & Wonder, Inc. [LNW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	(A) or (D)	Price			
Common Stock	03/06/2024		M		14,913	A	\$ 0	140,853	D	
Common Stock	03/06/2024		F		5,869	D	\$99.47 ⁽¹⁾	134,984	D	
Common Stock	03/07/2024		S		9,044	D	\$101.21 ⁽²⁾	125,940	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	03/06/2024		A		14,913		(3)	(3)	Common Stock	14,913	\$ 0	14,913	D	
Restricted Stock Units	(3)	03/06/2024		M			14,913	(3)	(3)	Common Stock	14,913	\$ 0	0	D	

Explanation of Responses:

1. Represents the satisfaction of tax withholding obligations upon the vesting of restricted stock units.
2. The transaction was executed in multiple trades at prices ranging from \$101.04 to \$101.32. The price reported above reflects the weighted average purchase price. Details regarding aggregated purchase transactions will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
3. Represents restricted stock units granted pursuant to a determination by the Compensation Committee of the Board of Directors of the issuer as payment in respect of the annual bonus earned by the reporting person with respect to 2023. The number of units was determined by dividing the dollar value of the bonus earned, based on actual performance for 2023, by the average of the high and low prices of the common stock on the day preceding the grant date. Since the restricted stock units are payment in respect of the 2023 bonus, they are subject to immediate vesting. Each unit converts into a share of common stock on a one-for-one basis.

/s/ James Sottile, attorney-in-fact for
Matthew Wilson

** Signature of Reporting Person

03/07/2024

Date

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

* 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).

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

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 Number.