

INTERNATIONAL GAME TECHNOLOGY
Form 424B3
March 28, 2007

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Registration No. 333-141208

PROSPECTUS SUPPLEMENT NO. 2
(TO PROSPECTUS DATED MARCH 9, 2007)

INTERNATIONAL GAME TECHNOLOGY

\$900,000,000

2.60% Convertible Debentures due December 15, 2036
Shares of Common Stock Issuable Upon Conversion Of The Debentures

This Prospectus Supplement No. 2 supplements and amends the Prospectus dated March 9, 2007 (the "Prospectus"), relating to the resale from time to time by holders of our 2.60% Convertible Debentures Due 2036 and shares of our common stock issuable upon the conversion of the Debentures of such securities. Such information has been obtained from the selling securityholders. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supplements and amends the information in the table appearing under the heading "Selling Securityholders" in the Prospectus, and, where the name of a Selling Securityholder identified in the table below also appears in the table in the Prospectus, the information set forth in the table below regarding that Selling Securityholder supersedes the information in the Prospectus:

| Selling Securityholder | Principal Amount | Percentage of | Number of Shares | |
|---|------------------|---------------|------------------|-----------|
| | of Debentures | | Beneficially | Offered |
| | Beneficially | Debentures | Owned | Hereby(1) |
| | Owned and | Outstanding | | |
| | Offered Hereby | | | |
| Ambit LLC | \$ 250,000 | * | * | 4,046 |
| Aviva Capital Management | 500,000 | * | * | 8,093 |
| Bear Stearns & Co. Inc. (2) | 1,671,000 | * | * | 27,049 |
| Lehman Brothers Inc. | 2,000,000 | * | * | 32,375 |
| The Global Convertible Opportunities Fund Limited | 3,000,000 | * | * | 48,562 |

* Less than 1%

(1) The number of shares of common stock offered hereby includes shares of common stock into which the Debentures are convertible. The number of shares of common stock offered hereby is based on a conversion rate of 16.1875 shares of common stock per \$1,000 principal amount of maturity of the Debentures. The number of shares of common stock owned by the other Selling Securityholders or any future transferee from any such holder assumes that they do not beneficially own any common stock other than common stock into which the Debentures are convertible at a conversion rate of 16.1875 shares of common stock per \$1,000 principal amount of maturity of the Debentures.

(2) Bear Stearns & Co. Inc ("Bear Stearns") was a joint bookrunning manager on the Debentures in December 2006. Bear Stearns through an affiliate has a \$50 million funding commitment under our Senior Credit Facility. As of March 2, 2007, \$4 million of this commitment was funded. Bear Stearns proprietary accounts were long 108,260 of our shares as of March 16, 2007.

INVESTING IN THE DEBENTURES OR THE COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES INVOLVES A HIGH DEGREE OF RISK. PLEASE CONSIDER THE "RISK FACTORS" BEGINNING ON PAGE 6 OF THE PROSPECTUS.

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THE PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is March 28, 2007.
