

INTERNATIONAL GAME TECHNOLOGY
 Form 4
 April 09, 2015

FORM 4

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

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 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 *
HART PATTI S

2. Issuer Name and Ticker or Trading Symbol
INTERNATIONAL GAME TECHNOLOGY [IGT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Last) (First) (Middle)
C/O INTERNATIONAL GAME TECHNOLOGY, 6355 S. BUFFALO DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2015

(City) (State) (Zip)
LAS VEGAS, NV 89113

4. If Amendment, Date 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 Ownership (Instr. 4)
Common Stock	04/07/2015		D	(1) 1,087,900	(2) \$ 0	D	

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
Stock Option (right to buy)	\$ 9.12	04/07/2015		D	496,278	<u>(3)(4)</u>	03/20/2019	Common Stock	496,278
Stock Option (right to buy)	\$ 14.01	04/07/2015		D	353,000	<u>(4)(5)</u>	10/04/2020	Common Stock	353,000
Restricted Stock Units	<u>(6)</u>	04/07/2015		D	52,615	<u>(7)(8)</u>	<u>(7)(8)</u>	Common Stock	52,615
Restricted Stock Units	<u>(6)</u>	04/07/2015		D	17,412	<u>(8)(9)</u>	<u>(8)(9)</u>	Common Stock	17,412
Restricted Stock Units	<u>(6)</u>	04/07/2015		D	68,981	<u>(8)(10)</u>	<u>(8)(10)</u>	Common Stock	68,981
Restricted Stock Units	<u>(6)</u>	04/07/2015		D	59,625	<u>(8)(11)</u>	<u>(8)(11)</u>	Common Stock	59,625
Restricted Stock Units	<u>(6)</u>	04/07/2015		D	146,879	<u>(8)(12)</u>	<u>(8)(12)</u>	Common Stock	146,879
Restricted Stock Units	<u>(6)</u>	04/07/2015		D	293,658	<u>(8)(13)</u>	<u>(8)(13)</u>	Common Stock	293,658

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HART PATTI S C/O INTERNATIONAL GAME TECHNOLOGY 6355 S. BUFFALO DRIVE LAS VEGAS, NV 89113	X		Chief Executive Officer	

Signatures

/s/ Peter Christou, Attorney in Fact for Patti S.
Hart

04/09/2015

__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) Includes 1,253 shares of common stock of International Game Technology ("IGT") acquired by the reporting person on February 27, 2015 under the IGT Employee Stock Purchase Plan.

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 15, 2014, by and among IGT, GTECH S.p.A., GTECH Corporation, International Game Technology PLC (formerly known as Georgia Worldwide Limited) ("Holdco") and Georgia Worldwide Corporation ("Sub"), pursuant to which, among other things, Sub merged with and into IGT, with IGT surviving as a wholly owned subsidiary of Holdco (the "Merger"), at the effective time of the Merger, each share of IGT common stock was converted into the right to receive \$14.3396 in cash plus 0.1819 ordinary shares of Holdco, and each such share of IGT common stock was cancelled and ceased to exist.
- (2) Pursuant to the Merger Agreement, immediately prior to the effective time of the Merger, the options to purchase shares of IGT common stock were cancelled and, in exchange therefor, the holder of each such cancelled option was entitled to receive a payment in cash of an amount equal to the product of (i) the total number of shares of IGT common stock subject to such cancelled option and (ii) the excess, if any, of \$18.0209 (the "Cash Amount") over the exercise price per share of IGT common stock subject to such cancelled option, without interest.
- (3) The options became exercisable in equal annual installments over a period of four years, at the rate of 25%, commencing on March 20, 2010.

Pursuant to the Merger Agreement, immediately prior to the effective time of the Merger, the options to purchase shares of IGT common stock were cancelled and, in exchange therefor, the holder of each such cancelled option was entitled to receive a payment in cash of an amount equal to the product of (i) the total number of shares of IGT common stock subject to such cancelled option and (ii) the excess, if any, of \$18.0209 (the "Cash Amount") over the exercise price per share of IGT common stock subject to such cancelled option, without interest.
- (4) The options vested in four equal annual installments commencing on October 4, 2011.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of IGT common stock.
- (6) The RSUs were originally to vest in full on December 16, 2015.

Immediately prior to the effective time of the Merger, the RSUs were fully vested and cancelled and, in exchange therefor, each holder of any such cancelled RSU was entitled to receive, in consideration of the cancellation of such RSU and in settlement therefor, the Cash Amount for each share of IGT common stock subject to such RSU.
- (7) The RSUs were originally contingent on the achievement of certain performance objectives by IGT over a period of three years, which three year period was extended in accordance with the terms of the award agreement.
- (8) The RSUs were originally to vest in full on December 13, 2015 and December 13, 2016.
- (9) The RSUs were originally contingent on the achievement of certain performance objectives by IGT over a period of three years.
- (10) The RSUs were originally to vest in full on December 13, 2015, December 13, 2016 and December 13, 2017.
- (11) The RSUs were originally contingent on the achievement of certain performance objectives by IGT over a period of three years.
- (12) The RSUs were originally to vest in full on December 13, 2015, December 13, 2016 and December 13, 2017.
- (13) The RSUs were originally contingent on the achievement of certain performance objectives by IGT over a period of three years.

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.