

INTERNATIONAL GAME TECHNOLOGY
Form 425
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NEWS RELEASE

**GTECH ANNOUNCES FINAL RESULTS OF TENDER OFFER AND SETTLEMENT IN RESPECT OF ITS 750,000,000
SUBORDINATED INTEREST-DEFERRABLE CAPITAL SECURITIES DUE 2066**

**FILING OF GTECH BOARD RESOLUTION AND HOLDERS' MEETING EXTRAORDINARY RESOLUTIONS WITH THE
COMPANIES REGISTER OF ROME**

ROME, ITALY and PROVIDENCE, RHODE ISLAND (US) 23 January 2015 GTECH S.p.A. (**GTECH** or the **Issuer**)'s invitation to holders (the **Holders**) of its 750,000,000 Subordinated Interest-Deferrable Capital Securities due 2066 (Regulation S ISIN XS0254095663 and Rule 144A ISIN XS0254095747) (the **Capital Securities**) to tender any and all Capital Securities for purchase by the Issuer for cash (the **Offer**) expired at 5:00 p.m. (CET) on 22 January 2015 (the **Tender Expiration Deadline**). The Offer was commenced, along with a consent solicitation (the **Consent Solicitation**), on 18 December 2014, according to the terms and conditions set out in the invitation memorandum dated 18 December 2014 and available at www.gtech.com (the **Invitation Memorandum**). Capitalised terms used in this announcement but not defined have the meanings given to them in the Invitation Memorandum.

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Results as at the Tender Expiration Deadline

As of the Tender Expiration Deadline, the aggregate principal amount of Capital Securities validly tendered was 704,505,000. GTECH has accepted for purchase all Capital Securities validly tendered. Such Capital Securities will be purchased today, 23 January 2015, and then cancelled. The aggregate principal amount of Capital Securities outstanding following such purchase and cancellation will be 45,495,000.

Settlement Date

The Settlement Date in relation to the Offer and the Consent Solicitation is 23 January 2015. The Purchase Price, Early Tender Premium, Accrued Interest and Consent Fee

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(as applicable) will be paid to relevant Holders according to the terms and conditions set out in the Invitation Memorandum.

Description of the Capital Securities	ISINs	Outstanding nominal amount	Amount subject to the Offer	Purchase Price	Early Tender Premium	Consent Fee for both Extraordinary Resolutions**	Total Consideration*
750,000,000 Subordinated Interest-Deferrable Capital Securities due 2066	Regulation S ISIN: XS0254095663 Rule 144A ISIN: XS0254095747	750,000,000	Any and all	105.75 per cent of the aggregate principal amount of such Capital Securities	3.00 per cent of the aggregate principal amount of such Capital Securities	0.5 per cent of the aggregate principal amount of such Capital Securities	109.25 per cent of the aggregate principal amount of such Capital Securities, plus Accrued Interest

* The Total Consideration (which includes the Purchase Price, the Early Tender Premium, Accrued Interest and the Consent Fee) is only available to Holders who submitted a Tender Instruction prior to the Early Tender Deadline, which was 5.00 p.m. (CET) on 7 January 2015.

** Subject to the terms and conditions set out in the Invitation Memorandum, Holders are eligible to receive a Consent Fee of 0.25 per cent. of the aggregate principal amount of the Capital Securities which voted in favour of each Extraordinary Resolution

Filing of resolutions

The resolution of 19 January 2015 passed by the Board of Directors of GTECH and the extraordinary resolutions passed by the meeting of the Holders of the Capital Securities, held on 19 January 2015, approving, *inter alia*, certain amendments to the Conditions and the Trust Deed as set out in the draft Supplemental Trust Deed, were filed for registration with the Companies Register of Rome on 21 January 2015.

The minutes of the aforesaid resolutions will be available to the public at GTECH's registered office and on its website at www.gtech.com, in the section entitled Governance Documents and Reports Governance Documents Shareholders and Noteholders Meetings Meeting of Holders of Capital Securities January 19-20-21, 2015 as well as on the linfo central storage device (www.linfo.it) as soon as they are registered with the Companies Register of Rome.

Main related news releases: 18 December 2014, 8 January and 20 January 2015.

Disclaimer

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This announcement must be read in conjunction with the Invitation Memorandum. The distribution of this announcement and the Invitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Invitation Memorandum comes are required by each of the Issuer, the Dealer Managers and the Tender Agent to inform themselves about and to observe any such restrictions. Neither this announcement, the Invitation Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to tender Capital Securities.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains forward-looking statements (including within the meaning of the Private Securities Litigation Reform Act of 1995) concerning IGT, GTECH,

Georgia Worldwide PLC (**NewCo**), the proposed transactions and other matters. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the management of NewCo, IGT and GTECH as well as assumptions made by, and information currently available to, such management. Forward-looking statements may be accompanied by words such as aim, anticipate, believe, plan, could, would, should, , shall , could, estimate, expect, forecast, future, guidance, intend, may, will, possible, potential, predict, project or the negative or other similar words. Should one or more of these risks or uncertainties materialize, or should any of the underlying assumptions prove incorrect, actual results may differ materially from those predicted in GTECH's forward-looking statements and from past results, performance or achievements. These forward-looking statements are subject to various risks and uncertainties, many of which are outside the parties' control. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include (but are not limited to) failure to obtain applicable regulatory or shareholder approvals in a timely manner or otherwise; failure to satisfy other closing conditions to the proposed transactions; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth or that such benefits may take longer to realize than expected; failure to realize anticipated benefits of the combined operations; risks relating to unanticipated costs of integration; reductions in customer spending, a slowdown in customer payments and changes in customer demand for products and services; unanticipated changes relating to competitive factors in the industries in which the companies operate; ability to hire and retain key personnel; the potential impact of announcement or consummation of the proposed transactions on relationships with third parties, including customers, employees and competitors; ability to attract new customers and retain existing customers in the manner anticipated; reliance on and integration of information technology systems; changes in legislation or governmental regulations affecting the companies; international, national or local economic, social or political conditions that could adversely affect the companies or their customers; conditions in the credit markets; risks associated with assumptions the parties make in connection with the parties' critical accounting estimates and legal proceedings; and the parties' international operations, which are subject to the risks of currency fluctuations and foreign exchange controls. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties' businesses, including those described in NewCo's registration statement on Form F-4 and other documents filed from time to time with the Securities and Exchange Commission (the **SEC**) and those described in GTECH's annual reports, registration documents and other documents filed from time to time with the Italian financial market regulator (CONSOB), as well as those included in IGT's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Except as required under applicable law, the parties do not assume any obligation to update these forward-looking statements. Nothing in this announcement is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings per GTECH share or IGT share for the current or any future financial years or

those of the combined group, will necessarily match or exceed the historical published earnings per GTECH share or IGT share, as applicable. All forward-looking statements contained in this communication are qualified in their entirety by this cautionary statement. All subsequent written or oral forward-looking statements attributable to GTECH, or persons acting on its behalf, are expressly qualified in its entirety by the cautionary statements contained throughout this communication. As a result of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements.

Important Information for Investors and Shareholders

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and applicable European regulations. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction. NewCo has filed with the SEC a registration statement on Form F-4, which was declared effective on 2 January 2015 (file number 333-199096), which includes the proxy statement of IGT that also constitutes a prospectus of NewCo (the **proxy statement/prospectus**). The registration statement on Form F-4 is available at www.sec.gov under the name Georgia Worldwide. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS, AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC, IN THEIR ENTIRETY CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT IGT, GTECH, NEWCO, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and shareholders are able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties through the website maintained by the SEC at www.sec.gov. In addition, investors and shareholders are able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties by contacting Investor Relations, IGT (for documents filed with the SEC by IGT) or Investor Relations, GTECH (for documents filed with the SEC by NewCo).

Italian CONSOB Regulation No. 17221

Pursuant to Article 6 of the CONSOB Regulation no. 17221 of 12 March 2010 (as amended, the **CONSOB Regulation**), NewCo is a related party of GTECH, being a subsidiary of GTECH.

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The merger agreement providing for the GTECH-NewCo merger which exceeds the thresholds for significant transactions pursuant to the Regulation was approved unanimously by the GTECH board of directors.

The merger agreement and the GTECH-NewCo merger are subject to the exemption set forth in Article 14 of the CONSOB Regulation and Article 3.2 of the Disposizioni in materia di operazioni con parti correlate (Procedures for transactions with related parties) adopted by GTECH on 31 July 2014 and published on its website (www.gtech.com). Pursuant to this exemption, GTECH will not publish an information document (documento informativo) for related party transactions as provided by Article 5 of the CONSOB Regulation. In connection with the meeting of GTECH shareholders held on 4 November 2014 to approve the GTECH-NewCo merger, GTECH has published an information document pursuant to Article 70, paragraph 6, of the CONSOB Regulation on Issuers (CONSOB Regulation no. 11971 of 24 May 1999, as amended), in accordance with applicable terms.

Participants in the Distribution

IGT, GTECH and NewCo and their respective directors, executive officers and certain other member of management and employees may be deemed to be participants in the solicitation of proxies from the shareholders of IGT in respect of the proposed transactions contemplated by the proxy statement/prospectus. Information regarding the persons who may, under the rules of the SEC, be participants in the solicitation of the shareholders of IGT in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, are set forth in the proxy statement/prospectus filed with the SEC. Information regarding IGT's directors and executive officers is contained in IGT's Annual Report on Form 10-K for the year ended 27 September 2014 and its Proxy Statement on Schedule 14A, dated 24 January 2014, which are filed with the SEC.

GTECH S.p.A. is a leading commercial operator and provider of technology in the regulated worldwide gaming markets, delivering best-in-class products and services, with a commitment to the highest levels of integrity, responsibility, and shareholder value creation. The Company is listed on the FTSE MIB at the Italian Stock Exchange under the trading symbol GTK and is majority owned by De Agostini S.p.A. In 2013, GTECH had approximately 3.1 billion in revenues and 8,600 employees with operations in approximately 100 countries on six continents. For more information, please visit www.gtech.com.

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