

INTERNATIONAL GAME TECHNOLOGY

Form 4

April 09, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRACEY PAUL C JR

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
General Counsel and Secretary

(Street)
LAS VEGAS, NV 89113

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership (Instr. 4)	
Common Stock	04/07/2015		D	31,060	D	\$ 0 (1)	0	D

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

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information contained in this form are not
required to respond unless the form
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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)	8. I
				Code	V	(A)	(D)	
Restricted Stock Units	(2)	04/07/2015		D		21,758	(3)(4) (3)(4)	Common Stock 21,758
Restricted Stock Units	(2)	04/07/2015		D		2,083	(4)(5) (4)(5)	Common Stock 2,083
Restricted Stock Units	(2)	04/07/2015		D		14,462	(4)(6) (4)(6)	Common Stock 14,462
Restricted Stock Units	(2)	04/07/2015		D		22,024	(4)(5) (4)(5)	Common Stock 22,024
Restricted Stock Units	(2)	04/07/2015		D		11,016	(4)(7) (4)(7)	Common Stock 11,016

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRACEY PAUL C JR C/O INTERNATIONAL GAME TECHNOLOGY 6355 S. BUFFALO DRIVE LAS VEGAS, NV 89113	General Counsel and Secretary

Signatures

/s/ Peter Christou, Attorney in Fact for Paul C
Gracey, Jr.

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) 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

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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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of IGT common stock.

(3) The RSUs were originally to vest in full on November 16, 2015 and November 16, 2016.

Immediately prior to the effective time of the Merger, the RSUs were fully vested and cancelled and, in exchange therefor, each holder of

(4) any such cancelled RSU was entitled to receive, in consideration of the cancellation of such RSU and in settlement therefor, \$18.0209 for each share of IGT common stock subject to such RSU.

(5) The RSUs were originally contingent on the achievement of certain performance objectives by IGT over a period of three years.

(6) The RSUs were originally to vest in full on December 13, 2015 and December 13, 2016.

(7) The RSUs were originally to vest in full on December 13, 2015, December 13, 2016 and December 13, 2017.

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

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