

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 *
Tom Eric P

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)

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP Global Sales

C/O INTERNATIONAL GAME
TECHNOLOGY, 6355 S.
BUFFALO DRIVE

(Street)

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

LAS VEGAS, NV 89113

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/07/2015		D		121,786	D	\$ 0 (1)
					0		0

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
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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)	\$ 14.01	04/07/2015		D		141,000		(2)(3)	10/04/2020	Common Stock	141,000
Restricted Stock Units	(4)	04/07/2015		D		12,409		(5)(6)	(5)(6)	Common Stock	12,409
Restricted Stock Units	(4)	04/07/2015		D		11,250		(6)(7)	(6)(7)	Common Stock	11,250
Restricted Stock Units	(4)	04/07/2015		D		13,015		(6)(8)	(6)(8)	Common Stock	13,015
Restricted Stock Units	(4)	04/07/2015		D		55,061		(6)(7)	(6)(7)	Common Stock	55,061
Restricted Stock Units	(4)	04/07/2015		D		27,540		(6)(9)	(6)(9)	Common Stock	27,540

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tom Eric P C/O INTERNATIONAL GAME TECHNOLOGY 6355 S. BUFFALO DRIVE LAS VEGAS, NV 89113	EVP Global Sales

Signatures

/s/ Peter Christou, Attorney in Fact for Eric P.
Tom 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).

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

(1) 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) The options vested in four equal annual installments commencing on October 4, 2011.

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

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

(5) 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

(6) 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.

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

(9) 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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