

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 *
 Creed Greg

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
 Officer (give title below) Other (specify below)

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)
 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)
Common Stock	04/07/2015		D	44,500	D	D	
					\$ 0 <u>(1)</u>		

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)	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.37	04/07/2015		D		20,000	(2)(3)	09/29/2020	Common Stock 20,000
Stock Option (right to buy)	\$ 16.17	04/07/2015		D		11,000	(3)(4)	03/01/2021	Common Stock 11,000
Restricted Stock Units	(5)	04/07/2015		D		12,787	(6)(7)	(6)(7)	Common Stock 12,787
Restricted Stock Units	(5)	04/07/2015		D		8,705	(7)(8)	(7)(8)	Common Stock 8,705
Restricted Stock Units	(5)	04/07/2015		D		9,829	(7)(9)	(7)(9)	Common Stock 9,829

Reporting Owners

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

Signatures

/s/ Peter Christou, Attorney in Fact for Greg Creed 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).

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- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 15, 2014, by and among International Game Technology ("IGT"), GTECH S.p.A., GTECH Corporation, International Game Technology PLC (formerly known as Georgia Worldwide Limited) 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.
- (1) The option vested in three equal annual installments commencing on September 29, 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 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 option vested on March 1, 2012.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of IGT common stock.
- (5) The RSUs vested on March 10, 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 vested on March 9, 2014.
- (8) The RSUs vested on March 5, 2013.
- (9)

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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