

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 \*  
**MILLER ROBERT JOS**

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)
				(A) or (D) Price			
Common Stock	04/07/2015		D	42,321 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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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.48	04/07/2015		D	11,000	(2)(3) 03/03/2019	Common Stock	11,000
Stock Option (right to buy)	\$ 17.42	04/07/2015		D	11,000	(3)(4) 03/02/2020	Common Stock	11,000
Stock Option (right to buy)	\$ 16.17	04/07/2015		D	11,000	(3)(5) 03/01/2021	Common Stock	11,000

## Reporting Owners

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

## Signatures

/s/ Peter Christou, Attorney in Fact for Robert Miller  
Date: 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) 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) The option vested on March 3, 2010.

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- 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 over the exercise price per share of IGT common stock subject to such cancelled option, without interest.
- (3)
  - (4) The option vested on March 2, 2011.
  - (5) The option vested on March 1, 2012.

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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