

INTERNATIONAL GAME TECHNOLOGY

Form 4

April 09, 2015

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5Check 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/07/2015		D	42,321	D	0	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 4

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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 8.48	04/07/2015		D	11,000	<u>(2)(3)</u>	03/03/2019	Common Stock	11,000	
Stock Option (right to buy)	\$ 17.42	04/07/2015		D	11,000	<u>(3)(4)</u>	03/02/2020	Common Stock	11,000	
Stock Option (right to buy)	\$ 16.17	04/07/2015		D	11,000	<u>(3)(5)</u>	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 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.

## Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 4

- 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.