INTERNATIONAL GAME TECHNOLOGY
Form 4
April 09, 2015

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vandemore John M

(Last) (First) (Middle)

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

(Street)

LAS VEGAS, NV 89113

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Financial Officer

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/07/2015		D		66,214	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)

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 De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	04/07/2015		D			10,549	(3)(4)	(3)(4)	Common Stock	10,549	$
Restricted Stock Units	(2)	04/07/2015		D			15,750	(4)(5)	(4)(5)	Common Stock	15,750	$
Restricted Stock Units	(2)	04/07/2015		D			18,222	(4)(6)	(4)(6)	Common Stock	18,222	$
Restricted Stock Units	(2)	04/07/2015		D			55,061	(4)(5)	(4)(5)	Common Stock	55,061	$
Restricted Stock Units	(2)	04/07/2015		D			27,540	(4)(7)	(4)(7)	Common Stock	27,540	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vandemore John M C/O INTERNATIONAL GAME TECHNOLOGY 6355 S. BUFFALO DRIVE LAS VEGAS, NV 89113			Chief Financial Officer	

Signatures

/s/ Peter Christou, Attorney in Fact for John M. Vandemore	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 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 February 17, 2015 and February 17, 2016.

(4) 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, $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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