

INTERNATIONAL GAME TECHNOLOGY  
Form 8-K  
May 06, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 6, 2009**

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**INTERNATIONAL GAME TECHNOLOGY**

(Exact name of Registrant as specified in its charter)

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**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**001-10684**  
(Commission File Number)

**88-0173041**  
(I.R.S. Employer  
Identification Number)

**9295 Prototype Drive, Reno, Nevada**  
(Address of Principal Executive Offices)

**89521**  
(Zip Code)

(775) 448-7777

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(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events**

On May 6, 2009, International Game Technology (the Company) issued a press release announcing its pricing of \$725 million principal amount of its 3.25% Convertible Notes (the Notes) due 2014 in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The Company also granted the initial purchasers an option to purchase up to an additional \$125 million aggregate principal amount of Notes within 13 days from the first issue date of the Notes solely to cover over-allotments. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.
- 99.1 Press Release dated May 6, 2009

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INTERNATIONAL GAME TECHNOLOGY

Date: May 6, 2009

By:

*/s/ Patrick Cavanaugh*  
Patrick Cavanaugh  
Executive Vice President  
Chief Financial Officer

**Exhibit Index**

<b>Exhibit</b>	<b>Description of Exhibit</b>
99.1	Press Release dated May 6, 2009