

INTERNATIONAL GAME TECHNOLOGY

Form S-8

August 02, 2006

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As filed with the Securities and Exchange Commission on August 2, 2006

Registration No. \_\_\_\_\_

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**International Game Technology**  
(Exact Name of Registrant as Specified in Its Charter)

Nevada  
(State or Other Jurisdiction of  
Incorporation or Organization)

88-0173041  
(I.R.S. Employer  
Identification No.)

9295 Prototype Drive  
Reno, Nevada 89521  
(Address, Including Zip Code, of Principal Executive Offices)

**International Game Technology  
2002 Stock Incentive Plan**  
(Full Title of the Plan)

David D. Johnson, Esq.  
Executive Vice President, General Counsel and Secretary  
International Game Technology  
9295 Prototype Drive  
Reno, Nevada 89521  
(775) 448-7777  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

**COPY TO:**

J. Jay Herron, Esq.  
O Melveny & Myers LLP  
610 Newport Center Drive, 17<sup>th</sup> Floor  
Newport Beach, CA 92660

**CALCULATION OF REGISTRATION FEE**

| Title Of Securities To Be Registered | Amount To Be Registered         | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount Of Registration Fee |
|--------------------------------------|---------------------------------|---|---|----------------------------|
|                                      | 9,000,000 <sup>(1)</sup> shares | \$38.16 <sup>(2)</sup>                    | \$343,440,000 <sup>(2)</sup>              | \$36,748 <sup>(2)</sup>    |

Common Stock,  
\$0.00015625 par value per  
share

- (1) This Registration Statement covers, in addition to the number of shares of International Game Technology, a Nevada corporation (the Company or the Registrant ), common stock, par value \$0.00015625 per share (the Common Stock ), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act ), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the International Game Technology 2002 Stock

Incentive Plan,  
as amended (the  
Plan ), as a result  
of one or more  
adjustments  
under the Plan  
to prevent  
dilution  
resulting from  
one or more  
stock splits,  
stock dividends  
or similar  
transactions.

- (2) Pursuant to  
Securities Act  
Rule 457(h), the  
maximum  
offering price,  
per share and in  
the aggregate,  
and the  
registration fee  
were calculated  
based upon the  
average of the  
high and low  
prices of the  
Common Stock  
on July 31,  
2006, as quoted  
on the New  
York Stock  
Exchange.

The Exhibit Index for this Registration Statement is at page 7.

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**EXPLANATORY NOTE**

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8.

**PART I**  
**INFORMATION REQUIRED IN THE**  
**SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

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**PART II**  
**INFORMATION REQUIRED IN THE**  
**REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference**

The following documents of the Company filed with the Securities and Exchange Commission (the Commission) are incorporated herein by reference:

- (a) The Company's Registration Statements on Form S-8, filed with the Commission on June 26, 2002 and March 8, 2005 (Commission File Nos. 333-91198 and 333-123186);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended September 30, 2005, filed with the Commission on December 13, 2005 (Commission File No. 001-10684);
- (c) The Company's Quarterly Reports on Form 10-Q for its fiscal quarters ended December 31, 2005 and March 31, 2006, filed with the Commission on February 3, 2006 and May 5, 2006, respectively (Commission File No. 001-10684);
- (d) The Company's Current Reports on Form 8-K, filed with the Commission on December 22, 2005, March 13, 2006, April 5, 2006, June 21, 2006, July 7, 2006 and July 18, 2006 (Commission File No. 001-10684); and
- (e) The description of the Company's Common Stock contained in its Registration Statement on Form S-3 filed with the Commission on February 16, 1994 (Commission File No. 033-52289), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 5. Interests of Named Experts and Counsel**

The validity of the issuance of Common Stock registered hereby is passed on for the Company by David D. Johnson. Mr. Johnson is the Executive Vice President, General Counsel and Secretary of the Company and is compensated by the Company as an employee. Mr. Johnson owns 22,466 shares of Common Stock and Company stock options to acquire up to an additional 373,000 shares of Common Stock. Mr. Johnson is eligible to participate in the Plan.

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**Item 8. Exhibits**

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reno, State of Nevada, on August 2, 2006.

INTERNATIONAL GAME TECHNOLOGY

By: /s/ Maureen T. Mullarkey  
 Maureen T. Mullarkey  
 Executive Vice President, Chief  
 Financial  
 Officer and Treasurer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Thomas J. Matthews and Maureen T. Mullarkey, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature                | Title  | Date           |
|--------------------------|--|----------------|
| /s/ Thomas J. Matthews   | Chairman of the Board, President,<br>Chief Executive Officer and Chief<br>Operating Officer (Principal<br>Executive Officer) | August 2, 2006 |
| Thomas J. Matthews       |  |                |
| /s/ Maureen T. Mullarkey | Executive Vice President, Chief<br>Financial Officer and Treasurer<br>(Principal Financial and Accounting<br>Officer)        | August 2, 2006 |
| Maureen T. Mullarkey     |  |                |

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| Signature                                    | Title    | Date           |
|--|----------|----------------|
| /s/ Neil Barsky                              | Director | August 2, 2006 |
| Neil Barsky<br>/s/ Robert A. Bittman         | Director | August 2, 2006 |
| Robert A. Bittman<br>/s/ Richard R. Burt     | Director | August 2, 2006 |
| Richard R. Burt<br>/s/ Leslie S. Heisz       | Director | August 2, 2006 |
| Leslie S. Heisz<br>/s/ Robert A. Mathewson   | Director | August 2, 2006 |
| Robert A. Mathewson<br>/s/ Robert Miller     | Director | August 2, 2006 |
| Robert Miller<br>/s/ Frederick B. Rentschler | Director | August 2, 2006 |
| Frederick B. Rentschler                      |          |                |

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**EXHIBIT INDEX**

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| 4.             | International Game Technology 2002 Stock Incentive Plan, as amended. (Filed as an exhibit to the Company's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on January 17, 2006 (Commission File No. 001-10684) and incorporated herein by this reference.) |
| 5.             | Opinion of Company Counsel (opinion re legality).  |
| 23.1           | Consent of Deloitte & Touche LLP (consent of independent registered public accounting firm).   |
| 23.2           | Consent of Counsel (included in Exhibit 5).  |
| 24.            | Power of Attorney (included in this Registration Statement under "Signatures").  |