

INTERNATIONAL GAME TECHNOLOGY

Form 10-Q/A

August 08, 2013

**United States**

**Securities and Exchange Commission**

**Washington, D.C. 20549**

**FORM 10-Q/A**

(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the Quarterly Period Ended June 30, 2012**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_ to \_\_\_\_

**Commission File Number 001-10684**

**International Game Technology**

(Exact name of registrant as specified in its charter)

Nevada 88-0173041  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**6355 South Buffalo Drive, Las Vegas, Nevada 89113**

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(702) 669-7777**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares outstanding of each of the registrant's classes of common stock, as of August 6, 2012:

267.1 million shares of common stock at \$.00015625 par value.

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## **EXPLANATORY NOTE**

International Game Technology (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment”) to amend the Company’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012 (the “Original Form 10-Q”). This Amendment is being filed (a) to re-file Exhibits 10.1 and 10.2 (the “Exhibits”) to the Original Form 10-Q in response to comments the Company received from the Securities and Exchange Commission (the “SEC”) on a confidential treatment request the Company made for certain portions of the Exhibits and (b) to amend and restate the Exhibit Index included with the Original Form 10-Q. The Exhibits, as re-filed, include certain portions that had previously been redacted pursuant to the Company’s request for confidential treatment. Nothing in the Form 10-Q is being amended other than the items described above.

This Amendment should be read in conjunction with the Original Form 10-Q and the Company’s other filings with the SEC. Except as stated herein, this Amendment does not reflect events occurring after the filing of the Original Form 10-Q with the SEC on August 8, 2012, and no attempt has been made in this Amendment to modify or update other disclosures as presented in the Original Form 10-Q.

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**Item 6. Exhibits**

- 10.1 Capped Accelerated Stock Buyback Agreement, dated as of June 13, 2012, by and between the Company and Goldman, Sachs & Co.
- 10.2 Supplemental Confirmation, dated as of June 13, 2012, by and between the Company and Goldman, Sachs & Co.\*
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a – 14(a) of the Exchange Act, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a – 14(a) of the Exchange Act, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
- 32.1# Certification of Chief Executive Officer pursuant to Rule 13a – 14(b) of the Exchange Act and section 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
- 32.2# Certification of Chief Financial Officer pursuant to Rule 13a – 14(b) of the Exchange Act and section 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS# XBRL Instance
- 101.SCH# XBRL Taxonomy Extension Schema
- 101.CAL# XBRL Taxonomy Extension Calculation
- 101.DEF# XBRL Taxonomy Extension Definition
- 101.LAB# XBRL Taxonomy Extension Labels

101.PRE# XBRL Taxonomy Extension Presentation

\* Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request.

# Previously filed.

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**Signatures**

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

Date: August 8, 2013

**INTERNATIONAL GAME TECHNOLOGY**

By: /s/ John Vandemore

John Vandemore

Chief Financial Officer and Treasurer

(Principal Financial Officer)