

INTERNATIONAL GAME TECHNOLOGY  
Form 8-K  
March 13, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **March 10, 2014**

**INTERNATIONAL GAME TECHNOLOGY**

(Exact Name of Registrant as Specified in its Charter)

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

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

**88-0173041**  
(IRS Employer  
Identification No.)

**6355 South Buffalo Drive**

**Las Vegas, Nevada 89113**

(Address of Principal Executive Offices)  
(Zip Code)

**(702) 669-7777**

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(Registrant's telephone number, including area code)

**Not Applicable**

(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 5.07 Submission of Matters to a Vote of Security Holders.**

On March 10, 2014, the independent inspector of elections for the 2014 Annual Meeting of Stockholders (the 2014 Annual Meeting ) of International Game Technology (the Company ) delivered its final tabulation of voting results for each of the matters submitted to a vote at the 2014 Annual Meeting, certifying the voting results set forth below.

**Proposal 1. Election of Directors**

The Company's stockholders elected the following nominees to serve a one-year term on the Board of Directors of the Company (the Board ): Paget L. Alves, Eric F. Brown, Janice D. Chaffin, Greg Creed, Patti S. Hart, Robert J. Miller, Vincent L. Sadusky, Philip G. Satre and Tracey D. Weber. The complete final tabulation of voting results for the election of directors is set forth below.

**Board of Directors Nominees**

| Nominee            | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|-------------|---------------|-------------|------------------|
| Paget L. Alves     | 181,912,067 | 2,741,212     | 491,063     | 33,874,664       |
| Eric F. Brown      | 180,636,793 | 4,124,274     | 383,275     | 33,874,664       |
| Janice D. Chaffin  | 181,902,008 | 2,752,160     | 490,174     | 33,874,664       |
| Greg Creed         | 182,098,256 | 2,559,449     | 486,637     | 33,874,664       |
| Patti S. Hart      | 181,019,619 | 3,630,207     | 494,516     | 33,874,664       |
| Robert J. Miller   | 179,911,047 | 4,861,046     | 372,249     | 33,874,664       |
| Vincent L. Sadusky | 178,291,032 | 6,360,041     | 493,269     | 33,874,664       |
| Philip G. Satre    | 182,156,543 | 2,541,689     | 446,110     | 33,874,664       |
| Tracey D. Weber    | 181,303,094 | 3,460,144     | 381,104     | 33,874,664       |

**Proposal 2. Advisory Vote on Executive Compensation**

Proposal 2 was a management proposal to hold an advisory vote on the compensation of the Company's named executive officers. According to the final tabulation of voting results, this proposal was approved.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 178,314,198 | 5,272,511     | 1,557,633   | 33,874,664       |

**Proposal 3. Ratification of Independent Registered Public Accounting Firm**

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Proposal 3 was a management proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2014. According to the final tabulation of voting results, this proposal was approved.

|             |           |           |  |
|-------------|-----------|-----------|--|
| 214,155,260 | 3,584,610 | 1,279,136 |  |
|-------------|-----------|-----------|--|

**Proposal 4. Stockholder Proposal**

Proposal 4 was a stockholder proposal requesting that the Board adopt a proxy access bylaw with conforming amendments to related bylaws. According to the final tabulation of voting results, this proposal was approved.

|             |            |         |            |
|-------------|------------|---------|------------|
| 106,646,515 | 77,945,288 | 552,539 | 33,874,664 |
|-------------|------------|---------|------------|

**SIGNATURES**

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 hereunto duly authorized.

**INTERNATIONAL GAME TECHNOLOGY**

Date: March 13, 2014

By: /s/ Paul C. Gracey, Jr.  
Paul C. Gracey, Jr.  
General Counsel and Secretary