

INTERNATIONAL GAME TECHNOLOGY
Form PRER14A
January 17, 2013

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

SCHEDULE 14A

(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant S

Filed by a Party other than the Registrant £

Check the appropriate box:

S Preliminary Proxy Statement

£ **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

£ Definitive Proxy Statement

£ Definitive Additional Materials

£ Soliciting Material Pursuant to §240.14a-12

INTERNATIONAL GAME TECHNOLOGY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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(1) Title of each class of securities to which transaction applies:

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(3) Filing Party:

(4) Date Filed:

2013 PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

The Annual Meeting of Stockholders of International Game Technology
will be held at

on , at P.S.T.

PROXY VOTING OPTIONS

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the annual meeting, please vote as soon as possible. You may vote over the Internet, as well as by telephone or by mailing a WHITE proxy card. Voting via the Internet, by phone or by submitting the attached WHITE proxy card will ensure your representation at the annual meeting if you do not attend in person. Please review the instructions in the attached WHITE proxy card regarding each of these voting options.

In addition to returning the enclosed WHITE proxy by mail, for your convenience telephone and internet voting are available. Simply follow the instructions on the enclosed WHITE proxy card.

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on**

, 2013

Dear Stockholder:

International Game Technology hereby invites you, as a stockholder, to attend our annual meeting of stockholders either in person or by proxy. The meeting will be held in , on , 2013, at P.S.T., for the purpose of considering and acting upon the following matters:

1. Electing the eight directors named in this proxy statement for the ensuing year;
2. Amending the International Game Technology 2002 Stock Incentive Plan;
3. An advisory vote to approve International Game Technology's executive compensation;
4. Ratifying the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2013; and
5. Transacting any other business that may properly come before the meeting.

Ader Long/Short Fund LP, an affiliate of Ader Investment Management LP (collectively, the Ader Group), has stated its intention to propose three director nominees for election at the annual meeting. **THE BOARD URGES YOU TO VOTE ONLY FOR THE BOARD'S PROPOSED NOMINEES BY USING THE ENCLOSED WHITE PROXY CARD AND NOT TO SIGN OR RETURN OR VOTE ANY PROXY CARD SENT TO YOU BY THE ADER GROUP.** If you have already voted using a proxy card sent to you by the Ader Group, you can revoke it by subsequently executing and delivering the **WHITE** proxy card or by voting in person at the annual meeting, by telephone or by Internet. Only your last-dated proxy will count, and any proxy may be revoked at any time prior to its exercise at the annual meeting as described in this proxy statement.

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Any action on the items described above may be considered at the annual meeting at the time and on the date specified above or at any time and date to which the annual meeting is properly adjourned or postponed.

Only stockholders of record as of the close of business on , 2013 are entitled to receive notice of and to vote at the annual meeting or any adjournment or postponement of the meeting. Stockholders present at the annual meeting or who have submitted a valid proxy over the Internet, by telephone or by mail will be deemed to be present in person to vote at the annual meeting.

If you hold your shares in street name, brokers will not have discretion to vote your shares on any of the proposals identified above. Accordingly, if your shares are held in street name and you do not submit voting instructions to your broker, your shares will not be counted in determining the outcome of the election of the director nominees, the proposed amendment of the stock incentive plan, the proposal regarding the advisory vote to approve our executive compensation or the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm. We encourage you to provide voting instructions to your brokers if you hold your shares in street name so that your voice is heard on these matters.

The board of directors recommends that you vote **FOR ALL OF THE BOARD S NOMINEES** on Proposal 1 and **FOR** Proposals 2, 3 and 4 identified above **on the WHITE proxy card.**

By Order of the Board of Directors,

Paul C. Gracey, Jr.

Secretary

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PRELIMINARY PROXY STATEMENT DATED , 2013

SUBJECT TO COMPLETION

INTERNATIONAL GAME TECHNOLOGY
6355 South Buffalo Drive, Las Vegas, Nevada 89113
(702) 669-7777

PROXY STATEMENT

The board of directors of International Game Technology (IGT or the Company) is soliciting your proxy for the 2013 annual meeting of stockholders to be held at P.S.T. on , 2013 in the , and at any and all adjournments or postponements of the annual meeting, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. These proxy materials are first being made available to our stockholders on or about .

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON , 2013

Stockholders may view this proxy statement and our 2012 Annual Report to Stockholders over the Internet by accessing the Investor Relations page on our website at <http://www.IGT.com/InvestorRelations>. Information on our website, including information in other documents referred to in this proxy statement, does not constitute part of this proxy statement.

If you have questions or need assistance voting your shares please contact:

105 Madison Avenue
New York, New York 10016
proxy@mackenziepartners.com
Call Collect: (212) 929-5500
or
Toll-Free (800) 322-2885

The board of directors urges you **NOT** to sign any proxy card sent to you by Ader Long/Short Fund, an affiliate of Ader Investment Management LP (collectively, the Ader Group), which has notified the Company it intends to put forth its own slate of director nominees at the annual meeting. If you have already signed any Ader Group proxy card, you have every legal right to change your vote by using the enclosed **WHITE** proxy card to vote today by telephone, by Internet, or by signing, dating and returning the **WHITE** proxy card in the postage-paid envelope provided.

Our fiscal year is reported on a 52/53-week period that ends on the Saturday nearest to September 30. For simplicity, this proxy statement presents all fiscal years using the calendar month end as outlined in the table below.

| Fiscal Year | End | | Weeks |
|-------------|--------------------|--------------------|-------|
| | Actual | Presented as | |
| 2013 | September 28, 2013 | September 30, 2013 | 52 |
| 2012 | September 29, 2012 | September 30, 2012 | 52 |
| 2011 | October 1, 2011 | September 30, 2011 | 52 |
| 2010 | October 2, 2010 | September 30, 2010 | 52 |
| 2009 | October 3, 2009 | September 30, 2009 | 53 |

QUESTIONS AND ANSWERS ABOUT THE MEETING

Q: Why did you send me these proxy materials?

A: We sent you this proxy statement and the enclosed **WHITE** proxy card because you owned shares of IGT common stock as of the close of business on , 2013, our record date, and the board of directors is soliciting your proxy to vote at our annual meeting. This proxy statement describes in detail issues on which we would like you to vote. It also gives you information on these issues so that you can make an informed decision.

Q: What am I being asked to vote on?

- (1) The election of the eight directors named in this proxy statement to serve on our board of directors;
- (2) An amendment of the IGT 2002 Stock Incentive Plan;
- (3) An advisory vote to approve IGT's executive compensation; and
- (4) The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending September 30, 2013.

Q: How does the board recommend I vote on these proposals?

A: Our board of directors recommends that you vote your shares **FOR** each of the nominees for director named in this proxy statement, **FOR** the approval of an amendment to our 2002 Stock Incentive Plan, **FOR** the proposal relating to the advisory vote to approve the Company's executive compensation, and **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

Q: Has the Company been notified that a stockholder intends to propose alternative director nominees at the annual meeting?

A: Yes. The Company received a notice dated December 20, 2012 from the Ader Group stating its intention to propose three alternative director nominees for election at the annual meeting. The Ader Group nominees have **NOT** been endorsed by the board of directors. We urge stockholders **NOT** to use any proxy card that you may receive from the Ader Group. The Board urges you to **use the WHITE proxy card** and vote **FOR ALL** of our nominees for director.

OUR BOARD OF DIRECTORS URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD SENT TO YOU BY THE ADER GROUP.

We are not responsible for the accuracy of any information provided by or relating to the Ader Group contained in any proxy solicitation materials filed or disseminated by, or on behalf of, the Ader Group or any other statements that the Ader Group may otherwise make.

Q: Who is entitled to vote at the annual meeting?

A: The record date for the annual meeting is , 2013. Stockholders of record as of the close of business on that date are entitled to vote at the annual meeting. Both stockholders of record and street name holders are entitled to vote or direct the voting of their IGT common stock. You are a stockholder of record if you hold IGT common stock that is registered in your name at our transfer agent, Wells Fargo Shareowner Services. You are a street name holder if you hold IGT common stock indirectly through a nominee, such as a broker, bank or similar organization.

Q: If I am a stockholder of record, how do I vote?

A: *You may vote via the Internet.* You can vote by proxy over the Internet by following the instructions provided on the **WHITE** proxy card.

You may vote by telephone. You can submit your vote by proxy over the telephone by following the instructions provided on the **WHITE** proxy card.

You may vote by mail. You can submit your vote by completing and returning the **WHITE** proxy card in the prepaid and addressed envelope.

You may vote in person at the meeting. All stockholders of record may vote in person at the annual meeting. Written ballots will be passed out to anyone who wants to vote at the meeting.

Q: If my shares are held by a broker, bank or other nominee, how do I vote?

A: If your shares are held in street name by a broker, bank or other nominee, please refer to the instructions they provide regarding how to vote. In addition, if you are a street name holder and you wish to vote in person at the annual meeting, you must obtain a legal proxy from your broker, bank or other nominee in order to vote at the meeting.

Q: Can I revoke my proxy later?

A: Yes. You have the right to revoke your proxy at any time before the annual meeting. If you are a stockholder of record, you may do so by:

- (1) voting electronically via the Internet or by telephone on a subsequent date prior to 11:59 p.m. Eastern Time on the day before the annual meeting,
- (2) delivering a signed revocation or a subsequently dated, signed **WHITE** proxy card to the Secretary of IGT before the annual meeting, or
- (3) attending the annual meeting and voting in person at the meeting (your mere presence at the annual meeting will not, by itself, revoke your proxy).

For shares you hold in street name, you may change your vote by submitting new voting instructions to your broker, bank or other nominee or, if you have obtained a legal proxy from your broker, bank or other nominee giving you the right to vote your shares at the annual meeting, by attending the meeting and voting in person.

If you have previously signed any proxy card sent to you by the Ader Group, you may change your vote by signing, dating and returning the enclosed **WHITE** proxy card in the accompanying postage-paid envelope or by voting by telephone or via the Internet by following the instructions on your **WHITE** proxy card. Please note that submitting the Ader Group proxy card even if you vote in protest against the Ader Group nominees will revoke any votes you previously made via the Company's **WHITE** proxy card.

Q: How many shares can vote?

A: As of the close of business on the record date of , 2013, approximately shares of common stock were issued and outstanding. We have no other class of voting securities outstanding. Each share of common stock entitles its holder to one vote.

Q: How is a quorum determined?

A: Our Bylaws provide that a majority of the stockholders entitled to vote, represented in person or by proxy, constitutes a quorum at a meeting of the stockholders. Abstentions will be counted as present for quorum purposes.

Q: What is the required vote to approve each proposal?

A: Once a quorum has been established, directors are elected by a plurality of the votes cast at the election. This means that the individuals who receive the highest number of votes are selected as directors up to the maximum number of directors to be elected at the meeting. The only way to support all of your board's nominees is to vote **FOR** the board's nominees **on the WHITE proxy card**. It will NOT help elect all of the board's nominees if you sign and return proxies sent by the Ader Group, even if you vote **AGAINST** or **WITHHOLD** on their directors using the Ader Group proxy card. In fact, doing so will cancel any previous vote you may have cast in favor of all of the board's nominees on the Company's **WHITE** proxy card.

Our Corporate Governance Guidelines set forth our procedures if a director nominee is elected according to the above standard, but receives a majority of withheld votes. In an uncontested election, any nominee for director who receives a greater number of votes withheld from his or her election than votes for such election is required to tender his or her resignation following certification of the stockholder vote. The Nominating and Corporate Governance Committee is required to make recommendations to our board of directors with respect to any such resignation. The board of directors is required to take action with respect to this recommendation and to disclose its decision-making process. Full details of the policy are set out in our Corporate Governance Guidelines, which are publicly available on our website at <http://www.IGT.com/InvestorRelations> and are available in print, free of charge, to any stockholder who requests it. The resignation procedures set forth in our Corporate Governance Guidelines referenced above are not applicable in a contested election, which is anticipated for this year's annual meeting. In a contested election the individuals who receive the highest number of votes will be elected to the Company's board of directors, as described above.

The proposed amendment of the IGT 2002 Stock Incentive Plan will be approved if the number of votes cast in favor of the proposal exceeds the number of votes cast in opposition to the proposal and the total votes cast on the proposal represent over 50% of all shares entitled to vote on the proposal.

The proposal regarding the advisory vote to approve IGT's executive compensation will be approved if the number of votes cast in favor of the proposal exceeds the number of votes cast in opposition to the proposal. Because your vote is advisory, it will not be binding on the board of directors or the Company. However, the board of directors will review the voting results and take them into consideration when making future decisions regarding IGT's executive compensation.

The appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm will be ratified if the number of votes cast in favor of the proposal exceeds the number of votes cast in opposition to the proposal.

Q: What happens if I abstain?

A: We will count proxies marked abstain as shares present for the purpose of determining the presence of a quorum, but for purposes of determining the outcome of a proposal, the shares represented by these proxies will not be treated as affirmative or opposing votes.

Q: How will my shares be voted if I do not give specific voting instructions?

A: If you are a stockholder of record and you:

Indicate when voting on the Internet or by telephone that you wish to vote as recommended by our board of directors; or

Sign and send in your **WHITE** proxy card and do not indicate how you want to vote.

Then the proxyholders, Patti S. Hart and Paul C. Gracey, Jr. will vote your shares in the manner recommended by our board of directors as follows: FOR each of the director nominees named in this proxy statement, FOR the proposed amendment of the IGT 2002 Stock Incentive Plan, FOR the proposal relating to the advisory vote to approve the Company's executive compensation, and FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

Under applicable New York Stock Exchange (NYSE) rules, If you are a street name holder and do not submit specific voting instructions to your broker, the broker does not have discretion to vote on any proposal that is subject to a counter solicitation. **Accordingly, if your shares are held in street name and you do not submit voting instructions to your broker, your shares will not be counted in determining the outcome of any of the proposals described in this proxy statement. We strongly encourage you to vote your proxy or provide voting instructions to your broker so that your vote will be counted.**

Q: What do I do if I receive more than one proxy card?

A: Many of our stockholders hold their shares in more than one account and may receive separate proxy cards or voting instruction forms for each of those accounts. To ensure that all of your shares are represented at the annual meeting, we recommend that you **vote every WHITE proxy card you receive**. Additionally, if the Ader Group proceeds with its alternative nominations, you may receive proxy solicitation materials from the Ader Group, including an opposition proxy statement and a proxy card. Your board of directors unanimously recommends that you disregard and do not return any proxy card you receive from the Ader Group.

If you have already voted using the Ader Group's proxy card, you have every right to change your vote and revoke your prior proxy by signing and dating the enclosed WHITE proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions provided on the enclosed WHITE proxy card. Only the latest dated proxy you submit will be counted. If you withhold your vote on any Ader Group nominee using the Ader Group's proxy card, your vote will not be counted as a vote for the board's nominees and will result in the revocation of any previous vote you may have cast on our **WHITE** proxy card. **IF YOU WISH TO VOTE PURSUANT TO THE RECOMMENDATION OF THE BOARD, YOU SHOULD DISREGARD ANY PROXY CARD THAT YOU RECEIVE OTHER THAN THE WHITE PROXY CARD.**

Q: How will voting on any other business be conducted?

A: Although we do not know of any business to be considered at the annual meeting other than the proposals described in this proxy statement, if any other business properly comes before the annual meeting, your proxy or voting instruction gives authority to the proxyholders, Patti S. Hart and Paul C. Gracey, Jr., to vote on those matters in their discretion.

Q: What if a quorum is not present at the meeting?

A: If a quorum is not present at the scheduled time of the annual meeting, we may adjourn the meeting, either with or without the vote of the stockholders. If we propose to have the stockholders vote whether to adjourn the meeting, the proxyholders will vote all shares for which they have authority in favor of the adjournment. We may also adjourn the meeting if for any reason we believe that additional time should be allowed for the solicitation of proxies. An adjournment will have no effect on the business that may be conducted at the annual meeting.

Q: How much stock do IGT's directors and executive officers own?

A: As of , 2013, our current directors and executive officers collectively beneficially owned shares of our common stock, constituting approximately % of the outstanding shares. It is expected that these persons will vote the shares held by them for each of the director nominees named in this proxy statement, in favor of the proposed amendment of the IGT 2002 Stock Incentive Plan, for the proposal relating to the advisory vote to approve the Company's executive compensation, and in favor of the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

Q: Who will bear the costs of this solicitation?

A: We will pay the cost of this solicitation of proxies by mail. We have hired MacKenzie Partners, Inc. (MacKenzie) to assist us in soliciting proxies for a fee of \$ plus reasonable expenses. MacKenzie expects that approximately of its employees will assist in soliciting proxies. In addition to MacKenzie, our directors, officers and employees may also solicit proxies by mail, telephone, facsimile, personal contact or through online methods. We will reimburse their expenses for doing this. We will also reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to beneficial owners of our common stock. Other proxy solicitation expenses that we will pay include those for preparing, mailing, returning and tabulating the proxies. Our aggregate expenses, including those of MacKenzie, related to our solicitation of proxies in excess of those normally spent for an annual meeting as a result of the potential proxy contest and excluding salaries and wages of our regular employees, are expected to be approximately \$, of which approximately \$ has been spent to date. Appendix A sets forth information relating to our director nominees as well as certain of our directors, officers and employees who are considered participants in our solicitation under the rules of the Securities and Exchange Commission (the SEC) by reason of their position as directors or director nominees of the Company or because they may be soliciting proxies on our behalf.

PROPOSAL 1 ELECTION OF DIRECTORS

The current term of office of all of our directors expires at the 2013 annual meeting. The board of directors proposes re-election of the following nominees, all of whom are currently serving as directors, for a new term of one year and until their successors are duly elected and qualified. The persons named as proxyholders intend, if authorized, to vote the proxies **FOR** the election as directors of each of the eight nominees named below. If any nominee declines or is unable to serve as a director, which we do not anticipate, the proxyholders reserve full discretion to vote for any other person who may be nominated or for the balance of the nominees, leaving a vacancy, unless our board of directors chooses to reduce the number of directors serving on the board of directors. Each of the director nominees listed below has consented to be named in this proxy statement and to serve if elected.

Nominees for Election of Directors

The following table sets forth the name, age and position with the Company, and year appointed to the board, of the director nominees. Following the table are descriptions of the business experience of each nominee for at least the past five years.

| Name | Age | Position with the Company | Director Since |
|--------------------|------------|---|-----------------------|
| Paget L. Alves | 58 | Director | 2010 |
| Janice Chaffin | 58 | Director | 2010 |
| Greg Creed | 55 | Director | 2010 |
| Patti S. Hart | 56 | Director (Chief Executive Officer) | 2006 |
| Robert J. Miller | 67 | Director | 2000 |
| David E. Roberson | 58 | Director | 2008 |
| Vincent L. Sadusky | 47 | Director | 2010 |
| Philip G. Satre | 63 | Director (Chairman of the board of directors) | 2009 |

Paget L. Alves has served on our board of directors since January 2010 and is the Chair of the Capital Deployment Committee and a member of the Compensation Committee. Mr. Alves has served as Chief Sales Officer of Sprint Nextel Corporation, a wireless and wireline communications services provider (Sprint Nextel), since January 2012 after serving as President of the Business Markets Group since 2009. From 2003 to 2009, Mr. Alves held various positions at Sprint Nextel, including President, Sales and Distribution from 2008 to 2009; President, South Region, from 2006 to 2008; Senior Vice President, Enterprise Markets, from 2005 to 2006; and President, Strategic Markets from 2003 to 2005. Between 2000 and 2003, Mr. Alves served as President and Chief Executive Officer of PointOne Telecommunications Inc., and President and Chief Operating Officer of Centennial Communications. Mr. Alves previously served on the board of directors of GTECH Holdings Corporation, a gaming technology and services company, (2005 2006) and Herman Miller, Inc. (2008 2010). Mr. Alves earned a Bachelor of Science degree in Industrial and Labor Relations and a Juris Doctor from Cornell University. Our board of directors believes that Mr. Alves' extensive management experience in technology companies and corporate governance experience through service on other boards, including the board of another gaming company, is very valuable to the board of directors.

Janice D. Chaffin has served on our board of directors since September 2010 and is a member of the Audit Committee. Ms. Chaffin has been Group President, Consumer Business Unit for Symantec Corporation, a provider of security, storage and systems management solutions (Symantec), since 2007. Prior to her current position, she served as Symantec's Executive Vice President and Chief Marketing Officer from 2006 to 2007, and its Senior Vice President and Chief Marketing Officer from 2003 to 2006. Prior to that, Ms. Chaffin spent over twenty years at Hewlett-Packard Company, a global technology company, in significant management and marketing leadership positions. Ms. Chaffin

currently serves on the board of visitors at the UCLA Anderson School of Management, the board of trustees of the Montalvo Arts Center, and is a member of the

advisory council of Illuminate Ventures. Ms. Chaffin previously served on the board of directors Informatica Corporation (2001-2008), the duration of which she served on either the audit committee or the compensation committee. Ms. Chaffin graduated summa cum laude from the University of California, San Diego, where she earned a Bachelor of Arts in Political Science, and graduated as an Edward W. Carter Fellow from the University of California, Los Angeles, where she earned a Master of Business Administration. Our board of directors believes that Ms. Chaffin's experience as an accomplished business leader and her global experience will be valuable to the board of directors in assisting with strategy setting of the Company.

Greg Creed has served on our board of directors since September 2010 and is the Chair of the Compensation Committee and a member of Nominating and Corporate Governance Committee. Mr. Creed has served as the Chief Executive Officer of Taco Bell Corporation (Taco Bell), a subsidiary of Yum! Brands, Inc., an operator of quick service restaurants, since February 2011, after serving as President and Chief Concept Officer from 2006 to 2011. Prior to that, he held various management positions within the organization, including Chief Operating Officer, Yum! Brands, Inc., from 2005 to 2006; Chief Marketing Officer, Taco Bell, from 2001 to 2005; and Chief Marketing Officer, YUM Restaurants International, from 1994 to 2001. Mr. Creed currently serves on the board of directors of Taco Bell Foundation and Fight 2 Win Foundation and on the board of visitors at UCLA Anderson School of Management. Mr. Creed earned a Bachelor of Business (Management) with an emphasis in Marketing from the Queensland University of Technology. Our board of directors believes that Mr. Creed's expertise in branding and marketing will be valuable to the board of directors as the Company moves to a market-led model.

Patti S. Hart has served as Chief Executive Officer of the Company since April 2009 and has served on the Company's board of directors since June 2006. Ms. Hart also served as President of the Company from April 2009 until July 2011. Prior to joining the Company, Ms. Hart served as the Chairman and Chief Executive Officer of each of Pinnacle Systems Inc. from 2004 to 2005, Excite@Home Inc. from 2001 to 2002, and Telocity Inc. from 1999 to 2001. Ms. Hart also held various positions at Sprint Corporation (now Sprint Nextel), including President and Chief Operating Officer, Long Distance Division, where she gained extensive leadership and management experience. Ms. Hart also has valuable corporate governance experience having served on numerous public company boards, including Yahoo! Inc. (2010-2012), LIN TV Corp. (2006-2009), Spansion Inc. (2005-2008), and Korn/Ferry International Inc. (2000-2009). She currently serves on the board of the American Gaming Association which enables her to offer valuable insights into gaming industry trends and issues. Ms. Hart earned a Bachelor of Science degree in Business Administration with an emphasis in Marketing and Economics from Illinois State University. Our board of directors believes that Ms. Hart's significant experience as a chief executive officer at other technology companies, coupled with her global expertise from service on other public company boards, are invaluable to the board of directors in setting direction and strategy for the Company.

Robert J. Miller has served on our board of directors since January 2000 and is the Chair of the Compliance Committee and a member of the Nominating and Corporate Governance Committee. Since June 2010, Mr. Miller has served as a principal of Robert J. Miller Consulting, a consulting firm that provides assistance in establishing relationships with and building partnerships between private and government entities on the local, state, national and international level. Mr. Miller has also served as a Senior Advisor of Dutko Worldwide, a multi-disciplinary government affairs and strategy management firm, since June 2010, and he was a principal from July 2005 to June 2010. Mr. Miller was a partner at the Jones Vargas law firm from 1999 to 2005. From January 1989 until January 1999, Mr. Miller served as Governor of the State of Nevada, and, from 1987 to 1989, he served as Lieutenant Governor of the State of Nevada. Mr. Miller has served on the board of directors of Wynn Resorts, Limited, a developer, owner and operator of destination casino resorts, since 2002. In addition, Mr. Miller serves on the advisory board of the National Center for Missing and Exploited Children. Mr. Miller previously served on the board of directors of Newmont Mining Corporation (1999-2010) and Zenith National Insurance Corporation (1999-2010). Mr. Miller earned a Political Science degree from Santa Clara University and a Juris Doctor from Loyola Law School, Los Angeles. Our board of directors believes that Mr. Miller, who has significant experience in the

gaming industry, including more than 10 years of service on the board of directors, and significant experience in governmental affairs, having served multiple terms as the Governor of Nevada, brings a unique and valuable perspective to the board of directors.

David E. Roberson has served on our board of directors since December 2008 and is a member of the Audit Committee and the Compensation Committee. Mr. Roberson has been a private investor since 2011. From 2007 to 2011, Mr. Roberson served as Senior Vice President in the Enterprise Server Storage & Networking Division of Hewlett-Packard Company, a global technology company. Between 1981 and 2007, Mr. Roberson held various management positions with Hitachi Data Systems Corporation, including President and Chief Executive Officer from 2006 to 2007, President and Chief Operating Officer from 2002 to 2006 and Chief Operating Officer from 2000 to 2002. Mr. Roberson has valuable corporate governance experience, currently serving on the board of directors of Quantum Corp., TransLattice Inc. and RagingWire Enterprise Solutions Inc. Mr. Roberson previously served on the board of directors of Spansion Inc. (2005-2008). Mr. Roberson earned a Bachelor of Arts degree in Social Ecology from the University of California at Irvine and a Juris Doctor from Golden Gate University. Our board of directors believes that Mr. Roberson, who is an audit committee financial expert, brings an understanding of the operational and financial aspects of IGT's business to the board of directors as well as considerable corporate governance experience through service on other public company boards.

Vincent L. Sadusky has served on our board of directors since July 2010 and is the Chair of the Audit Committee and a member of the Capital Deployment Committee. Mr. Sadusky has served as President and Chief Executive Officer of LIN TV Corp., a local television and digital media company, since 2006 and was Chief Financial Officer from 2004 to 2006. Prior to joining LIN TV Corp., Mr. Sadusky held several management positions, including Chief Financial Officer and Treasurer, at Telemundo Communications, Inc. from 1994 to 2004, and from 1987 to 1994, he performed attestation and consulting services with Ernst & Young, LLP. Mr. Sadusky currently serves on the boards of directors of LIN TV Corp., Open Mobile Video Coalition, to which he was elected President in 2011, and NBC Affiliates, to which he was elected Treasurer in 2012. Mr. Sadusky formerly served on the board of directors of JVB Financial Group, LLC (2001-2011) and Maximum Service Television, Inc. (2006-2011). Mr. Sadusky earned a Bachelor of Science degree in Accounting from Pennsylvania State University where he was a University Scholar and earned a Master of Business Administration from the New York Institute of Technology. Our board of directors believes that Mr. Sadusky brings significant knowledge and experience in the media industry to the board of directors and his tenure as a chief executive officer of a public company makes him a valuable advisor to the IGT management team.

Philip G. Satre has served on our board of directors since January 2009, and has served as independent Chairman since December 2009. Mr. Satre is the Chair of the Nominating and Corporate Governance Committee and a member of the Capital Deployment Committee and the Compliance Committee. Mr. Satre has been a private investor since 2005. Mr. Satre has extensive gaming industry experience having served on the board of directors of Harrah's Entertainment, Inc. (now Caesars Entertainment Corporation), a provider of branded casino entertainment (Harrah's), from 1988 to 2005 and as Chairman from 1997 to 2005. Between 1980 and 2002, Mr. Satre held various executive management positions at Harrah's, including Chief Executive Officer, President and Chief Executive Officer of Harrah's gaming division and Vice President, General Counsel and Secretary. Mr. Satre currently serves on the board of directors of NV Energy, Inc. (Chairman), Nordstrom, Inc., National Center for Responsible Gaming and National World War II Museum. Mr. Satre previously served on the board of directors of Rite Aid Corporation (2005-2011) and the Stanford University Board of Trustees (2005-2010). Mr. Satre holds a Bachelor of Arts degree in Psychology from Stanford University and a Juris Doctor from the University of California at Davis. Our board of directors believes that Mr. Satre's experience as a business leader with significant experience in the gaming industry, including as Chairman and Chief Executive Officer at Harrah's Entertainment, Inc., and his corporate governance expertise from service on other public company boards, make him uniquely qualified to serve as the independent Chairman of the board of directors.

Board of Directors and Committees of the Board