

INTERNATIONAL GAME TECHNOLOGY
Form 10-Q/A
February 17, 2009

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 December 31, 2008

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

Nevada
(State of Incorporation)

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

9295 Prototype Drive
Reno, Nevada 89521
(Address of principal executive offices)

(775) 448-7777
(Registrant's telephone number, including area code)

www.IGT.com
(Registrant's website)

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 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" and in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ 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 ☒

At February 9, 2009, there were 295.4 million shares of our \$.00015625 par value common stock outstanding.

Explanatory Note

This Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended December 31, 2008, which was filed with the Securities and Exchange Commission on February 12, 2008 (the Original Filing), is being filed solely to file a corrected version of Exhibit 10.1 (Summary of Named Executive Officer and Director Compensation Arrangements at December 31, 2008) to the Original Filing. No other part of the Original Filing is being amended hereby, and this amendment does not reflect events that have occurred after the filing of the Original Filing.

Item 6. Exhibits

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|-------------|--|
| 10.1* | Summary of Named Executive Officer and Director Compensation Arrangements at December 31, 2008 |
| 10.2*+ | Amendment to IGT Deferred Compensation Plan (Applicable to Post-2004 Deferrals) dated December 15, 2008 |
| 10.3*+ | Severance and General Release Agreement with Stephen W. Morro dated January 8, 2009 |
| 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 Principal 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 |
| <u>31.3</u> | 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 |
| <u>31.4</u> | Certification of Principal 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 Principal 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 |
| <u>32.3</u> | 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 |
| <u>32.4</u> | Certification of Principal 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 |

* Management contract or compensatory plan or arrangement

+ Previously filed

Signature

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

Date: February 13,
2009

INTERNATIONAL GAME TECHNOLOGY

By:	/s/ PATRICK CAVANAUGH Patrick Cavanaugh Executive Vice President and Chief Financial Officer (Principal Financial Officer)
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