

INTERNATIONAL GAME TECHNOLOGY
Form DEFA14A
February 11, 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.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

1 Key Governance Practices Board of Directors Summary of Compensation Policy • IGT has some of the most shareholder friendly corporate governance practices in the industry, including: – The entire Board is elected annually – Chairman and CEO roles are separated – Shareholders may act by written consent – No shareholder rights plan – Board is not authorized to issue blank - check preferred stock – Chairman is an independent director – 87.5% of directors are independent – Shareholders may call special meetings – Diverse in terms of both race and gender – Plurality vote standard for director elections with a director resignation policy – IGT’s directors do not have any interlocking relationships

IGT's Board of Directors Tenure
 Paget L. Alves* 3 Years
 Chairman of Capital Deployment Committee and Member of Compensation Committee
 Janice D. Chaffin* 2 Years
 Member of Audit Committee
 Greg Creed* 2 Years
 Chairman of Compensation Committee and Member of Nominating & Corporate Governance Committee
 Patti S. Hart 6 Years
 Chief Executive Officer
 Robert J. Miller* 13 Years
 Chairman of Compliance Committee and Member of Nominating & Corporate Governance Committee
 David E. Roberson* 4 Years
 Member of Audit Committee and Member of Compensation Committee
 Vincent L. Sadusky* 2 Years
 Chairman of Audit Committee and Member of Capital Deployment Committee
 Philip G. Satre* 4 Years
 Chairman, Chairman of Nominating & Corporate Governance Committee, Member of Capital Deployment Committee and Compliance Committee

% Independent 87.5%
 Median Tenure 3.5 Years
 % With Relevant Industry Experience 50.0%
 * Represents Independent Directors

1 The FactSet TrueCourse Bullet Proof Rating is a weighted average index comprised of significant components that impact takeover defenses; the rating scale is from 0 to 10 with a 10 representing the most formidable defenses and 0 representing the most shareholder - friendly provisions
 Sources: Factset , ISS, Casino Journal
 Shareholder Friendly Ranking vs Peers
 Company Ranking
 Bally Technology 1
 International Gaming Technology 2
 MGM Resorts 3
 SHFL entertainment 4
 Churchill Downs 5
 Multimedia Games 6
 Scientific Games Corporation 7
 Boyd Gaming 8
 TransAct Technologies 9
 Daktronics 10
 0.5 0.8 1.3 1.5 4.0 0.0 1.0 2.0 3.0 4.0 5.0
 IGT WMS SHFL MGAM BYI Mean
 Bullet Proof Rating 1

• In both 2011 and 2012, after consulting with numerous stakeholders, IGT's Compensation Committee made sweeping changes to align the company's compensation philosophy and, in particular, executive compensation with industry best practices – Amended CEO stock ownership guidelines to increase requirement to 6x base salary (currently \$1,000,000) • Previously 3x base salary (which at the time was \$800,000) • Patti Hart, CEO, holds shares equivalent to 7.5x as of January 24, 2013 her base salary even before including vested and unexercised stock options – Increased performance element of RSUs to 60% (from 20%) and decreased time - based RSUs to 40% (from 80%) – New 3 - year measurement period and metrics (EPS and relative total shareholder return) for performance - based RSUs granted in fiscal 2013 – Adopted a clawback policy for all employees at Vice President and above – Modified pay positioning so that base pay, annual compensation, and long - term incentive awards are targeted at the median of our peer companies – Revised the peer group used by the Compensation Committee to position IGT near the median of revenue and market capitalization – Implemented double - trigger change in control provisions applicable to performance - based RSUs granted in fiscal 2013
 FactSet Governance Ranking
 Casino Journal Board Performance Ranking
 Shading indicates director added to board within past four years

2 Important Additional Information International Game Technology (“IGT”), its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from IGT stockholders in connection with the matters to be considered at IGT’s 2013 annual meeting of stockholders. IGT has filed its definitive proxy statement (as it may be amended, the “Proxy Statement”) with the U.S. Securities and Exchange Commission (the “SEC”) in connection with any such solicitation of proxies from IGT stockholders. IGT STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT AND ACCOMPANYING PROXY CARD AS THEY CONTAIN IMPORTANT INFORMATION. Information regarding the ownership of IGT’s directors and executive officers in IGT stock, restricted stock units and stock options is included in their SEC filings on Forms 3, 4 and 5, which can be found at IGT’s website (www.igt.com) in the section “Investor Relations.” More detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the Proxy Statement and other materials to be filed with the SEC in connection with IGT’s 2013 annual meeting of stockholders. Stockholders can obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by IGT with the SEC for no charge at the SEC’s website at www.sec.gov. Copies are also available at no charge at IGT’s website at www.igt.com or by writing to IGT at 6355 South Buffalo Drive, Las Vegas, Nevada 89113, Attn: Corporate Secretary.
