

INTERNATIONAL GAME TECHNOLOGY
Form 8-K
March 09, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 5, 2012

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
(I.R.S. Employer
Identification No.)

6355 South Buffalo Drive, Las Vegas, Nevada 89113
(Address of Principal Executive Offices) (Zip Code)

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

N/A
(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 240.425)
- 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))

- o 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

The following is a brief description of each matter voted upon at the 2012 Annual Meeting of Stockholders (the “2012 Annual Meeting”) of International Game Technology (the “Company”) held on March 5, 2012, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter.

Proposal 1. Election of Directors

The eight individuals listed below were elected at the 2012 Annual Meeting to serve a one-year term on the Company’s Board of Directors (the “Board”).

| Name of Director | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|-------------|----------------|------------------|
| Paget L. Alves | 214,720,260 | 16,090,934 | 34,352,454 |
| Janice Chaffin | 217,827,085 | 12,984,109 | 34,352,454 |
| Greg Creed | 217,043,922 | 13,767,272 | 34,352,454 |
| Patti S. Hart | 224,852,471 | 5,958,723 | 34,352,454 |
| Robert J. Miller | 215,096,601 | 15,714,593 | 34,352,454 |
| David E. Roberson | 226,979,820 | 3,831,374 | 34,352,454 |
| Vincent L. Sadusky | 227,246,750 | 3,564,444 | 34,352,454 |
| Philip G. Satre | 227,383,742 | 3,427,452 | 34,352,454 |

Proposal 2. To approve on an advisory (non-binding) basis, the compensation of the Company’s named executive officers as described in the Company’s proxy statement for the 2012 Annual Meeting

Proposal 2 was a management proposal to hold an advisory vote on the compensation of the Company’s named executive officers. This proposal was not approved.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 101,810,464 | 127,594,292 | 1,406,438 | 34,352,454 |

Proposal 3. Ratification of appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2012

Proposal 3 was a management proposal to ratify the appointment of PwC as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2012. This proposal was approved.

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 260,338,004 | 4,599,479 | 226,165 |

SIGNATURE

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 9, 2012

By: /s/ Robert C. Melendres
Robert C. Melendres
Chief Legal Officer and Corporate
Secretary