

INTERNATIONAL GAME TECHNOLOGY  
Form 10-Q  
February 08, 2012

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the Quarterly Period Ended December 31, 2011

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 or other jurisdiction of incorporation or organization)

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

6355 South Buffalo Drive, Las Vegas, Nevada 89113  
(Address of principal executive offices)(Zip Code)

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

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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

Large accelerated filer

Accelerated filer

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Non-accelerated filer  (Do not check if a smaller reporting company) 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

The number of shares outstanding of each of the registrant's classes of common stock, as of February 3, 2012:  
297.5 million shares of common stock at \$.00015625 par value.

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## GLOSSARY OF TERMS AND ABBREVIATIONS (as used in this document)

## Fiscal dates--actual:

December 31, 2011

January 1, 2011

October 1, 2011

## Fiscal dates--as presented:

December 31, 2011

December 31, 2010

September 30, 2011

Abbreviation/term	Definition
Anchor	Anchor Gaming
ASU	Accounting Standards Update
5.5% Bonds	5.5% fixed rate notes due 2020
7.5% Bonds	7.5% fixed rate notes due 2019
bps	basis points
CCSC	Colorado Central Station Casino
CEO	chief executive officer
CFO	chief financial officer
CLS	China LotSynergy Holdings, Ltd.
DCF	discounted cash flow
DDI	Double Down Interactive LLC
EBITDA	earnings before interest, taxes, depreciation, and amortization
Entraction	Entraction Holding AB
EPA	Environmental Protection Agency
EPS	earnings per share
ERISA	Employee Retirement Income Security Act
ERP	enterprise resource planning
Exchange Act	Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
GAAP	generally accepted accounting principles
IGT, we, our, the Company	International Game Technology and its consolidated entities
IFRS	International Financial Reporting Standards
IP	intellectual property
IRS	Internal Revenue Service
IT	Information technology
LatAm	Mexico and South/Central America
LIBOR	London inter-bank offered rate
MDA	management's discussion and analysis of financial condition and results of operations
MLD®	Multi-layer-display
Notes	3.25% convertible notes due 2014
OSHA	Occupational Safety & Health Administration
pp	percentage points
R&D	research and development
SEC	Securities and Exchange Commission
SIP	2002 Stock Incentive Plan
UK	United Kingdom
US	United States
UTBs	unrecognized tax benefits
VIE	variable interest entity
WAP	wide area progressive
*	not meaningful (in tables)



PART I – FINANCIAL INFORMATION

Item 1. Unaudited Consolidated Interim Financial Statements

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## CONSOLIDATED INCOME STATEMENTS

	Quarter Ended December 31,	
	2011	2010
(in millions, except per share amounts)		
<b>Revenues</b>		
Gaming operations	\$264.6	\$252.9
Product sales	180.9	198.3
Total revenues	445.5	451.2
<b>Costs and operating expenses</b>		
Cost of gaming operations	104.2	94.1
Cost of product sales	89.4	87.7
Selling, general and administrative	89.7	82.2
Research and development	46.9	48.9
Depreciation and amortization	15.4	18.1
Total costs and operating expenses	345.6	331.0
Operating income	99.9	120.2
<b>Other income (expense)</b>		
Interest income	12.0	13.4
Interest expense	(30.0)	(35.4)
Other	(2.8)	4.3
Total other income (expense)	(20.8)	(17.7)
Income from continuing operations before tax	79.1	102.5
Income tax provision	28.8	29.7
Income from continuing operations	50.3	72.8
Income (loss) from discontinued operations, net of tax	(1.0)	0.9
Net income	\$49.3	\$73.7
<b>Basic earnings (loss) per share</b>		
Continuing operations	\$0.17	\$0.25
Discontinued operations	-	-
Net income	\$0.17	\$0.25
<b>Diluted earnings (loss) per share</b>		
Continuing operations	\$0.17	\$0.25
Discontinued operations	(0.01)	-
Net income	\$0.16	\$0.25
Cash dividends declared per share	\$0.06	\$0.06
<b>Weighted average shares outstanding</b>		
Basic	297.3	297.6
Diluted	299.0	298.8

See accompanying notes





## CONSOLIDATED BALANCE SHEETS

	December 31, 2011	September 30, 2011
(In millions, except par value)		
<b>Assets</b>		
<b>Current assets</b>		
Cash and equivalents	\$484.7	\$460.0
Restricted cash and investment securities	101.4	89.6
Restricted cash and investment securities of VIEs	1.2	2.4
Jackpot annuity investments	48.2	48.7
Jackpot annuity investments of VIEs	14.1	14.5
Accounts receivable, net	285.9	320.1
Current maturities of contracts and notes receivable, net	173.4	167.1
Inventories	96.1	73.0
Deferred income taxes	68.7	97.1
Other assets and deferred costs	133.9	137.4
<b>Total current assets</b>	<b>1,407.6</b>	<b>1,409.9</b>
Property, plant and equipment, net	553.7	552.1
Jackpot annuity investments	272.6	271.8
Jackpot annuity investments of VIEs	51.4	52.8
Contracts and notes receivable, net	119.3	126.4
Goodwill	1,231.2	1,231.4
Other intangible assets, net	158.8	170.4
Deferred income taxes	101.0	84.6
Other assets and deferred costs	257.9	255.0
<b>Total Assets</b>	<b>\$4,153.5</b>	<b>\$4,154.4</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable	\$100.2	\$103.0
Jackpot liabilities, current portion	147.8	143.0
Accrued employee benefits	9.7	38.9
Accrued income taxes	2.1	3.2
Dividends payable	17.9	17.8
Other accrued liabilities	204.3	228.8
<b>Total current liabilities</b>	<b>482.0</b>	<b>534.7</b>
Long-term debt	1,657.1	1,646.3
Jackpot liabilities	359.9	365.4
Other liabilities	165.9	163.2
<b>Total Liabilities</b>	<b>2,664.9</b>	<b>2,709.6</b>
<b>Commitments and Contingencies</b>		
<b>Shareholders' Equity</b>		
Common stock: \$.00015625 par value; 1,280.0 shares authorized; 342.9 and 341.9 issued; 298.0 and 297.4 outstanding	0.1	0.1
Additional paid-in capital	1,555.7	1,542.5
Treasury stock at cost: 44.9 and 44.4 shares	(861.9)	(855.2)
Retained earnings	795.2	763.8
Accumulated other comprehensive income	(2.9)	(8.8)

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Total IGT Shareholders' Equity	1,486.2	1,442.4
Noncontrolling Interests	2.4	2.4
Total Equity	1,488.6	1,444.8
Total Liabilities and Shareholders' Equity	\$4,153.5	\$4,154.4

See accompanying notes

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## CONSOLIDATED STATEMENTS OF CASH FLOWS

Three Months Ended December 31, (in millions)	2011	2010
<b>Operating</b>		
Net income	\$49.3	\$73.7
<b>Adjustments:</b>		
Depreciation and amortization	54.6	55.1
Discounts and deferred issuance costs	10.0	11.0
Share-based compensation	8.2	11.7
Net loss on disposal and impairment	1.5	-
Excess tax benefits from employee stock plans	(1.8)	(1.7)
Other non-cash items	3.5	(5.5)
<b>Changes in operating assets and liabilities, excluding acquisitions:</b>		
Receivables	30.2	18.6
Inventories	(22.3)	(13.9)
Accounts payable and accrued liabilities	(57.0)	(54.8)
Jackpot liabilities	(5.9)	(22.9)
Income taxes, net of employee stock plans	(7.0)	23.7
Other assets and deferred costs	1.5	7.4
<b>Net operating cash flows</b>	<b>64.8</b>	<b>102.4</b>
<b>Investing</b>		
Capital expenditures	(49.2)	(42.3)
Proceeds from assets sold	17.0	2.2
Jackpot annuity investments, net	6.8	10.3
Changes in restricted cash	(10.7)	5.5
Loans receivable cash advanced	-	(0.5)
Loans receivable payments received	7.4	7.4
Proceeds from unconsolidated affiliates	-	16.5
<b>Net investing cash flows</b>	<b>(28.7)</b>	<b>(0.9)</b>
<b>Financing</b>		
Debt proceeds	-	50.0
Debt repayments	-	(130.0)
Employee stock plan proceeds	6.9	3.8
Excess tax benefits from employee stock plans	1.8	1.7
Share repurchases	(4.4)	-
Dividends paid	(17.8)	(17.9)
<b>Net financing cash flows</b>	<b>(13.5)</b>	<b>(92.4)</b>
Foreign exchange rates effect on cash and equivalents	2.1	1.2
<b>Net change in cash and equivalents</b>	<b>24.7</b>	<b>10.3</b>
<b>Beginning cash and equivalents</b>	<b>460.0</b>	<b>158.4</b>
<b>Ending cash and equivalents</b>	<b>\$484.7</b>	<b>\$168.7</b>

See accompanying notes

## SUPPLEMENTAL CASH FLOWS INFORMATION

“Depreciation and amortization” reflected in the cash flows statements are comprised of amounts presented separately on the income statements, plus “depreciation and amortization” included in cost of gaming operations, cost of product sales and discontinued operations.

Three Months Ended December 31, (in millions)	2011	2010
<b>Jackpot funding</b>		
Change in jackpot liabilities	\$(5.9 )	\$(22.9 )
Jackpot annuity purchases	(5.4 )	(2.4 )
Jackpot annuity proceeds	12.2	12.7
Net change in jackpot annuity investments	6.8	10.3
Net jackpot funding	\$0.9	\$(12.6 )
<b>Capital expenditures</b>		
Property, plant and equipment	\$(9.8 )	\$(1.4 )
Gaming operations equipment	(39.0 )	(40.6 )
Intellectual property	(0.4 )	(0.3 )
Total	\$(49.2 )	\$(42.3 )
<b>Payments</b>		
Interest	\$28.6	\$35.1
Income taxes	31.8	4.3
<b>Non-cash investing and financing items:</b>		
Accrued capital asset additions	\$0.4	\$2.3
Interest accretion for jackpot annuity investments	5.2	5.7

See accompanying notes

## NOTES TO UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

## Basis of Presentation and Consolidation

Our fiscal year is reported on a 52/53-week period ending on the Saturday nearest to September 30. Similarly, our quarters end on the Saturday nearest to the last day of the quarter end month. For simplicity, fiscal periods in this report were presented using the calendar month end as outlined in the table below.

	Period End	
	Actual	Presented as
Current quarter	December 31, 2011	December 31, 2011
Prior year quarter	January 1, 2011	December 31, 2010
Prior year end	October 1, 2011	September 30, 2011

Our consolidated interim financial statements include the accounts of International Game Technology, including all majority-owned or controlled subsidiaries and VIEs for which we are the primary beneficiary. All inter-company accounts and transactions have been eliminated.

Our consolidated interim financial statements for the current quarter ended December 31, 2011 were prepared without audit on a basis consistent with the comparative quarter ended December 31, 2010, and as appropriate, with the audited financial statements for the year ended September 30, 2011. Certain information and footnote disclosures have been condensed or omitted in conformity with SEC and US GAAP requirements.

Our consolidated interim financial statements include all adjustments of a normal recurring nature necessary to fairly state our consolidated results of operations, financial position, and cash flows for all periods presented. Interim period results are not necessarily indicative of full year results. This Quarterly Report on Form 10-Q should be read in conjunction with our Annual Report on Form 10-K for the year ended September 30, 2011.

Unless otherwise indicated in this report:

· references to years relate to our fiscal years ending September 30  
 · dollar amounts in tables are presented in millions, except EPS and par value  
 · current refers to the quarter ended December 31, 2011

· italicized text with an attached superscript trademark or copyright notation indicates trademarks of IGT or its licensors, and additional IGT trademark information is available on our website at [www.IGT.com](http://www.IGT.com)

## Use of Estimates

Our consolidated interim financial statements are prepared in conformity with US GAAP. Accordingly, we are required to make estimates, judgments and assumptions that we believe are reasonable based on our historical experience, contract terms, observance of known trends in our company and the industry as a whole, and information available from other outside sources. Our estimates affect reported amounts for assets, liabilities, revenues, expenses, and related disclosures. Actual results may differ from initial estimates.

Restricted Cash and Investments

We are required by gaming regulation to maintain sufficient reserves in restricted accounts to be used for the purpose of funding payments to WAP jackpot winners. Restricted amounts are based primarily on the jackpot meters displayed to slot players and vary by jurisdiction. Compliance with restricted cash and investments requirements for jackpot funding is reported to the gaming authorities in various jurisdictions.

Additionally, restricted cash and investments included online player deposits of \$12.8 million at December 31, 2011 and \$14.5 million at September 30, 2011. Escrow funds of \$14.6 million designated for the acquisition of noncurrent assets were also included at December 31, 2011.

## Recently Adopted Accounting Standards or Updates

### Fair Value Measurements

At the beginning of 2012, we adopted accounting standards issued in January 2010 that require separate disclosure of purchases, sales, issuances, and settlements of fair value instruments within the Level 3 reconciliation. The adoption of this ASU did not have a material impact on our financial statements.

### Accruals for Casino Jackpot Liabilities

At the beginning of 2012, we adopted accounting standards issued in April 2010, clarifying that jackpot liabilities should not be accrued before they are won if the payout can be avoided. This ASU did not have a material impact on our financial statements.

## Recently Issued Accounting Standards or Updates—Not Yet Adopted

### Qualitative Goodwill Impairment Assessment

In September 2011, the FASB issued an ASU to simplify the annual goodwill impairment test by allowing an entity to first assess qualitative factors, considering the totality of events and circumstances, to determine that there is greater than 50% likelihood that the carrying amount of a reporting unit is less than its fair value. If so, then the two-step impairment test is not required. The ASU will be effective for our 2013 first quarter and we are currently evaluating whether we will adopt early, as permitted. This ASU is not expected to have a material impact on our financial statements.

### Presentation of Other Comprehensive Income

In June 2011, the FASB issued an ASU to require other comprehensive income, including income reclassification adjustments, to be presented with net income in one continuous statement or in a separate statement consecutively following net income. In December 2011, the requirement to disclose the income reclassification adjustments by component was deferred indefinitely. This ASU will be effective for our 2013 first quarter and is not expected to have a material impact on our financial statements.

### Fair Value Measurements

In May 2011, the FASB issued an ASU to amend fair value measurement to achieve convergence between US GAAP and IFRS. Effective for our 2012 second quarter, this ASU changed some fair value measurement principles and disclosure requirements, but is not expected to have a material impact on our financial statements.

### Offsetting Assets and Liabilities

In December 2011, the FASB issued an ASU to require new disclosures associated with offsetting financial instruments and derivative instruments on the balance sheet that will enable users to evaluate the effect on an entity's financial position. This ASU will be effective for our 2014 first quarter, but is not expected to have a material impact on our financial statements.

## 2. VARIABLE INTERESTS AND AFFILIATES

### Variable Interest Entities



New Jersey regulation requires that annuitized WAP jackpot payments to winners be administered through an individual trust set up for each WAP system. These trusts are VIEs and IGT is the primary consolidating beneficiary, because these VIE trusts are designed for the sole purpose of administering jackpot payments for IGT WAP winners and IGT guarantees all liabilities of the trusts. The assets of these consolidated VIEs can only be used to settle trust obligations and have been segregated on our balance sheet.

The consolidation of these VIEs primarily increases jackpot liabilities and related assets, as well as interest income and equivalent offsetting interest expense. Consolidated VIE trust assets and equivalent liabilities totaled \$66.7 million at December 31, 2011 and \$69.7 million at September 30, 2011.

#### Investments in Unconsolidated Affiliates

##### China LotSynergy Holdings, Ltd.

During the 2011 first quarter, we sold our CLS stock investment for net proceeds of \$16.5 million and recognized a gain of \$4.3 million.

The fair value of our CLS convertible note, including the default put, totaled \$9.3 million at December 31, 2011 and September 30, 2011. The adjusted cost basis of the note, including the conversion option derivative that did not require bifurcation, totaled \$9.0 million at December 31, 2011 and \$8.9 million at September 30, 2011. The fair value of the default put, accounted for as a current free standing derivative, was \$0.3 million at December 31, 2011 and \$0.4 million at September 30, 2011.

See Note 8 and 9 for additional information about related fair value assumptions and derivatives.

### 3. RECEIVABLES

#### Accounts Receivable

	December 31, 2011	September 30, 2011
Allowances for Credit Losses		
<b>Total</b>	<b>\$ 17.4</b>	<b>\$ 17.6</b>

#### Customer Financing (Contracts and Notes)

	December 31, 2011	September 30, 2011
Recorded Investment (principal and interest due, net of deferred interest and fees)		
Individually evaluated for impairment	\$ 104.5	\$ 104.2
Collectively evaluated for impairment	258.3	260.7
<b>Total</b>	<b>\$ 362.8</b>	<b>\$ 364.9</b>

#### Allowances for Credit Losses

Individually evaluated for impairment	\$ 57.8	\$ 58.6
Collectively evaluated for impairment	12.3	12.8
<b>Total</b>	<b>\$ 70.1</b>	<b>\$ 71.4</b>

#### Reconciliation of Allowances for Credit Losses

For The Three Months Ended December 31,	2011	2010
Beginning balance	\$ 71.4	\$ 78.4
Charge-offs	-	(0.5 )
Recoveries	-	0.1
Provisions	(1.3 )	(0.3 )
<b>Ending balance</b>	<b>\$ 70.1</b>	<b>\$ 77.7</b>

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Current	\$	43.2	\$	40.2
Non-current	\$	26.9	\$	37.5

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Age Analysis of Recorded Investment	December 31, 2011			September 30, 2011		
	Contracts	Notes	Total	Contracts	Notes	Total
<b>Past Due:</b>						
1-29 days	\$ 4.1	\$ 1.8	\$ 5.9	\$ 5.3	\$ 2.0	\$ 7.3
30-59 days	2.2	1.8	4.0	2.0	1.8	3.8
60-89 days	0.9	1.8	2.7	1.2	1.8	3.0
Over 90 days	8.2	36.3	44.5	6.3	31.0	37.3
Total past due	\$ 15.4	\$ 41.7	\$ 57.1	\$ 14.8	\$ 36.6	\$ 51.4
Total current	195.8	109.9	305.7	188.1	125.4	313.5
Grand total	\$ 211.2	\$ 151.6	\$ 362.8	\$ 202.9	\$ 162.0	\$ 364.9
Over 90 days and accruing interest	\$ 3.0	\$ 0.1	\$ 3.1	\$ 2.6	\$ 0.1	\$ 2.7
Nonaccrual status (not accruing interest)	27.8	84.0	111.8	24.2	84.0	108.2

Recorded Investment by Credit Quality Indicator Using Credit Profile by Internally Assigned Risk Grade	December 31, 2011			September 30, 2011		
	Contracts	Notes	Total	Contracts	Notes	Total
Low	\$ 47.4	\$ -	\$ 47.4	\$ 43.9	\$ -	\$ 43.9
Medium	27.3	0.3	27.6	25.8	0.3	26.1
High*	136.5	151.3	287.8	133.2	161.7	294.9
Total recorded investment	\$ 211.2	\$ 151.6	\$ 362.8	\$ 202.9	\$ 162.0	\$ 364.9
* includes \$84.0 of impaired Alabama notes receivable						

Impaired loans	December 31, 2011			September 30, 2011		
	Contracts	Notes	Total	Contracts	Notes	Total
Recorded investment	\$ 3.0	\$ 84.0	\$ 87.0	\$ 5.2	\$ 84.0	\$ 89.2
Unpaid principal face	2.9	85.2	88.1	5.1	85.2	90.3
Related allowance	1.9	55.8	57.7	2.8	55.8	58.6
Average recorded investment	4.1	87.7	91.8	8.8	87.6	96.4

Interest income recognized on impaired loans	December 31, 2011			December 31, 2010		
	Contracts	Notes	Total	Contracts	Notes	Total
<b>Quarter-to-date:</b>						

Total	\$ -	\$ -	\$ -	\$ 0.3	\$ 0.3	\$ 0.6
Cash-basis	-	-	-	-	0.3	0.3

## 4. CONCENTRATIONS OF CREDIT RISK

## Receivables By Legal Gaming Region At December 31, 2011

Nevada	8	%
Alabama	5	
Oklahoma	5	
Canada	4	
Other (less than 4% individually)	26	
North America	48	%
Argentina	26	%
Europe	7	
Australia	5	
Other (less than 4% individually)	14	
International	52	%

## 5. INVENTORIES

	December 31, 2011	September 30, 2011
Raw materials	\$ 53.0	\$ 44.1
Work-in-process	2.2	2.4
Finished goods	40.9	26.5
Total	\$ 96.1	\$ 73.0

## 6. PROPERTY, PLANT AND EQUIPMENT

	December 31, 2011	September 30, 2011
Land	\$ 62.7	\$ 62.6
Buildings	233.9	232.8
Leasehold improvements	17.6	17.3
Machinery, furniture and equipment	257.7	248.6
Gaming operations equipment	818.9	812.9
Total	1,390.8	1,374.2
Less accumulated depreciation	(837.1 )	(822.1 )
Property, plant and equipment, net	\$ 553.7	\$ 552.1

## 7. GOODWILL AND OTHER INTANGIBLES

## Goodwill

Activity By Segment	North		
For the Three Months Ended December 31, 2011	America	International	Total
Beginning balance	\$ 1,042.8	\$ 188.6	\$ 1,231.4
Foreign currency adjustments	-	(0.2 )	(0.2 )
Ending balance	\$ 1,042.8	\$ 188.4	\$ 1,231.2

## Other Intangibles

During the quarter ended December 31, 2011, \$0.4 million of patent legal costs were capitalized with a weighted average life of 4.5 years.

Ending Balances	December 31, 2011			September 30, 2011		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Patents	\$ 383.2	\$ 277.9	\$ 105.3	\$ 382.8	\$ 270.5	\$ 112.3
Developed technology	80.2	49.1	31.1	86.9	54.0	32.9
Contracts	23.4	19.3	4.1	25.5	19.5	6.0
Reacquired rights	13.4	2.4	11.0	13.4	2.1	11.3
Customer relationships	13.6	6.8	6.8	14.2	6.9	7.3
Trademarks	1.6	1.1	0.5	2.1	1.5	0.6

Total	\$ 515.4	\$ 356.6	\$ 158.8	\$ 524.9	\$ 354.5	\$ 170.4
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Aggregate Amortization	Quarters Ended December 31,			Future Annual Estimates			
	2011	2010	2012	2013	2014	2015	2016
	\$ 10.6	\$ 12.2	\$ 43.0	\$ 37.4	\$ 32.5	\$ 23.2	\$ 15.2

## 8. FAIR VALUE MEASUREMENTS

## Financial Assets (Liabilities) Carried at Fair Value

	Fair Value	Level 1	Level 2	Level 3
<b>December 31, 2011</b>				
Money market funds	\$ 79.2	\$ 79.2	\$ -	\$ -
Investments in unconsolidated affiliates	9.3	-	-	9.3
Derivative assets	93.3	-	93.3	-
Derivative liabilities	(95.9 )	-	(95.9 )	-
<b>September 30, 2011</b>				
Money market funds	\$ 76.9	\$ 76.9	\$ -	\$ -
Investments in unconsolidated affiliates	9.3	-	-	9.3
Derivative assets	90.8	-	90.8	-
Derivative liabilities	(93.2 )	-	(93.2 )	-

## Reconciliation of Items Carried at Fair Value Using Significant Unobservable Inputs (Level 3)

	Three Months Ended December 31,	
	2011	2010
	Investments in Unconsolidated Affiliates	Investments in Unconsolidated Affiliates
Beginning balance	\$ 9.3	\$ 21.3
Gain (loss) included in:		
Other income (expense) - other	(0.1 )	(0.6 )
Other comprehensive income	(0.2 )	-
Interest accretion	0.3	0.6
Ending balance	\$ 9.3	\$ 21.3
Net change in unrealized gain (loss) included in earnings related to instruments still held	\$ (0.1 )	\$ (0.6 )

## Valuation Techniques and Balance Sheet Presentation

Money market funds were primarily money market securities valued based on quoted market prices in active markets.



Investments in unconsolidated affiliates were valued using quoted market prices when available or DCF models incorporating market participant assumptions for credit quality and market interest rates and a Black-Scholes or integrated lattice model with assumptions for stock price volatility and default recovery rates. These investments were presented as a component of other assets, current at December 31, 2011 and noncurrent at December 31, 2010. See Note 2.

Derivative assets and liabilities were valued using quoted forward pricing from bank counterparties, LIBOR credit default swap rates for non-performance risk, and net settlement amounts where appropriate. These are presented primarily as components of other assets, other liabilities, and notes payable. See Note 9.

## Financial Assets (Liabilities) Not Carried at Fair Value

	Carrying Value	Fair Value	Gain	Unrealized Loss
<b>December 31, 2011</b>				
Jackpot investments	\$ 386.3	\$ 456.0	\$ 69.7	\$ -
Contracts & notes receivable	292.7	284.2	-	8.5
Jackpot liabilities	(507.7 )	(525.8 )	-	18.1
Debt	(1,561.3 )	(1,917.7 )	-	356.4
<b>September 30, 2011</b>				
Jackpot investments	\$ 387.8	\$ 458.9	\$ 71.1	\$ -
Contracts & notes receivable	293.5	294.6	1.1	-
Jackpot liabilities	(508.4 )	(521.6 )	-	13.2
Debt	(1,553.1 )	(1,879.5 )	-	326.4

## Valuation Techniques and Balance Sheet Presentation

Jackpot investments were valued based on quoted market prices.

Contracts and notes receivable were valued using DCF incorporating expected payments and current market interest rates relative to the credit risk of each customer.

Jackpot liabilities were valued using DCF models incorporating estimated funding rates, future payment timing, and IGT's nonperformance credit risk.

Debt was valued using quoted market prices or dealer quotes, when available, for the identical financial instrument when traded as an asset in an active market. Otherwise, fair value was determined using DCF models of expected payments on outstanding borrowings at current borrowing rates. Carrying values above excluded swap adjustments and equity components of convertible debt.

## 9. FINANCIAL DERIVATIVES

## Foreign Currency Hedging

The notional amount of foreign currency contracts hedging our exposure related to monetary assets and liabilities denominated in nonfunctional currency totaled \$8.3 million at December 31, 2011 and \$13.9 million at September 30, 2011.

In May 2007, we executed five-year forward contracts designated as fair value hedges to protect a portion of the US dollar value of our Hong Kong dollar investment in the CLS convertible note (See Note 2). In conjunction with the early redemption of this CLS investment negotiated in September 2010, we executed additional contracts which effectively reduced the cumulative amount of forward contracts. The notional amount of these foreign currency contracts totaled \$6.4 million and there was no ineffectiveness during the three months ended December 31, 2011 and 2010.

## Interest Rate Management

In conjunction with our 7.5% Bonds issued in June 2009, we executed \$250.0 million notional value of interest rate swaps that exchange 7.5% fixed interest payments for variable rate interest payments, at one-month LIBOR plus 342 bps, reset two business days before the 15th of each month. In April 2011, we additionally executed \$250.0 million notional value interest rate swaps that exchange the remaining fixed interest payments on these Bonds for variable rate interest payments, based on six-month LIBOR plus 409 bps, reset in arrears two business days before June 15 and December 15 each year. All of these swaps terminate on June 15, 2019.

In conjunction with our 5.5% Bonds issued in June 2010, we executed \$300.0 million notional value of interest rate swaps that terminate on June 15, 2020. These swaps effectively exchange 5.5% fixed interest payments for variable rate interest payments, based on the six-month LIBOR plus 186 bps, reset in arrears two business days before June 15 and December 15 each year. These swaps terminate on June 15, 2020.

All of our interest rate swaps are designated fair value hedges against changes in the fair value of a portion of their related bonds. Net amounts receivable or payable under our swaps settle semiannually on June 15 and December 15. Our assessments have determined that these interest rate swaps are highly effective.

#### Presentation of Derivative Amounts

Balance Sheet Location and Fair Value	December 31, 2011	September 30, 2011
<b>Non-designated Hedges</b>		
Foreign currency contracts: Other assets and deferred costs (current)	\$ -	\$ 0.4
Foreign currency contracts: Other accrued liabilities	0.1	-
<b>Designated Hedges</b>		
Interest rate swaps: Other assets and deferred costs (noncurrent)	93.3	90.4
Interest rate swaps: Long-term debt	95.8	93.2
		Quarters Ended December 31, 2010
Income Statement Location and Gain (loss)	2011	2010
<b>Non-designated Hedges</b>		
Foreign currency contracts: Other income (expense)	\$ 0.5	\$ 0.7
<b>Designated Hedges</b>		
Interest rate swap - ineffectiveness: Other income (expense)	0.3	0.5
Interest rate swap - effectiveness: Interest expense	5.9	4.6

#### 10. CREDIT FACILITIES AND INDEBTEDNESS

##### Total Outstanding debt

	December 31, 2011	September 30, 2011
<b>Credit facilities</b>	\$ -	\$ -
3.25% Convertible Notes	850.0	850.0
7.5% Bonds	500.0	500.0
5.5% Bonds	300.0	300.0
<b>Total principal debt obligations</b>	<b>1,650.0</b>	<b>1,650.0</b>
<b>Discounts:</b>		
3.25% Convertible Notes	(85.4 )	(93.5 )
7.5% Bonds	(2.2 )	(2.3 )
5.5% Bonds	(1.1 )	(1.1 )
<b>Swap fair value adjustments:</b>		
7.5% Bonds	63.2	61.8
5.5% Bonds	32.6	31.4
<b>Total outstanding debt, net</b>	<b>\$ 1,657.1</b>	<b>\$ 1,646.3</b>

IGT was in compliance with all debt covenants and embedded features did not require bifurcation at December 31, 2011.

##### Domestic Credit Facility

At December 31, 2011, no amounts were outstanding under our domestic credit facility, \$729.0 million was available, and \$21.0 million was reserved for letters of credit and performance bonds.

## Foreign Credit Facilities

At December 31, 2011, \$10.2 million was available and no amounts were outstanding under our IGT-Australia subsidiary revolving credit facility, which generally renews annually with maturity in February and is guaranteed by the parent company, International Game Technology.

## 3.25% Convertible Notes

Quarters Ended December 31,	2011	2010
Contractual interest expense	\$ 6.9	\$ 6.9
Discount amortization	8.1	7.4
Remaining discount amortization period	2.4 years	

## Bonds

Interest rate swaps executed in conjunction with our Bonds are described in Note 9.

## 11. CONTINGENCIES

## Litigation

IGT has been named in and has brought lawsuits in the normal course of business. With respect to the legal proceedings and claims described below, the Company has determined, based on current knowledge, that the amount or range of reasonably possible losses, including reasonably possible losses in excess of amounts already accrued, is not reasonably estimable with respect to certain matters and that the aggregate amount or range of such losses that are estimable would not have a material adverse effect on the Company's future results of operations, financial position, or cash flows.

## Bally

## 2004 Federal District Court of Nevada

On December 7, 2004, IGT filed a complaint in US District Court for the District of Nevada, alleging that defendants Alliance Gaming Corp., Bally Gaming Int'l, Inc., and Bally Gaming, Inc. infringed six US patents held by IGT: US Patent Nos. 6,827,646; 5,848,932; 5,788,573; 5,722,891; 6,712,698; and 6,722,985. On January 21, 2005, defendants filed an answer denying the allegations in the complaint and raising various affirmative defenses to IGT's asserted claims. Defendants also asserted fourteen counterclaims against IGT, including counterclaims for a declaratory judgment of non-infringement, invalidity, and unenforceability of the asserted patents, and for antitrust violations and intentional interference with prospective business advantage. IGT successfully moved for partial summary judgment on defendants' counterclaims for intentional interference with prospective business advantage and defendants' antitrust allegations related to the gaming machine market. IGT denies the remaining allegations.

On May 9, 2007, the Court issued an order construing disputed terms of the asserted patent claims. On October 16, 2008, the Court issued summary judgment rulings finding certain of IGT's patents, including patents that IGT believes cover bonus wheel gaming machines, invalid as obvious. The rulings also found that Bally was not infringing certain patents asserted by IGT. Bally's antitrust and unfair competition counterclaims remain pending. On November 7, 2008, the Court issued an order staying the proceedings and certifying the summary judgment and claim construction rulings for immediate appeal.

On December 1, 2008, IGT appealed the rulings to the US Court of Appeals for the Federal Circuit. On January 8, 2009, Bally moved to dismiss the appeal on jurisdictional grounds. On February 2, 2009, the Federal Circuit denied the Bally motion without prejudice to the parties raising jurisdictional issues in their merits briefs. On October 22, 2009, the Federal Circuit affirmed the District Court's summary judgment rulings. On December 7, 2009, Bally filed a motion to lift the stay and schedule a trial on the remaining issues. At the February 1, 2010 hearing on the motion, the Court indicated that it would revisit earlier motions for summary judgment on the issues not addressed on appeal, including IGT's motions for summary judgment on Bally's antitrust and unfair competition counterclaims.

On November 29, 2010, the Court granted summary judgment in favor of IGT on all antitrust and unfair competition counterclaims by Bally and dismissed all other remaining claims. Bally has appealed the grant of summary judgment.

2006 Federal District Court of Delaware

On April 28, 2006, IGT filed a complaint in US District Court for the District of Delaware, alleging that defendants Bally Technologies, Inc., Bally Gaming Int'l, Inc., and Bally Gaming, Inc. infringed nine US patents held by IGT: US Patent Nos. RE 38,812; RE 37,885; 6,832,958; 6,319,125; 6,244,958; 6,431,983; 6,607,441; 6,565,434; and 6,620,046. The complaint alleges that the "BALLY POWER BONUSING™" technology infringes one or more of the claims of the asserted IGT patents. The lawsuit seeks monetary damages and an injunction.

On June 30, 2006, defendants filed an answer denying the allegations in the complaint and raising various affirmative defenses to IGT's asserted claims. Defendants also asserted twelve counterclaims against IGT, including counterclaims for a declaratory judgment of non-infringement, invalidity, and unenforceability of the asserted patents, antitrust violations, unfair competition, and intentional interference with prospective business advantage. IGT denies these allegations. Pursuant to stipulation of the parties, all claims and counterclaims, except those relating to US Patent Nos. RE 37,885 ("the '885 patent"), RE 38,812 ("the '812 patent"), and 6,431,983 ("the '983 patent"), have been dismissed. All proceedings relating to Bally's antitrust, unfair competition, and intentional interference counterclaims have been stayed.

On April 28, 2009, the court issued a summary judgment ruling finding the '885 and '812 patents valid. The court also ruled that Bally's "Power Rewards" and "ACSC Power Winners" products infringe certain claims of the '885 and '812 patents. The court granted Bally's motion for summary judgment that Bally's "SDS Power Winners" does not infringe the '885 patent and "Power Bank" and "Power Promotions" do not infringe the '983 patent. The court denied Bally's motion for summary judgment that the '983 patent is invalid. The parties have agreed that Bally's counterclaim for a declaratory judgment on invalidity of the '983 patent will be dismissed without prejudice. IGT's motion for a permanent injunction against Bally's infringing products was denied.

On April 28, 2010, the court entered an order dismissing without prejudice Bally's remaining counterclaims (antitrust, unfair competition and intentional interference with business relationships) and entered final judgment in favor of IGT and against the Bally defendants.

On October 6, 2011, the United States Federal Circuit Court of Appeals affirmed the judgment in favor of IGT and against Bally. A trial to determine the amount of damages incurred by IGT, and related matters, as a result of Bally's infringement has not yet been scheduled.

Aristocrat

2006 Northern Federal District Court of California

On June 12, 2006, Aristocrat Technologies Australia PTY Ltd. and Aristocrat Technologies, Inc. filed a patent infringement lawsuit against IGT. Aristocrat alleged that IGT willfully infringed US Patent No. 7,056,215 (the "'215 patent"), which issued on June 6, 2006. On December 15, 2006, Aristocrat filed an amended complaint, adding allegations that IGT willfully infringed US Patent No. 7,108,603, which issued on September 19, 2006. The IGT products named in the original and amended complaints were the Fort Knox® mystery progressive slot machines. On June 13, 2007, the US District Court for the Northern District of California entered an order granting summary judgment in favor of IGT declaring both patents invalid. The US Court of Appeals for the Federal Circuit reversed this decision on September 22, 2008. IGT's request for a rehearing was denied on November 17, 2008.



This case recommenced in the District Court and on May 13, 2010, the District Court entered an order granting IGT's motion for summary judgment of non-infringement. Aristocrat appealed this judgment. Proceedings on IGT's claim that Aristocrat committed inequitable conduct in reviving the '215 patent application continued in the District Court. A trial was held the week of April 4, 2011 on that inequitable conduct issue, and that claim was dismissed on May 6, 2011.

IGT and Aristocrat entered into an agreement, effective September 30, 2011, settling the lawsuit. On October 6, 2011, the parties filed a letter with the court advising the court that, in accordance with the parties' resolution of several disputes between them, the case will be concluded by dismissal with prejudice following the final resolution of the pending appeal of the judgment of non-infringement. In connection with the settlement, IGT was granted an irrevocable paid-up license to the Aristocrat patents that were the subject of the litigation and related patents.

#### 2010 Central Federal District Court of California

On November 15, 2010, IGT filed a complaint in the US District Court for the Central District of California against Aristocrat Leisure Limited of Australia and its US affiliate Aristocrat Technologies, Inc. (collectively "Aristocrat") seeking a preliminary and permanent injunction and damages for the infringement of US Patent No. 6,620,047 (the "'047 patent") and US Patent No. RE 39,370 (the "'370 patent") in violation of 35 U.S.C. section 271.

On January 28, 2011, IGT asserted an additional claim against Aristocrat for infringement of US Patent No 7,063,615 (the "'615 patent") seeking similar relief. IGT asserted that Aristocrat infringes on the '047, the '370, and the '615 patents in connection with the sale and distribution of gaming devices, including the Viridian WS slot machine, without authorization or license from IGT. Aristocrat has denied infringement, filed various affirmative defenses and counterclaimed for patent invalidity.

IGT and Aristocrat entered into an agreement, effective September 30, 2011, settling the lawsuit and on October 4, 2011, the court entered an order dismissing the lawsuit. In connection with the settlement, IGT granted Aristocrat a non-exclusive license to certain IGT patents.

#### Rice (formerly Piercey) v Atlantic Lotteries

On May 11, 2010, Atlantic Lottery Corporation commenced an action against International Game Technology, VLC, Inc. and IGT-Canada, wholly-owned subsidiaries of International Game Technology, and other manufacturers of video lottery machines in the Supreme Court of New Foundland and Labrador seeking indemnification for any damages that may be awarded against Atlantic Lottery Corporation in a class action suit also filed in the Supreme Court of New Foundland and Labrador. In December 2011, the plaintiff filed a motion seeking leave to substitute a new plaintiff in place of Rice and to make certain amendments to plaintiff's statement of claim. In January 2012, Atlantic Lottery Corporation filed a motion to dismiss the action for abuse of process. These motions are scheduled to be heard on February 28, 2012. A motion for class certification was filed by the plaintiff, and arguments on the motion are expected to be scheduled for hearing in April 2012.

#### Shareholder Actions

##### Securities Class Action

On July 30, 2009, International Brotherhood of Electrical Workers Local 697 filed a putative securities fraud class action in the US District Court for the District of Nevada, alleging causes of action under Sections 10(b) and 20(a) of the Exchange Act against IGT and certain of its current and former officers and directors. The complaint alleges that between November 1, 2007 and October 30, 2008, the defendants inflated IGT's stock price through a series of materially false and misleading statements or omissions regarding IGT's business, operations, and prospects. In April 2010, plaintiffs filed an amended complaint. In March 2011, defendants' motion to dismiss that complaint was granted in part and denied in part. The Court found that the allegations concerning statements about the seasonality of game play levels and announcements of projects with Harrah's and City Center were sufficient to state a claim. Plaintiffs did not state a claim based on the remaining statements about earnings, operating expense, or forward-looking statements about play levels and server-based technology.

The parties have reached an agreement to settle this action. On February 1, 2012, at the direction of the Court, the plaintiffs filed a Notice of Pending Settlement. The parties are in the process of documenting a settlement agreement which requires judicial approval in order for the settlement to take effect.

#### Derivative Actions

Between August 20, 2009 and September 17, 2009, the Company was nominally sued in a series of derivative lawsuits filed in the US District Court for the District of Nevada, captioned Fosbre v. Matthews et al., Case No. 3:09-cv-00467; Calamore v. Matthews et al., Case No. 3:09-cv-00489; Israni v. Bittman, et al., Case No. 3:09-cv-00536; and Aronson v. Matthews et al., Case No. 3:09-cv-00542. Plaintiffs purportedly brought their respective actions on behalf of the Company. The complaints asserted claims against various current and former officers and directors of the Company, for breaches of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, and contribution and indemnification. The complaints sought an unspecified amount of damages and alleged similar facts as the securities class action lawsuit.

The complaints additionally alleged that certain individual defendants engaged in insider trading and that the director defendants improperly handled Thomas J. Matthews' resignation as Chief Executive Officer of the Company. The actions were consolidated and subsequently a consolidated derivative complaint was filed in December 2009. Defendants moved to dismiss that complaint. On July 6, 2010, the Court granted the defendants' motion to dismiss, with leave to amend. After plaintiffs elected not to amend, the court entered judgment in favor of the defendants. The plaintiff in *Israni v. Bittman, et al.* appealed to the US Court of Appeals for the Ninth Circuit. The appeal was argued and submitted on October 13, 2011.

In a letter dated October 7, 2009 to the Company's Board of Directors, a shareholder made factual allegations similar to those set forth in the above derivative and securities class actions and demanded that the Board investigate, address and remedy the harm allegedly inflicted on IGT. In particular, the letter alleged that certain officers and directors grossly mismanaged the Company by overspending in the area of R&D of server-based game technology despite a looming recession to which the Company was particularly vulnerable; by making or allowing false and misleading statements regarding the Company's growth prospects and earnings guidance; and by wasting corporate assets by causing the Company to repurchase Company stock at inflated prices. The letter asserts that this alleged conduct resulted in breaches of fiduciary duties and violations of Section 10(b) of the Exchange Act and SEC Rule 10b-5. On July 9, 2010, the shareholder filed a derivative lawsuit in the US District Court for the District of Nevada, captioned *Sprando v. Hart, et al.*, Case No. 3:10-cv-00415 and asserting claims similar to those described above. No claims were asserted against the Company, which is a nominal defendant. On July 25, 2011, the Court granted the Company's motion to dismiss with prejudice. Plaintiff then appealed to the US Court of Appeals for the Ninth Circuit.

In February 2011, another shareholder sent a letter to the Company's Board of Directors requesting that the Board investigate allegations similar to those set forth in the derivative actions described above and bring a lawsuit against various of the Company's current or former officers and directors. In response the Board of Directors formed a litigation committee comprised of disinterested outside directors and assisted by outside counsel to investigate and evaluate the allegations raised in this letter. At the conclusion of this investigation, the committee concluded and recommended that it would not be in the best interests of the Company or its shareholders to pursue the proposed claims. The Board considered and accepted this recommendation and the Company informed the shareholder of the Board's resolution in September 2011.

On April 8, 2011, the Company was nominally sued in a derivative complaint filed in the US District Court for the District of Nevada, captioned *Arduini v. Hart, et al.*, Case No. 3:11-cv-00255. The claims and allegations in this complaint are similar to those asserted in the securities class action and derivative actions described above. A motion to dismiss has been filed.

#### ERISA Actions

On October 2, 2009, two putative class action lawsuits were filed on behalf of participants in the Company's employee pension plans, naming as defendants the Company, the IGT Profit Sharing Plan Committee, and several current and former officers and directors. The actions, filed in the US District Court for the District of Nevada, are captioned *Carr et al. v. International Game Technology et al.*, Case No. 3:09-cv-00584, and *Jordan et al. v. International Game Technology et al.*, Case No. 3:09-cv-00585. The actions were consolidated. The consolidated complaint (which seeks unspecified damages) asserts claims under the Employee Retirement Income Security Act, 29 U.S.C §§ 1109 and 1132.

The consolidated complaint is based on allegations similar to those in the securities and derivative lawsuits described above, and further alleges that the defendants breached fiduciary duties to plan participants by failing to disclose material facts to plan participants, failing to exercise their fiduciary duties solely in the interest of the participants, failing to properly manage plan assets, and permitting participants to elect to invest in Company stock. In March 2011,

defendants' motion to dismiss the consolidated complaint was granted in part and denied in part. Discovery is proceeding.

## Environmental Matters

CCSC, a casino operation sold by IGT in April 2003, is located in an area that has been designated by the EPA as an active Superfund site because of contamination from historic mining activity in the area. In order for Anchor Coin, an entity IGT acquired in December 2001, to develop the CCSC site, it voluntarily entered into an administrative order of consent with the EPA to conduct soil removal and analysis (a requirement imposed on similarly situated property developers within the region) in conjunction with re-routing mine drainage. The work and obligations contemplated by the agreement were completed by Anchor in June 1998, and the EPA subsequently issued a termination of the order.

The EPA, together with other property developers excluding CCSC, continues remediation activities at the site. While we believe our remediation obligations are complete, it is possible that additional contamination may be identified and we could be obligated to participate in remediation efforts. Under accounting guidance for environmental remediation liabilities, we determined the incurrence of additional remediation costs is neither probable nor reasonably estimable and no liability has been recorded.

## OSHA / Wrongful Termination Matter

On July 8, 2004, two former employees filed a complaint with the US Department of Labor, OSHA alleging retaliatory termination in violation of the Sarbanes-Oxley Act of 2002. The former employees allege that they were terminated in retaliation for questioning whether Anchor and its executives failed to properly disclose information allegedly affecting the value of Anchor's patents in connection with IGT's acquisition of Anchor in December 2001. The former employees also allege that the acquired patents were overvalued on the financial statements of IGT. Outside counsel, retained by an independent committee of our Board of Directors, reviewed the allegations and found them to be entirely without merit.

In conjunction with the Anchor acquisition purchase price allocation as of December 31, 2001, IGT used the relief of royalty valuation methodology to estimate the fair value of the patents at \$164.4 million. The carrying value of the patents at December 31, 2011 totaled \$25.0 million.

On November 10, 2004, the employees withdrew their complaint filed with OSHA and filed a notice of intent to file a complaint in federal court. On December 1, 2004, a complaint was filed under seal in the US District Court for the District of Nevada, based on the same facts set forth above regarding their OSHA complaint. IGT filed a motion for summary judgment as to all claims in plaintiffs' complaint. On June 14, 2007, the US District Court for the District of Nevada entered an order granting summary judgment in favor of IGT as to plaintiffs' Sarbanes-Oxley whistle-blower claims and dismissed their state law claims without prejudice. Plaintiffs' motion for reconsideration of the District Court's decision was denied.

Plaintiffs appealed to the US Court of Appeals for the Ninth Circuit. Oral argument was heard on March 12, 2009, and on August 3, 2009, the Ninth Circuit reversed the District Court's decision. IGT's motion for summary judgment on plaintiffs' state law claims was argued on October 22, 2009 and granted in IGT's favor on December 8, 2009. On April 13, 2010, the District Court granted IGT's motion to strike the plaintiffs' jury demand and granted IGT's motion to retax costs and fees. It denied plaintiffs' motion for certification and/or reconsideration.

On February 8, 2011, a jury verdict was entered in favor of the plaintiffs as to their Sarbanes-Oxley claims and plaintiffs were awarded damages in an amount equal to approximately \$2.2 million. On March 9, 2011, IGT filed a Renewed Motion for Judgment as a Matter of Law and Motion for a New Trial or for Remittitur. On May 24, 2011, the Court denied these motions, and on May 27, 2011, the Court entered an amended judgment for prejudgment interest of approximately \$1.3 million, attorneys' fees of approximately \$1.0 million, and court costs of approximately

\$132,000. IGT filed a notice of appeal to the US Court of Appeals for the Ninth Circuit on June 21, 2011, which is pending. On July 1, 2011 plaintiffs filed a notice of cross appeal.

#### Arrangements with Off-Balance Sheet Risks

In the normal course of business, we are party to financial instruments with off-balance sheet risk, such as performance bonds not reflected in our balance sheet. We do not expect any material losses to result from these arrangements and are not dependent on off-balance sheet financing arrangements to fund our operations.

### Performance Bonds

Performance bonds outstanding related to certain gaming operations equipment totaled \$12.1 million at December 31, 2011. We are liable to reimburse the bond issuer in the event of exercise due to our nonperformance.

### Letters of Credit

Outstanding letters of credit issued under our domestic credit facility to ensure payment to certain vendors and governmental agencies totaled \$8.9 million at December 31, 2011.

### IGT Licensor Arrangements

Our sales agreements that include software and IP licensing arrangements may require IGT to indemnify the third-party licensee against liability and damages (including legal defense costs) arising from any claims of patent, copyright, trademark infringement, or trade secret misappropriation. Should such a claim occur, we could be required to make payments to the licensee for any liabilities or damages incurred. Historically, we have not incurred any significant settlement costs due to infringement claims. As we consider the likelihood of incurring future costs to be remote, no liability has been recorded.

### Self-Insurance

We are self-insured for various levels of workers' compensation, directors' and officers' liability, and electronic errors and omissions liability, as well as employee medical, dental, prescription drug, and disability coverage. We purchase stop loss coverage to protect against unexpected claims. Accrued insurance claims and reserves include estimated settlements for known claims, and actuarial estimates for claims incurred but not reported.

### State and Federal Taxes

We are subject to sales, use, income, gaming and other tax audits and administrative proceedings in various US federal, state, local, and foreign jurisdictions. While we believe we have properly reported our tax liabilities in each jurisdiction, we can give no assurance that taxing authorities will not propose adjustments that increase our tax liabilities.

### Product Warranties

The majority of our products are generally covered by a warranty for periods ranging from 90 days to one year. We estimate accrued warranty costs in the table below based on historical trends in product failure rates and expected costs to provide warranty services.

Three Months Ended December 31,	2011	2010
Beginning balance	\$ 6.2	\$ 9.3
Reduction for payments made	(1.6 )	(1.4 )
Accrual for new warranties issued	2.5	2.4
Adjustments for pre-existing warranties	(2.0 )	(0.5 )
Ending balance	\$ 5.1	\$ 9.8

## 12. INCOME TAXES



Our provision for income taxes is based on estimated effective annual income tax rates, as well as the impact of discrete items, if any, occurring during the period. The provision differs from income taxes currently payable because certain items of income and expense are recognized in different periods for financial statement purposes than for tax return purposes. We reduce deferred tax assets by a valuation allowance when it is more likely than not that some or all of the deferred tax assets will not be realized.

Our effective tax rate for the three months ended December 31, 2011 increased to 36.4% from 29% for the same prior year period. The prior year effective tax rate was positively impacted by an increase in the manufacturing deduction and the retroactive reinstatement of the R&D tax credit. The current year effective tax rate was negatively impacted by losses in foreign jurisdictions for which there is no associated tax benefit.

At December 31, 2011, our gross UTBs totaled \$121.5 million, excluding related accrued interest and penalties of \$21.8 million. At December 31, 2011, \$78.2 million of our UTBs, including related accrued interest and penalties, would affect our effective tax rate if recognized. During the three months ended December 31, 2011, our UTBs increased \$5.1 million and related interest and penalties increased \$1.7 million.

We are currently under audit by the IRS for amended returns filed for 1999, 2006 and 2007, as well as our originally filed returns for 2008 and 2009. We are also subject to examination in various state and foreign jurisdictions. We believe we have recorded all appropriate provisions for outstanding issues for all jurisdictions and open years. However, we can give no assurance that taxing authorities will not propose adjustments that increase our tax liabilities.

### 13. EMPLOYEE BENEFIT PLANS

#### Share-based Compensation

SIP As Of And For The Three Months Ended December 31, 2011

	Shares (thousands)	Exercise Price (per share)	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (millions)
Outstanding at beginning of fiscal year	15,245	\$ 18.85		
Granted	294	16.21		
Exercised	(543 )	11.93		
Forfeited	(110 )	16.87		
Expired	(817 )	27.77		
Outstanding at end of period	14,069	\$ 18.56	6.6	\$ 21.5
Vested and expected to vest	13,696	\$ 18.63	6.5	\$ 20.9
Exercisable at end of period	8,152	\$ 20.55	5.2	\$ 10.2

Restricted Shares/Units	Shares (thousands)	Grant Date Fair Value (per share)	Weighted Average Remaining Vesting Period (years)	Aggregate Intrinsic Value (millions)
Outstanding at beginning of fiscal year	3,388	\$ 15.26		
Granted	2,544	15.16		
Vested	(599 )	17.92		
Forfeited	(48 )	15.54		

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Outstanding at end of period	5,285	\$ 14.92	2.0	\$ 90.9
Expected to vest	4,870	\$ 14.92	2.0	\$ 83.8

Other Information

Shares available for future grant	25.4	million
Unrecognized costs for outstanding awards	\$100.2	million
Weighted average future recognition period	2.0	years

## 14. EARNINGS PER SHARE

	2011	Quarter Ended December 31, 2010
Income from continuing operations available to common shares	\$ 50.3	\$ 72.8
Basic weighted average shares outstanding	297.3	297.6
Dilutive effect of non-participating share-based awards	1.7	1.2
Diluted weighted average common shares outstanding	299.0	298.8
Basic earnings per share from continuing operations	\$ 0.17	\$ 0.25
Diluted earnings per share from continuing operations	\$ 0.17	\$ 0.25
Weighted average shares excluded from diluted EPS because the effect would be anti-dilutive:		
Share-based awards	12.6	16.4
Notes	42.6	42.6
Note hedges	(42.6 )	(42.6 )
Warrants	42.6	42.6

## 15. OTHER COMPREHENSIVE INCOME

	2011	Quarters Ended December 31, 2010
Net income	\$ 49.3	\$ 73.7
Currency translation adjustments	6.1	0.2
Investment unrealized gains (losses)	(0.2 )	(0.5 )
Comprehensive income	\$ 55.2	\$ 73.4

## 16. BUSINESS SEGMENTS

We view our business in the following two operating segments:

- North America includes our operations associated with customers located in the US and Canada
- International includes our operations associated with customers located in all other jurisdictions

Certain income and expenses related to company-wide initiatives are managed at the corporate level and not allocated to any operating segment. We do not recognize inter-company revenues or expenses upon the transfer of gaming products between operating segments. Segment accounting policies are consistent with those of our consolidated financial statements and segment profit is measured on the basis of operating income.

Our business segments are designed to allocate resources within a framework of management responsibility. Operating costs from one segment may benefit other segments. Realignment of our business development and administrative functions, as well as discontinued operations result in ongoing changes to segment allocations. Elements pertaining to prior periods' operating income presented below were recast accordingly.



## Business Segments Financial Information

	Quarters Ended December 31,	
	2011	2010
<b>NORTH AMERICA</b>		
Revenues	\$ 322.6	\$ 351.8
Gaming operations	219.6	218.0
Product sales	103.0	133.8
Gross profit	184.2	210.0
Gaming operations	130.1	134.0
Product sales	54.1	76.0
Operating income	92.4	113.4
<b>INTERNATIONAL</b>		
Revenues	\$ 122.9	\$ 99.4
Gaming operations	45.0	34.9
Product sales	77.9	64.5
Gross profit	67.7	59.4
Gaming operations	30.3	24.8
Product sales	37.4	34.6
Operating income	32.2	29.2
<b>CORPORATE (unallocated)</b>		
Operating expenses	\$ (24.7 )	\$ (22.4 )
<b>CONSOLIDATED</b>		
Revenues	\$ 445.5	\$ 451.2
Gaming operations	264.6	252.9
Product sales	180.9	198.3
Gross profit	251.9	269.4
Gaming operations	160.4	158.8
Product sales	91.5	110.6
Operating income	99.9	120.2

## 17. DISCONTINUED OPERATIONS

## UK Barcrest Group

We sold our UK Barcrest Group in September 2011 and the total consideration remains subject to a final working capital adjustment and contingent consideration related to certain customer arrangements. Additional gain or loss on the sale may be recorded in the future as these outstanding items are resolved. The Barcrest Group results of operations were classified in discontinued operations for all periods presented.

## Japan

The results of discontinued operations also included our international operations in Japan, which closed during 2010. The resolution of an outstanding third party contractual dispute related to our Japan operations is still pending.



## Summary of Results in Discontinued Operations

Quarters Ended December 31,	2011	2010
Revenues	\$ -	\$ 13.6
Income before tax	\$ -	\$ 1.2
Income tax provision	-	(0.3 )
Income from discontinued operations, net of tax	-	0.9
Loss on divestiture before tax	(1.6 )	-
Income tax benefit	0.6	-
Loss on divestiture, net of tax	(1.0 )	-
Income (loss) from discontinued operations, net of tax	\$ (1.0 )	\$ 0.9

## Summary of Assets and Liabilities of Discontinued Operations

At December 31, 2011 and September 30, 2011, there were no remaining assets of discontinued operations and current liabilities of discontinued operations totaling \$5.7 million were presented as a component of other accrued liabilities.

## 18. SUBSEQUENT EVENTS

## Double Down Interactive LLC

In January 2012, we invested \$255 million to acquire Double Down Interactive LLC, a leading online social gaming company based in Seattle, Washington, and developer of the popular DoubleDown Casino® found on Facebook. DDI has a broad and expanding game portfolio, offering blackjack, slots, slot tournaments, video poker, and roulette to social gamers all around the world. This strategic acquisition is expected to establish IGT's position in social gaming and strengthen our core business with new distribution channels for IGT game content.

In addition to the initial investment, which included preliminary adjustments for working capital and certain transactions costs, the total potential consideration of \$505 million provides for additional payments of up to \$165 million over the next three years dependent on financial performance targets, as well as payments of up to \$85 million under an employee retention plan based on continued employment of certain DDI employees during the next two years. The former DDI unit holders also agreed, subject to certain exceptions and limitations, to indemnify IGT for certain damages, and \$25 million of the consideration was held back for 18 months to provide a source of recovery for certain IGT indemnification claims.



Item Management's Discussion and Analysis of Financial Condition and Results of Operations

2.

The following MDA is intended to enhance the reader's understanding of our operations and current business environment from the perspective of our company's management. The following discussion should be read in conjunction with our Annual Report on Form 10-K for the year ended September 30, 2011, as well as the accompanying Consolidated Financial Statements and Notes included in Item 1 of this Form 10-Q.

Unless otherwise indicated in this report:

- International Game Technology, IGT, we, our, or the Company refers to International Game Technology and its consolidated entities
- italicized text with an attached superscript trademark or copyright notation indicates trademarks of IGT or its licensors, and additional IGT trademark information is available on our website at [www.IGT.com](http://www.IGT.com)
  - references to years relate to our fiscal years ending September 30
  - current refers to the fiscal period ended December 31, 2011
  - Note refers to the Notes of our Consolidated Financial Statements in Item 1 of this report
  - references to EPS are on a diluted basis
  - dollar amounts in tables are presented pretax in millions, except EPS
- discussion and analysis relates to results for the current quarter as compared with the prior year quarter

We sometimes refer to the impact of changes in foreign currency exchange rates, which results from translating foreign functional currencies into US dollars, as well as currency transaction remeasurement, for reporting purposes. The impact of foreign currency exchange rate fluctuations represents the difference between current rates and prior period rates applied to current period activity.

#### FORWARD LOOKING STATEMENTS

This report contains statements that do not relate to historical or current facts, but are "forward looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to analyses and other information based on forecasts of future results and estimates of amounts not yet determinable. These statements may also relate to future events or trends, our future prospects and proposed new products, services, developments, or business strategies, among other things. These statements can generally (although not always) be identified by their use of terms and phrases such as anticipate, appear, believe, could, would, estimate, expect, indicate, intend, may, plan, predict, project, pursue, will, continue, and other similar terms and phrases, as well as the use of the future tense.

Examples of forward looking statements in this report include, but are not limited to, the following categories of expectations about:

- our ability to successfully introduce new products and their impact on replacement demand
- the timing, features, benefits, and expected continued or future success of new product introductions and ongoing product, marketing, and strategic initiatives
  - our expected future financial and operational performance
  - our strategic and operational plans
  - our leadership position in the gaming industry
- the advantages offered to customers by our anticipated products and product features
  - gaming growth, expansion, and new market opportunities
- mergers, acquisitions and divestitures, including the expected benefits of completed acquisitions and expectations for, possible acquisitions of, or investments in, businesses, products, and technologies

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- research and development activities, including anticipated benefits from such activities
  - fluctuations in future gross margins and tax rates
  - increasing product sales or machine placements
  - legislative or regulatory developments and related market opportunities
- available capital resources to fund future operating requirements, capital expenditures, payment obligations, acquisitions, and share repurchases
  - losses from off-balance sheet arrangements

financial returns to shareholders related to management of our costs  
the impact of recently adopted accounting pronouncements  
the outcome and expense of litigation  
anticipated increased revenue yields and operating margin if general economic conditions improve

Actual results could differ materially from those expressed or implied in our forward looking statements. Our future financial condition and results of operations, as well as any forward looking statements, are subject to change and to inherent known and unknown risks and uncertainties. See Part II, Item 1A, Risk Factors, in this report for a discussion of these and other risks and uncertainties. You should not assume at any point in the future that the forward looking statements in this report are still valid. We do not intend, and undertake no obligation, to update our forward looking statements to reflect future events or circumstances.

## OVERVIEW

International Game Technology is a global company specializing in the design, development, manufacture, and marketing of electronic gaming equipment and systems products, including online and mobile solutions, for regulated markets. We are a leading supplier of gaming products in substantially all legal jurisdictions worldwide and provide a diverse offering of quality products and services at competitive prices, designed to increase the potential for gaming operator profit and enhance the player's experience.

We manage our operations in two geographic business segments, North America and International, with certain unallocated income and expenses managed at the corporate level. See BUSINESS SEGMENT RESULTS below and Note 16.

Decreased operating results for our 2012 first quarter ended December 31, 2011 reflect lower revenues (down 1%), reduced gross margin (down 300 bps), and higher operating expenses (up 2%). Lower North America product sales were partially offset by increases from International product sales and global gaming operations. Lower units from new openings and casino expansions and slower replacement units in an increasingly competitive environment drove the decrease in North America product sales.

Gaming operations revenues increased in both regional segments, most significant from International's interactive business and growth in our global installed base, primarily in lease operations. North America MegaJackpots® also had the most significant sequential quarter increase in several years.

Gross margin decline in product sales was primarily due to unfavorable product mix and in gaming operations primarily due to unfavorable interest rate changes in jackpot expense. For a more in-depth analysis of our current results, see CONSOLIDATED RESULTS directly following this OVERVIEW.

We continue to partner with our customers in an effort to deliver stronger relationships and innovative gaming products and services. For 2012, we remain focused on the following strategic short-term and long-term objectives designed to continuously improve our business and shareholder value:

### Revenue Growth —

As we continue to reorganize our International infrastructure, we are increasing our sales presence and developing localized game content and regionally attuned platforms to be more aligned to the preferences of target customers. As International gaming markets are expected to grow at a faster pace than US markets, we have increased scalability and positioned our International operations for future developing opportunities. During the 2012 first quarter, our International revenues grew 24%, while North America revenues decreased 8%.

We remain focused on aggressive product innovation to strengthen our portfolio of products and services. The efforts to revitalize our gaming operations installed base continues through increased velocity of game releases, creation of common platforms easily upgradeable for new games, and a portfolio of newer, better performing game titles based on popular culture themes and brands.

We continue to address North America replacement sales with promotional customer incentives, new game titles and versatile platforms. Our G23 MLD® and Universal Slant MLD® cabinet platforms introduced during 2011 have gained acceptance in the marketplace and represented 59% of North America shipments for the 2012 first quarter.

#### Next Generation Platforms —

During the 2012 first quarter, we launched our IGT Cloud solution and “IT as a Service” offering, designed to deliver server-based gaming content and analytics to gaming operators of all sizes. Because the IGT Cloud is expected to be less expensive for our customers and take less time and space to install relative to the traditional server-based solutions, we anticipate it will open up server-based opportunities for the smaller operators that lack full time information technology resources. The IGT Cloud solution is slated for customer trials throughout 2012 and fee based services are planned to be available beginning in 2013.

#### Operational Improvements —

We continue our efforts to optimize efficiencies through our global improvement initiatives, including platform standardization and combining duplicative functions into global service centers. We are building flexibility into our operations to allow us to increase output based on customer demands and improve product time-to-market. Improved efficiencies reduced product rework costs by \$1.7 million during the 2012 first quarter.

#### Interactive —

As a number of jurisdictions around the world consider the legalization of online gaming, our goal is to become a major supplier of interactive online gaming products and services. We are aligning our product and technology development efforts to capitalize on a growing trend toward converged infrastructure products that integrate land-based casino games with online games. We intend to expose a new demographic of patrons to casino style gaming by building on our product base and gaming experience.

With our acquisition of Entraction in June 2011, we advanced our position in legalized interactive gaming markets and strengthened our product portfolio to deliver of full suite of interactive products for all major online gaming specialties—poker, bingo, casino, and sports betting.

In January 2012, we invested \$255 million to acquire Double Down Interactive LLC, a leading online social gaming company and developer of the popular DoubleDown Casino® found on Facebook. DDI has a broad and expanding game portfolio, offering blackjack, slots, slot tournaments, video poker, and roulette to social gamers all around the world. This strategic acquisition is expected to establish IGT’s position in social gaming and strengthen our core business with new distribution channels for IGT game content. See Note 18.

#### Leverage Cash Flows —

Part of our global business model includes strategic uses of our cash flows. With no outstanding balance on our domestic credit facilities at December 31, 2011, we have more flexibility to invest in growth opportunities that support our strategic objectives, such as the acquisition of DDI using cash on hand. Other strategic uses of cash may include investments in future platforms, returning capital to our shareholders, and preparing for future maturities of outstanding debt. See LIQUIDITY AND CAPITAL RESOURCES—Credit Facilities and Indebtedness below.

## CONSOLIDATED RESULTS – A Year Over Year Comparative Analysis

	Quarter Ended December 31,				Favorable (Unfavorable)	
	2011	2010	Amount			%
Revenues	\$ 445.5	\$ 451.2	\$ (5.7 )		-1	%
Gaming operations	264.6	252.9	11.7		5	%
Product sales	180.9	198.3	(17.4 )		-9	%
Machines	115.7	118.6	(2.9 )		-2	%
Non-machine	65.2	79.7	(14.5 )		-18	%
Gross profit	\$ 251.9	\$ 269.4	\$ (17.5 )		-6	%
Gaming operations	160.4	158.8	1.6		1	%
Product sales	91.5	110.6	(19.1 )		-17	%
Gross margin	57 %	60 %	(3) pp		-5	%
Gaming operations	61 %	63 %	(2) pp		-3	%
Product sales	51 %	56 %	(5) pp		-9	%
Units						
Gaming operations						
installed base	55,600	52,600	3,000		6	%
Fixed	10,400	9,400	1,000		11	%
Variable	45,200	43,200	2,000		5	%
Product sales shipped (1)	6,500	7,500	(1,000 )		-13	%
New	2,000	2,200	(200 )		-9	%
Replacement	4,500	5,300	(800 )		-15	%
Product sales recognized						
(2)	7,300	8,300	(1,000 )		-12	%
Operating income	\$ 99.9	\$ 120.2	\$ (20.3 )		-17	%
Operating margin	22 %	27 %	(5) pp		-19	%
Income from continuing						
operations	\$ 50.3	\$ 72.8	\$ (22.5 )		-31	%
Discontinued operations						
(3)	(1.0 )	0.9	(1.9 )		*	
Net income	49.3	73.7	(24.4 )		-33	%
EPS						
Continuing operations	\$ 0.17	\$ 0.25	\$ (0.08 )		-32	%
Discontinued operations	(0.01 )	-	(0.01 )		*	
Net income	\$ 0.16	\$ 0.25	\$ (0.09 )		-36	%

(1) includes units where revenues deferred; (2) correlates with revenues recognized; (3) See Note 17

Three months ended December 31, 2011 compared with three months ended December 31, 2010

Operating income decreased primarily due to lower North America product sales, reduced gross margins, and higher operating expenses, partially offset by increased International revenues and gross profit. Net changes in foreign exchange rates did not impact our 2012 first quarter revenues compared to the 2011 first quarter. Income from continuing operations also decreased primarily due to prior year gain of \$4.3 million on the sale of our CLS equity investment (see Other Income (Expense) section below).

Discontinued Operations (See Note 17)

We sold our UK Barcrest Group in September 2011 and the total consideration remains subject to a final working capital adjustment and contingent consideration related to certain customer arrangements. Additional gain or loss on the sale may be recorded in the future as these outstanding items are resolved. The Barcrest Group results of operations were classified in discontinued operations for all periods presented.

### Consolidated Gaming Operations

Our gaming operations revenues and gross profit improved on increased interactive contributions, largely due to the addition of Entraction, as well as installed base growth in International lease operations and North America MegaJackpots® brands. Overall, our installed base grew 6% compared to the prior year. Average revenue per unit yields increased 1%, with added interactive revenues and improvement in North America MegaJackpots® and International lease operations.

Gross margin decline was primarily due to higher expenses, including \$5.6 million from unfavorable interest rate changes in jackpot expense and slightly higher depreciation due to the increasing mix of newer games.

### Consolidated Product Sales

Product sales revenue and gross profit decreased primarily due to fewer new and expansion units in North America, partially offset by higher International machines and systems sales. Gross margin decline was primarily due to a less favorable mix of products, as well as higher discounts and royalty costs.

Deferred revenue decreased \$9.1 million during the first quarter of 2012 to \$50.0 million at December 31, 2011, primarily related to the completion of obligations under multi-element contracts. During the 2012 first quarter, we recognized revenues for 800 units previously shipped and no units shipped for which revenues were deferred, for a net decrease of 800 units in deferred revenue.

### Operating Expenses

	2011	Quarter Ended December 31, 2010	Amount	Favorable (Unfavorable) %
Selling, general and administrative	\$ 89.7	\$ 82.2	\$ (7.5 )	-9 %
Research and development	46.9	48.9	2.0	4 %
Depreciation and amortization	15.4	18.1	2.7	15 %
Total operating expenses	\$ 152.0	\$ 149.2	\$ (2.8 )	-2 %
Percent of revenues	34 %	33 %		

Three months ended December 31, 2011 compared with three months ended December 31, 2010

Increased operating expense was primarily due to initiatives related to our interactive product line of \$6.4 million, including costs added with Entraction acquired in June 2011, as well as higher professional services primarily related to business acquisitions and higher advertising costs related to the timing of the Las Vegas trade show. These increases were partially offset by lower depreciation and amortization and reduced bad debt provisions (down \$1.9 million).



## Other Income (Expense)

	2011	Quarter Ended December 31, 2010	Amount	Favorable (Unfavorable) %	
Interest Income	\$ 12.0	\$ 13.4	\$ (1.4 )	-10	%
WAP investments	5.2	5.8	(0.6 )	-10	%
Receivables and investments	6.8	7.6	(0.8 )	-11	%
Interest Expense	(30.0 )	(35.4 )	5.4	15	%
WAP jackpot liabilities	(5.2 )	(5.7 )	0.5	9	%
Borrowings	(16.9 )	(22.5 )	5.6	25	%
Convertible debt equity discount	(7.9 )	(7.2 )	(0.7 )	-10	%
Other	(2.8 )	4.3	(7.1 )	*	
Total other income (expense), net	\$ (20.8 )	\$ (17.7 )	\$ (3.1 )	-18	%

Three months ended December 31, 2011 compared with three months ended December 31, 2010

The unfavorable variance in total other income (expense) was primarily due to lower investment gains and foreign currency losses, partially offset by decreased interest expense on lower debt. Other expense in 2011 included a gain of \$4.3 million on the sale of our CLS equity investment.

WAP interest income and expense relates to previous jackpot winner liabilities and accretes at approximately the same rate. WAP interest income also includes earnings on restricted cash and investments held for future winner payments.

## Income Tax Provision (See Note 12)

	2011	Quarter Ended December 31, 2010	Favorable (Unfavorable) Amount	
Income tax provision	\$ 28.8	\$ 29.7	\$ 0.9	
Effective tax rate	36.4	% 29.0	%	(7.4)pp

Our effective tax rate on income from continuing operations increased in 2012, largely due to changes in certain discrete tax items. The 2011 provision included favorable discrete tax items of \$7.0 million related to our manufacturing deduction and the retroactive reinstatement of the R&D tax credit. In addition, the 2012 provision was negatively impacted by losses in foreign jurisdictions for which there are no associated tax benefits.

Differences between our effective tax rate and the US federal statutory rate of 35% principally result from the geographical distribution of taxable income, differences between the book and tax treatment of certain permanent items, and changes in UTB's.

## BUSINESS SEGMENT RESULTS – A Year Over Year Comparative Analysis

Operating income for each regional segment below reflects applicable operating expenses. See Note 16.

## North America

	Quarter Ended December 31,		Favorable (Unfavorable)		
	2011	2010	Amount	%	
Revenues	\$ 322.6	\$ 351.8	\$ (29.2 )	-8	%
Gaming operations	219.6	218.0	1.6	1	%
Product sales	103.0	133.8	(30.8 )	-23	%
Machines	59.1	75.5	(16.4 )	-22	%
Non-machine	43.9	58.3	(14.4 )	-25	%
Gross profit	\$ 184.2	\$ 210.0	\$ (25.8 )	-12	%
Gaming operations	130.1	134.0	(3.9 )	-3	%
Product sales	54.1	76.0	(21.9 )	-29	%
Gross margin	57	60	(3) pp	-5	%
Gaming operations	59	61	(2) pp	-3	%
Product sales	53	57	(4) pp	-7	%
Units					
Gaming operations installed					
base	42,600	41,000	1,600	4	%
Fixed	7,900	7,100	800	11	%
Variable	34,700	33,900	800	2	%
Product sales shipped	3,500	4,500	(1,000 )	-22	%
New	700	1,400	(700 )	-50	%
Replacement	2,800	3,100	(300 )	-10	%
Product sales recognized	3,800	5,100	(1,300 )	-25	%
Operating income	\$ 92.4	\$ 113.4	\$ (21.0 )	-19	%
Operating margin	29	32	(3) pp	-9	%

Three months ended December 31, 2011 compared with three months ended December 31, 2010

North America operating income decline was primarily the result of lower product sales volume and reduced gross margins in both gaming operations and product sales, partially offset by lower operating costs.

North America gaming operations revenues increased with installed base growth in lease operations and MegaJackpots® brands. Gross profit and margin decline was primarily due to unfavorable interest rate changes in jackpot expense and slightly higher depreciation with the increasing mix of newer games. Yield (average revenue per unit) was negatively impacted by a higher mix of lease units and increased discounting trends that offset MegaJackpots® performance improvement.

Product sales revenues and gross profit declines were primarily due to lower machines, parts and conversions, and systems volume primarily attributable to fewer units from new openings and casino expansion, as well as slower replacement sales. The prior year quarter also benefited from the culmination of two significant sales promotional efforts. Gross margin decline was primarily attributed to unfavorable product mix, while higher discounts and royalty costs were offset by lower rework in non-standard costs related to process improvements.



## International

	Quarter Ended December 31,		Favorable (Unfavorable)		
	2011	2010	Amount	%	
Revenues	\$ 122.9	\$ 99.4	\$ 23.5	24	%
Gaming operations	45.0	34.9	10.1	29	%
Product sales	77.9	64.5	13.4	21	%
Machines	56.6	43.1	13.5	31	%
Non-machine	21.3	21.4	(0.1 )	-	
Gross profit	\$ 67.7	\$ 59.4	\$ 8.3	14	%
Gaming operations	30.3	24.8	5.5	22	%
Product sales	37.4	34.6	2.8	8	%
Gross margin	55 %	60 %	(5) pp	-8	%
Gaming operations	67 %	71 %	(4) pp	-6	%
Product sales	48 %	54 %	(6) pp	-11	%
Units					
Gaming operations installed					
base	13,000	11,600	1,400	12	%
Fixed	2,500	2,300	200	9	%
Variable	10,500	9,300	1,200	13	%
Product sales shipped	3,000	3,000	-	-	
New	1,300	800	500	63	%
Replacement	1,700	2,200	(500 )	-23	%
Product sales recognized	3,500	3,200	300	9	%
Operating income	\$ 32.2	\$ 29.2	\$ 3.0	10	%
Operating margin	26 %	29 %	(3) pp	-10	%

Three months ended December 31, 2011 compared with three months ended December 31, 2010

International operating income increased primarily due to higher volume in both product sales and gaming operations, partially offset by higher operating costs primarily related to the Entraction acquisition in June 2011.

International gaming operations revenues and gross profit increased from interactive growth, largely from Entraction, and installed base growth and yield improvement in lease operations. Gaming operations gross margin declines were primarily due to higher depreciation with the increased mix of newer games.

International product sales revenues and gross profit increased with higher recognized units, primarily in the LatAm regions, and increased average selling price. Lower gross margin was primarily attributed to higher contribution in the prior year quarter from Mexico lease-conversion games which carried atypically high margins.

## LIQUIDITY AND CAPITAL RESOURCES

## Sources of Liquidity

## Selected Financial Information and Statistics

	December 31, 2011	September 30, 2011	Increase (Decrease)
Cash and equivalents	\$ 484.7	\$ 460.0	\$ 24.7
Accounts receivable, net	285.9	320.1	(34.2 )
Inventories	96.1	73.0	23.1
Working Capital	925.6	875.2	50.4
Trailing-twelve month statistics, excluding discontinued operations:			
Average days sales outstanding (excluding contracts and notes)	53	60	(7 )
Inventory turns	4.1	5.4	(1.3 )

At December 31, 2011, our principal sources of liquidity were cash and equivalents and amounts available under our credit facilities discussed below under Credit Facilities and Indebtedness. Other potential sources of capital include, but are not limited to, the issuance of debt securities, bank credit facilities and the issuance of equity securities. Foreign subsidiary operations held 24% of our cash and equivalents at December 31, 2011.

Based on past performance and current expectations, we believe the combination of these resources will satisfy our needs for working capital, jackpot liabilities, capital expenditures, debt service, and other liquidity requirements associated with our existing operations into the foreseeable future.

Restricted cash and investments, as well as jackpot annuity investments, are used for funding jackpot winner payments and online player deposits. Restricted cash held by our VIE WAP trusts are used only for funding related jackpot winner payments. See Note 2. Restricted cash at December 31, 2011 also included \$14.6 million designated for acquisitions of noncurrent assets.

Cash and equivalents increased \$24.7 million during the three months ended December 31, 2011, primarily due to cash generated from operations of \$64.8 million, net proceeds from investments and loans of \$20.5 million and net employee stock plan proceeds of \$8.7 million. These increases were mostly offset by capital expenditures of \$49.2 million, dividends paid of \$17.8 million and share repurchases of \$4.4 million.

Inventory turns decreased with higher inventory related to customer deliveries anticipated for our second quarter and new production parts. Average days sales outstanding improved due to lower receivables.

## Double Down Interactive LLC

In January 2012, we invested \$255 million to acquire Double Down Interactive LLC, a leading online social gaming company based in Seattle, Washington, and developer of the popular DoubleDown Casino® found on Facebook. Additionally, the total potential consideration of \$505 million provides for additional payments of up to \$165 million over the next three years dependent on financial performance targets, as well as payments of up to \$85 million under an employee retention plan based on the continued employment of certain DDI employees during the next two years. This strategic acquisition is expected to establish IGT's position in social gaming and strengthen our core business with

new distribution channels for IGT game content.

#### Cash Flows Summary - A Year Over Year Comparative

Three months ended December 31, 2011 compared to the three months ended December 31, 2010

Three Months Ended December 31,	2011	2010	Favorable (Unfavorable)
Operations	\$ 64.8	\$ 102.4	\$ (37.6 )
Investing	(28.7 )	(0.9 )	(27.8 )
Financing	(13.5 )	(92.4 )	78.9
Effects of exchange rates	2.1	1.2	0.9
Net Change	\$ 24.7	\$ 10.3	\$ 14.4

#### Operating Cash Flows

Operating cash flows decreased, primarily due to lower earnings and more cash used for income taxes, inventory and accounts payable and accrued liabilities. These were partially offset by decreased cash used for jackpot liabilities and more cash provided from receivables. Cash flows related to jackpot liabilities fluctuate based on the timing of jackpots and winner payments, volume of play, and market variations in applicable interest rates.

## Investing Cash Flows

We used more cash for investing primarily due to less cash provided from affiliate investments, additional restricted cash designated for acquisition of noncurrent assets, and increased capital expenditures, partially offset by increased proceeds from the sale of assets.

Three Months Ended December 31,	2011	2010	Increase (Decrease)
Property, plant and equipment	\$ 9.8	\$ 1.4	\$ 8.4
Gaming operations equipment	39.0	40.6	(1.6 )
Intellectual property	0.4	0.3	0.1
Total capital expenditures	\$ 49.2	\$ 42.3	\$ 6.9

## Financing Cash Flows

Decreased cash used for financing was primarily related to decreased debt repayments.

## Credit Facilities and Indebtedness (See Note 10)

## Domestic Credit Facility

At December 31, 2011, no amounts were outstanding on our domestic credit facility, \$729.0 million was available, and \$21.0 million was reserved for letters of credit and performance bonds. We were in compliance with all debt covenants at December 31, 2011, with an interest coverage ratio of 12.0:1 and a net funded debt leverage ratio of 1.8:1.

The domestic credit facility interest rates and facility fees are based on our public debt ratings or our Net Funded Debt to EBITDA ratio (debt minus unrestricted cash and investments in excess of \$150.0 million), whichever is more favorable to IGT. At December 31, 2011, our interest rate was LIBOR plus 102.5 bps on borrowings with a facility fee of 22.5 bps.

The domestic credit facility carries no limitations on share repurchases or dividend payments, presuming no default and includes the following financial and restrictive covenants (all terms as defined by the facility):

- a minimum ratio of 3.0 adjusted EBITDA to interest expense (interest coverage ratio)
- a maximum ratio of 3.5 for net funded debt to adjusted EBITDA (net funded debt leverage ratio)
- certain restrictions on our ability to:
  - pledge the securities of our subsidiaries
  - permit our subsidiaries to incur or guaranty additional debt, or enter into swap agreements
  - incur liens
  - merge with or acquire other companies, liquidate or dissolve
  - sell, transfer, lease or dispose of all or substantially all assets
  - change the nature of our business

The domestic credit facility specifies a number of events of default (some of which are subject to applicable grace or cure periods), including failure to make timely principal and interest payments or satisfy the covenants. An event of default, if not cured, could cause the entire outstanding borrowings under the credit facility to become immediately due and payable; additionally, lenders may cease making loans and/or terminate commitments, and cross default provisions may be triggered in other debt issuances.





## Foreign Credit Facility

At December 31, 2011, \$10.2 million was available with no amounts outstanding under our IGT-Australia subsidiary revolving credit facility, which generally renews annually with maturity in February and is guaranteed by the parent company, International Game Technology.

## Financial Condition

	December 31, 2011	September 30, 2011	Increase (Decrease)
Assets	\$ 4,153.5	\$ 4,154.4	\$ (0.9 )
Liabilities	2,664.9	2,709.6	(44.7 )
Total Equity	1,488.6	1,444.8	43.8

## Changes During The Three Months Ended December 31, 2011

Total assets decreased slightly primarily due to reductions in customer receivables of \$34.2 million, deferred income taxes of \$12.0 million and intangible assets related to amortization of \$10.6 million, partially offset by increases in cash of \$35.3 million and inventory of \$23.1 million.

Liabilities decreased primarily due to reductions of \$29.2 million in accrued employee benefits and \$20.2 million in accrued interest, partially offset by an increase of \$10.8 million in net debt. Total equity increased primarily due to earnings.

## Arrangements with Off-Balance Sheet Risk

In the normal course of business, we are a party to financial instruments with off-balance sheet risk, such as performance bonds, guarantees and product warranties not reflected in our balance sheet. We may provide indemnifications of varying scope and terms to customers, vendors, lessors, business partners and other parties with respect to certain matters, including but not limited to, losses arising:

- out of our breach of agreements with those parties
- from services to be provided by us
- from IP infringement claims made by third parties

Additionally, we have agreements with our directors and certain officers that require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. We have also agreed to indemnify certain former officers and directors of acquired companies. We maintain director and officer insurance, which may cover our liabilities arising from these indemnification obligations in certain circumstances.

It is not possible to determine the maximum potential obligations under these indemnification undertakings due to the unique facts and circumstances involved in each particular agreement. Such indemnification undertakings may not be subject to maximum loss clauses. Historically, we have not incurred material costs related to indemnification obligations.

We do not expect any material losses to result from these arrangements and do not rely on off-balance sheet financing arrangements to fund our operations. See Note 11.

RECENTLY ISSUED ACCOUNTING STANDARDS

At December 31, 2011, there were no recently issued accounting standards that are expected to have a material impact on our financial statements. See Note 1.

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## CRITICAL ACCOUNTING ESTIMATES

Our consolidated financial statements were prepared in conformity with US GAAP. Accordingly, we are required to make estimates incorporating judgments and assumptions we believe are reasonable based on our historical experience, contract terms, trends in our company and the industry as a whole, as well as information available from other outside sources. Our estimates affect amounts recorded in the financial statements and actual results may differ from initial estimates.

We consider the following accounting estimates to be the most critical to fully understand and evaluate our reported financial results. They require us to make subjective or complex judgments about matters that are inherently uncertain or variable. The following accounting estimates are considered the most sensitive to changes from external factors.

- revenue recognition
- goodwill, other intangible assets, royalties, and affiliate investments
- jackpot liabilities and expenses
- inventory and gaming operations equipment
- income taxes

There have been no significant changes in our critical accounting estimates since those presented in Item 7 of our Annual Report on Form 10-K for the year ended September 30, 2011.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company's market risk profile has not changed materially during the first three months of 2012 since those presented in Item 7A of our Annual Report on Form 10-K for the year ended September 30, 2011.

### Item 4. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by the SEC's rules and forms, and that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate, to allow for timely decisions regarding required disclosures. We recognize that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving desired control objectives. Judgment is required when designing and evaluating the cost-benefit relationship of potential controls and procedures.

As of the end of the period covered by this report, with the supervision and participation of management, including our CEO and CFO, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our CEO and CFO have concluded that, as of the end of such period, our disclosure controls and procedures were effective at the reasonable assurance level.

#### Changes in Internal Control Over Financial Reporting

As a part of our normal operations, we update our internal controls as necessary to accommodate any modifications to our business processes or accounting procedures. No changes occurred during the most recent fiscal quarter that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

For a description of our material legal proceedings, see Note 11, which is incorporated by reference in response to this item.

### Item 1A. Risk Factors

Set forth below and elsewhere in this Quarterly Report on Form 10-Q, and in other documents we file with the SEC, are risks and uncertainties that could cause actual results to differ materially from the results expressed or implied by the forward-looking statements contained in this Quarterly Report. These risks include any material changes to and supersede the risks previously disclosed in Part I, Item 1A in our Annual Report on Form 10-K for the year ended September 30, 2011.

Our business is vulnerable to changing economic conditions and to other factors that adversely affect the gaming industry, which have negatively impacted and could continue to negatively impact the play levels of our participation games, our product sales, and our ability to collect outstanding receivables.

Demand for our products and services depends largely upon favorable conditions in the gaming industry, which is highly sensitive to players' disposable incomes and gaming activities. Discretionary spending on entertainment activities could further decline for reasons beyond our control, such as continued negative economic conditions, natural disasters, acts of war or terrorism, transportation disruptions or health epidemics. Any prolonged or significant decrease in consumer spending on entertainment activities could result in reduced play levels on our participation games, causing our cash flows and revenues from a large share of our recurring revenue products to decline. Unfavorable economic conditions have also resulted in a tightening in the credit markets, decreased liquidity in many financial markets, and significant volatility in the credit and equity markets.

A decline in the relative health of the gaming industry and the difficulty or inability of our customers to obtain adequate levels of capital to finance their ongoing operations reduces their resources available to purchase our products and services, which adversely affects our revenues. If we experience a significant unexpected decrease in demand for our products, we could also be required to increase our inventory obsolescence charges.

Furthermore, the extended economic downturn has impacted and could continue to impact the ability of our customers to make timely payments to us which could adversely affect our results of operations. We have, and may continue, to incur additional provisions for bad debt related to credit concerns on certain receivables.

Our ability to operate in our existing land-based or online jurisdictions or expand into new land-based or online jurisdictions could be adversely affected by changing regulations, new interpretations of existing laws, and difficulties or delays in obtaining or maintaining needed licenses or approvals.

We operate only in jurisdictions where gaming is legal. The gaming industry is subject to extensive governmental regulation by US federal, state and local governments, as well as tribal officials or organizations and foreign governments. While the regulatory requirements vary by jurisdiction, most require:

- licenses and/or permits
- findings of suitability
- documentation of qualifications, including evidence of financial stability

- other required approvals for companies who manufacture or distribute gaming equipment and services, including but not limited to approvals for new products
- individual suitability of officers, directors, major shareholders and key employees

Any license, permit, approval or finding of suitability may be revoked, suspended or conditioned at any time. We may not be able to obtain or maintain all necessary registrations, licenses, permits or approvals, or could experience delays related to the licensing process which could adversely affect our operations and our ability to maintain key employees.

To expand into new jurisdictions, we may need to be licensed, obtain approvals of our products and/or seek licensure of our officers, directors, major stockholders, key employees or business partners. If we fail to seek, do not receive or receive a revocation of a license in a particular jurisdiction for our games and gaming machines, hardware or software, we cannot sell or place on a participation or leased basis our products in that jurisdiction. Any delays in obtaining or difficulty in maintaining regulatory approvals needed for expansion within existing markets or into new jurisdictions can negatively affect our opportunities for growth.

Further, changes in existing gaming regulations or new interpretations of existing gaming laws, both with respect to land-based and online gaming activities, may hinder or prevent us from continuing to operate in those jurisdictions where we currently do business, which would harm our operating results. In particular, the enactment of unfavorable legislation or government efforts affecting or directed at manufacturers or gaming operators, such as referendums to increase gaming taxes or requirements to use local distributors, would likely have a negative impact on our operations. Additionally, evolving laws and regulations regarding data privacy could adversely impact opportunities for growth in our online business, and could result in additional compliance-related costs.

Slow growth in the establishment of new gaming jurisdictions or the number of new casinos, declines in the rate of replacement of existing gaming machines and ownership changes and consolidation in the casino industry could limit or reduce our future profits.

Demand for our products is driven substantially by the establishment of new land-based and/or online gaming jurisdictions, the addition of new casinos or expansion of existing casinos within existing gaming jurisdictions and the replacement of existing gaming machines. The establishment or expansion of gaming in any jurisdiction, whether land-based or online, typically requires a public referendum or other legislative action. As a result, gaming continues to be the subject of public debate, and there are numerous active organizations that oppose gaming. Opposition to gaming could result in restrictions on or even prohibitions of gaming operations or the expansion of operations in any jurisdiction.

In addition, the construction of new casinos or expansion of existing casinos fluctuates with demand, general economic conditions and the availability of financing. The rate of gaming growth in North America has diminished and machine replacements are at historically low levels. Slow growth in the establishment of new gaming jurisdictions or delays in the opening of new or expanded casinos and continued declines in, or low levels of demand for, machine replacements could reduce the demand for our products and our future profits. Because a substantial portion of our sales come from repeat customers, our business could be affected if one or more of our customers is sold to or merges with another entity that utilizes more of the products and services of one of our competitors or that reduces spending on our products or causes downward pricing pressures. Such consolidations could lead to order cancellations, a slowing in the rate of gaming machine replacements, or require our current customers to switch to our competitors' products, any of which could negatively impact our results of operations.

Demand for our products and the level of play of our products could be adversely affected by changes in player and operator preferences.

As a supplier of gaming machines, we must offer themes and products that appeal to gaming operators and players. There is constant pressure to develop and market new game content and technologically innovative products. Our revenues are dependent on the earning power and life span of our games. We therefore face continuous pressure to design and deploy new and successful game themes to maintain our revenue and remain competitive. If we are unable to anticipate or react timely to any significant changes in player preferences, such as a negative change in the trend of acceptance of our newest systems innovations or jackpot fatigue (declining play levels on smaller jackpots), the demand for our gaming products and the level of play of our gaming products could decline. Further, our products could suffer a loss of floor space to table games or other more technologically advanced games or operators may

reduce revenue sharing arrangements, each of which would harm our sales and financial results. In addition, general changes in consumer behavior, such as reduced travel activity or redirection of entertainment dollars to other venues, could result in reduced demand and reduced play levels for our gaming products.



The gaming industry is intensely competitive. We face competition from a growing number of companies and, if we are unable to compete effectively, our business could be negatively impacted.

Competition among gaming and systems providers, including manufacturers of electronic gaming equipment and systems products, is intense. Competition in our industry is primarily based on the amount of profit our products generate for our customers, together with cost savings, convenience, and other benefits. Additionally, we compete on the basis of price and financing terms made available to customers, the appeal of game content and features to the end player, and the features and functionality of our hardware and software products. Our competitors range from small, localized companies to large, multi-national corporations, several of which have substantial resources.

Competition in the gaming industry is intense due to the increasing number of providers, combined with the limited number of operators and jurisdictions in which they operate. This combination of a growing number of providers and a limited number of operators has resulted in an increased focus on price to value. To compete effectively, providers must offer innovative products, with increasing features and functionality benefiting the operators along with game content appealing to the end player, at prices that are attractive to operators.

Obtaining space and favorable placement on casino gaming floors is also a competitive factor in our industry. In addition, the level of competition among equipment providers has increased significantly due to consolidation among casino operators and cutbacks in capital spending by casino operators resulting from the economic downturn and decreased player spend.

Our online operations are also subject to intense competition. In particular, the online virtual casino operated by DDI is relatively new, and new competitors are likely to emerge, some of which may be operated by social gaming companies with a larger base of existing users, or by casino operators with more experience in operating a casino. If the products offered through our online businesses do not maintain their popularity, or fail to grow in a manner that meets our expectations, our results of operations and financial condition could be harmed.

Our success in the competitive gaming industry depends in large part on our ability to develop and manage frequent introductions of innovative products.

The gaming industry is characterized by dynamic customer demand and technological advances, both for land-based and online gaming products. As a result, we must continually introduce and successfully market new themes and technologies in order to remain competitive and effectively stimulate customer demand. To remain competitive, we have invested resources towards our research and development efforts to introduce new and innovative games with dynamic features to attract new customers and retain existing customers.

We intend to continue investing resources toward our research and development efforts. There is no assurance that our investments in research and development will lead to successful new technologies or timely new products. We invest heavily in product development in various disciplines from hardware, software, and firmware engineering to game design, video, multimedia, graphics, and sound. Because our newer products are generally more technologically sophisticated than those we have produced in the past, we must continually refine our production capabilities to meet the needs of our product innovation. If we cannot efficiently adapt our manufacturing infrastructure to meet the needs of our product innovations, or if we are unable to make upgrades in our production capacity in a timely manner, our business could be negatively impacted.

Our customers will accept a new product only if it is likely to increase operator profits more than competitors' products. The amount of operator profits primarily depends on consumer play levels, which are influenced by player demand for our product. There is no certainty that our new products will attain this market acceptance or that our competitors will not more effectively anticipate or respond to changing customer preferences. In addition, any delays

by us in introducing new products could negatively impact our operating results by providing an opportunity for our competitors to introduce new products and gain market share ahead of us.

The risks related to operations in foreign countries and outside of traditional US jurisdictions could negatively affect our results.

We operate in many countries outside of the US and in tribal jurisdictions with sovereign immunity which subjects us to certain inherent risks. A significant portion of our revenues is derived from our International business segment. Developments such as noted below could adversely affect our financial condition and results of operations:

- social, political or economic instability
- additional costs of compliance with international laws or unexpected changes in regulatory requirements
- the effects that evolving regulations regarding data privacy may have on our online operations
- tariffs and other trade barriers
- fluctuations in foreign exchange rates outside the US
- adverse changes in the creditworthiness of parties with whom we have significant receivables or forward currency exchange contracts
- expropriation, nationalization and restrictions on repatriation of funds or assets
- difficulty protecting our intellectual property
- recessions in foreign economies
- difficulties in maintaining foreign operations
- changes in consumer tastes and trends
- acts of war or terrorism
- US government requirements for export

We may be unable to protect our IP.

A significant portion of our revenues is generated from products using certain IP rights and our operating results would be negatively impacted if we are unsuccessful in protecting these rights from infringement. In addition, some of our most popular games and features are based on trademarks, patents and other IP licensed from third parties. Our future success may depend upon our ability to obtain, retain and/or expand licenses for popular IP rights with reasonable terms in a competitive market. In the event that we cannot renew and/or expand existing licenses, we may be required to discontinue or limit our use of the games or gaming machines that use the licensed technology or bear the licensed marks.

Our success may depend in part on our ability to obtain trademark protection for the names or symbols under which we market our products and to obtain copyright protection and patent protection of our proprietary technologies, intellectual property and other game innovations. We may not be able to build and maintain goodwill in our trademarks or obtain trademark or patent protection, and there can be no assurance that any trademark, copyright or issued patent will provide competitive advantages for us or that our intellectual properties will not be successfully challenged or circumvented by competitors.

We also rely on trade secrets and proprietary know-how to protect certain proprietary knowledge and have entered into confidentiality agreements with our employees and independent contractors regarding our trade secrets and proprietary information. However, there can be no guarantees that our employees and consultants will not breach these agreements, and if these agreements are breached it is unlikely that the remedies available to us will be sufficient to compensate us for the damages suffered. Additionally, despite various confidentiality agreements and other trade secret protections, our trade secrets and proprietary know-how could become known to, or independently developed by, competitors.

We may be subject to claims of IP infringement or invalidity and adverse outcomes of litigation could unfavorably affect our operating results.

Competitors and others may infringe on our intellectual property rights, or may allege that we have infringed on theirs. Monitoring infringement and misappropriation of intellectual property can be difficult and expensive, and we may not be able to detect infringement or misappropriation of our proprietary rights. We may also incur significant litigation and other expenses protecting our intellectual property or defending our use of intellectual property, reducing our ability to bring new products to market in the future. These expenses could have an adverse effect on our future cash flows and results of operations. Our assessment of current IP litigation could change in light of the

discovery of facts not presently known to us or determinations by judges, juries or others that do not agree with our evaluation of the possible liability or outcome of such litigation. If we are found to infringe on the rights of others we could be required to discontinue offering certain products or systems, to pay damages, or purchase a license to use the intellectual property in question from its owner. Litigation can also distract management from the day-to-day operations of the business. There can be no assurances that certain of our products, including those with currently pending patent applications, will not be determined to have infringed upon an existing third party patent.

Business combinations and investments in intellectual properties or affiliates present risk, and we may not be able to realize the financial and strategic goals that were contemplated at the time of the transaction, which could materially affect our financial results.

We have invested and may continue to invest in strategic business combinations and acquisitions of important technologies and IP that we believe will expand our geographic reach, product lines, and/or customer base. We may encounter difficulties in the assimilation of acquired operations, technologies and/or products, or an acquisition may prove to be less valuable than the price we paid, or we may otherwise not realize the anticipated benefits of an acquisition. We also may encounter difficulties applying our internal controls to an acquired business. Any of these events or circumstances may have an adverse effect on our business by requiring us to, among other things, record substantial impairment charges on goodwill and other intangible assets, resulting in a negative impact on our operating results.

Moreover, as we continue the process of evaluating our business in conjunction with an assessment of our long-term strategic goals, we will also further evaluate past and potential investments to determine if and how they will fit into our organizational structure going forward. If an event or change occurs in affiliate relationships or agreements associated with business combinations, we may be required to reassess cash flows, recoverability, useful lives, and fair value measurements, which may result in material impairment charges.

As we enter into new lines of business and expand our online offerings, there may be unintended adverse effects on our land-based business. For example, our DoubleDown Casino® online virtual casino may be offered on Facebook alongside existing or planned online virtual casino offerings by one or more of our casino customers. One or more of such casino customers could view our online virtual casino offering as competing with its offering. If, as a result of this view, one or more of such customers modifies, reduces or terminates its business relationship with us with respect to our land-based products and services, it could have a negative impact on our business and our operating results.

Failure to attract, retain and motivate key employees may adversely affect our ability to compete.

Our success depends largely on recruiting and retaining talented employees. The market for qualified executives and highly skilled, technical workers is intensely competitive. The loss of key employees or an inability to hire a sufficient number of technical staff could limit our ability to develop successful products and cause delays in getting new products to market.

Our gaming machines and online operations may experience losses due to technical problems or fraudulent activities.

Our success depends on our ability to avoid, detect, replicate and correct software and hardware anomalies and fraudulent manipulation of our gaming machines, systems, and online offerings. We incorporate security features into the design of our gaming machines and other systems, including those responsible for our online operations, which are designed to prevent us and our patrons from being defrauded. We also monitor our software and hardware to avoid, detect and correct any technical errors. However, there can be no guarantee that our security features or technical efforts will continue to be effective in the future. If our security systems fail to prevent fraud or if we experience any significant technical difficulties, our operating results could be adversely affected. Additionally, if third parties breach our security systems and defraud our patrons, or if our hardware or software experiences any technical anomalies, the public may lose confidence in our gaming products and online operations or we could become subject to legal claims by our customers or to investigation by gaming authorities.

Our gaming machines and online offerings have experienced anomalies and fraudulent manipulation in the past. Games and gaming machines may be replaced by casinos and other gaming machine operators if they do not perform according to expectations, or may be shut down by regulators. The occurrence of anomalies in, or fraudulent

manipulation of, our games, gaming machines, systems, or online games and systems may give rise to claims for lost revenues and related litigation by our customers and may subject us to investigation or other action by gaming regulatory authorities including suspension or revocation of our gaming licenses, or disciplinary action.

Our online virtual casino offering is conducted almost entirely through Facebook, and our business and our growth prospects would suffer if we fail to maintain a good relationship with Facebook, or if Facebook were to alter the terms of our relationship.

DoubleDown Casino®, which is our online virtual casino offering, operates almost entirely through Facebook. Consequently, our operating platform, growth prospects and future revenues from this online offering are dependent on our relationship with Facebook. While DDI has historically maintained a good relationship with Facebook, our online virtual casino offering would suffer if we are unable to continue this relationship in the future.

In addition, our relationship with Facebook is not governed by a contract, but rather by Facebook's standard terms and conditions for application developers. Facebook modifies these terms and conditions from time to time, and any future change, including any change required as a result of government regulation, could have a material adverse impact on our business. For example, if Facebook were to increase the fees that it charges application developers our revenues would suffer. Additionally, if Facebook were to limit our ability to use personal information about users, or were to develop competitive offerings, either on its own or in cooperation with another competitor, our growth prospects would be negatively impacted.

Our online offerings are part of a new and evolving industry, which presents significant uncertainty and business risks.

Online gaming, including social gaming, is a relatively new industry that continues to evolve. The success of this industry and our online business will be affected by future developments in social networks, mobile platforms, regulatory developments, data privacy laws and regulations, and other factors that we are unable to predict, and are beyond our control. This environment can make it difficult to plan strategically and can provide opportunities for competitors to grow revenues at our expense. Consequently, our future operating results relating to our online offerings may be difficult to predict and we cannot provide assurance that our online offerings will grow at the rates we expect, or be successful in the long term.

Systems, network or telecommunications failures or cyber-attacks may disrupt our business and have an adverse effect on our results of operations.

Any disruption in our network or telecommunications services could affect our ability to operate our games or financial systems, which would result in reduced revenues and customer down time. Our network and databases of business or customer information are susceptible to outages due to fire, floods, power loss, break-ins, cyber-attacks, network penetration, data privacy or security breaches, denial of service attacks and similar events. Despite our implementation of network security measures and data protection safeguards, our servers and computer resources are vulnerable to viruses, malicious software, hacking, break-ins or theft, third-party security breaches, employee error or malfeasance, and other potential compromises. Disruptions from unauthorized access to or tampering with our computer systems in any such event could have a material adverse effect on our business, reputation, operating results and financial condition.

Our outstanding domestic credit facility subjects us to financial covenants which may limit our flexibility.

Our domestic credit facility subjects us to a number of financial covenants, including a minimum ratio of Adjusted EBITDA to interest expense minus interest on jackpot liabilities and a maximum ratio of Net Funded Debt to Adjusted EBITDA. Our failure or inability to comply with these covenants will cause an event of default that, if not cured, could cause the entire outstanding borrowings under our domestic credit facility, 5.5% Bonds, 7.5% Bonds and Notes to become immediately due and payable. In addition, our interest rate under the domestic credit facility can vary based on our public credit rating or our Net Funded Debt to Adjusted EBITDA ratio. Each of these measures may be adversely impacted by unfavorable economic conditions. The domestic credit facility also includes restrictions that may limit our flexibility in planning for, or reacting to, changes in our business and the industry.

Our outstanding Notes subject us to additional risks.

Our Notes issued in May 2009 contain a net settlement feature, which entitles holders to receive cash up to \$1,000 per Note and shares for any excess conversion value as determined by the respective governing indentures. Consequently, if a significant number of Notes are converted or redeemed, we would be required to make significant cash payments to the holders who convert or redeem the Notes.

In connection with the offering of the Notes, we entered into additional separate transactions for note hedges and warrant transactions. In connection with these transactions, the hedge counterparties and/or their respective affiliates may enter into various derivative transactions with respect to our common stock and may enter into or unwind various derivative transactions and/or purchase or sell our common stock in secondary market transactions prior to maturity of the Notes. These activities could have the effect of increasing or preventing a decline in, or having a negative effect on, the value of our common stock and could have the effect of increasing or preventing a decline in the value of our common stock during any conversion reference period related to a conversion of the Notes. The warrant transactions could separately have a dilutive effect from the issuance of our common stock pursuant to the warrants.



A decline in and/or sustained low interest rates causes an increase in our jackpot expense which could limit or reduce our future profits.

Changes in prime and/or treasury and agency interest rates during a given period cause fluctuations in jackpot expense largely due to the revaluation of future winner liabilities. When rates increase, jackpot liabilities are reduced as it costs less to fund the liability. However, when interest rates decline or remain low the value of the liability (and related jackpot expense) increases because the cost to fund the liability increases. Our results may continue to be negatively impacted by continuing low interest rates or further declines in interest rates, resulting in increased jackpot expense and a reduction of our investment income, which could limit or reduce our future profits.

New products may be subject to complex and dynamic revenue recognition standards, which could materially affect our financial results.

As we introduce new products and transactions become increasingly complex, additional analysis and judgment is required to account for and recognize revenues in accordance with generally accepted accounting principles. Transactions may include multiple element arrangements, software components, unique new product offerings, such as our virtual currency games at our DoubleDown Casino®, and applicable accounting principles or regulatory product approval delays could further change the timing of revenue recognition and could adversely affect our financial results for any given period. Fluctuations may occur in our deferred revenues and reflect our continued shift toward more multiple element contracts that include systems and software.

Investments and development financing loans could adversely impact liquidity or cause us to incur loan losses or record a charge to earnings if our investments become impaired.

We invest in and/or provide financing for expansion or construction of gaming locations and other business purposes, including locations abroad. Such investment and financing activities subject us to increased credit risk in certain regions, which could be exacerbated by current unfavorable economic conditions or other political or economic instability in those regions. We monitor our investments and financing activities to assess impairment on a quarterly basis.

We have in the past and may in the future incur losses on these types of investments and loans. Our results of operations, liquidity or financial position may be negatively impacted if we are unable to collect on loans or derive benefit from our investments.

Current environmental laws and regulations, or those enacted in the future, could result in additional liabilities and costs.

The manufacturing of our products may require the use of materials that are subject to a variety of environmental, health and safety laws and regulations (such as climate change legislation). Compliance with these laws could increase our costs and impact the availability of components required to manufacture our products. Violation of these laws may subject us to significant fines, penalties or disposal costs, which could negatively impact our results of operations, financial position or cash flows.

## Item Unregistered Sales of Equity Securities and Use of Proceeds

2.

## Share Repurchases

The purpose of our common stock repurchase plan, as amended on June 7, 2011 when our Board of Directors authorized repurchases of up to \$500.0 million, is to return value to our shareholders by reducing the number of shares outstanding. We may use open market or privately negotiated transactions, as well as Rule 10b5-1 trading plans, depending on market conditions and other factors. The authorization does not specify an expiration date.

Periods of 2012 first quarter	Total (a) Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as part of a Publicly Announced Plan	Approximate Dollar Value of Shares Still Available for Purchase Under the Plan
October 2 - October 29, 2011	-	\$ -	-	\$ 449.9
October 30 - November 26, 2011	0.3	\$ 16.74	0.3	445.6
November 27 - December 31, 2011	0.1	\$ 16.67	-	\$ 445.6
Total	0.4	\$ 16.72	0.3	

(a) Includes 141,000 of restricted shares or units tendered by employees at fair value at vesting for tax withholding obligations

## Item Defaults Upon Senior Securities

3.

None

## Item Mine Safety Disclosures

4.

Not Applicable

## Item Other Information

5.

None

## Item Exhibits

6.

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

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Certification of Chief 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 Chief 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

101.INS XBRL Instance

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation

101.DEF XBRL Taxonomy Extension Definition

101.LAB XBRL Taxonomy Extension Labels

101.PRE XBRL Taxonomy Extension Presentation

Signatures

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

Date: February 8, 2012

INTERNATIONAL GAME TECHNOLOGY

By: /s/ Patrick W. Cavanaugh  
Patrick W. Cavanaugh  
Executive Vice President, Chief Financial Officer, and Treasurer  
(Principal Financial Officer)