

INTERNATIONAL GAME TECHNOLOGY  
Form 10-Q  
August 02, 2013

**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 June 29, 2013**

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**

(Exact name of registrant as specified in its charter)

Nevada 88-0173041  
(State or other jurisdiction of incorporation or organization) (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

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 July 30, 2013:

260.8 million shares of common stock at \$.00015625 par value.

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**TABLE OF CONTENTS**

|  |           |
|--|-----------|
| <b>GLOSSARY OF TERMS AND ABBREVIATIONS (as used in this document)</b>                                | <b>3</b>  |
| <b>PART I – FINANCIAL INFORMATION</b>  |           |
| <b>Item 1. Unaudited Consolidated Interim Financial Statements</b>                                   | <b>4</b>  |
| CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  | 5         |
| CONSOLIDATED BALANCE SHEETS  | 6         |
| CONSOLIDATED STATEMENTS OF CASH FLOWS  | 7         |
| SUPPLEMENTAL CASH FLOWS INFORMATION  | 8         |
| NOTES TO UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS   | 9         |
| <b>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</b> | <b>30</b> |
| OVERVIEW   | 32        |
| CONSOLIDATED RESULTS - A Year Over Year Comparative Analysis   | 33        |
| BUSINESS SEGMENT RESULTS <i>(See Note 15)</i>  | 39        |
| LIQUIDITY AND CAPITAL RESOURCES  | 43        |
| RECENTLY ISSUED ACCOUNTING STANDARDS OR UPDATES  | 46        |
| CRITICAL ACCOUNTING ESTIMATES  | 46        |
| <b>Item 3. Quantitative and Qualitative Disclosures about Market Risk</b>                            | <b>47</b> |
| <b>Item 4. Controls and Procedures</b>   | <b>48</b> |
| <b>PART II – OTHER INFORMATION</b>   |           |
| <b>Item 1. Legal Proceedings</b>   | <b>48</b> |
| <b>Item 1A. Risk Factors</b>   | <b>48</b> |
| <b>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</b>                           | <b>56</b> |

|  |           |
|--|-----------|
| <b>Item 3. Defaults Upon Senior Securities</b> | <b>56</b> |
| <b>Item 4. Mine Safety Disclosures</b>         | <b>56</b> |
| <b>Item 5. Other Information</b>               | <b>56</b> |
| <b>Item 6. Exhibits</b>                        | <b>57</b> |

**GLOSSARY OF TERMS AND ABBREVIATIONS** *(as used in this document)***Fiscal dates—actual** **Fiscal dates—as presented:**

|                    |                    |
|--------------------|--------------------|
| June 29, 2013      | June 30, 2013      |
| July 2, 2012       | June 30, 2012      |
| September 29, 2012 | September 30, 2012 |

| <b><u>Abbreviation/term</u></b> | <b><u>Definition</u></b>  |
|---------------------------------|---|
| Anchor                          | Anchor Gaming   |
| AOCI                            | accumulated other comprehensive income (loss)   |
| APIC                            | additional paid-in-capital  |
| ASP                             | average sales price per machine unit  |
| ASR                             | accelerated share repurchase transaction  |
| 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  |
| CEO                             | chief executive officer   |
| CFO                             | chief financial officer   |
| DAU                             | Daily Active Users  |
| DCF                             | discounted cash flow  |
| DoubleDown                      | Double Down Interactive LLC   |
| EBITDA                          | earnings before interest, taxes, depreciation, and amortization                       |
| EPS                             | earnings per share  |
| ERISA                           | Employee Retirement Income Security Act   |
| 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                           |
| <i>IGT rgs</i> <sup>®</sup>     | IGT Remote Game Server <sup>®</sup>   |
| IP                              | intellectual property   |
| IRS                             | Internal Revenue Service  |
| LBG                             | Lightning Box Games Pty   |
| LIBOR                           | London inter-bank offered rate  |
| MAU                             | Monthly Active Users  |
| MDA                             | management's discussion and analysis of financial condition and results of operations |
| 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   |
| SG&A                            | sales, general and administrative   |
| UK                              | United Kingdom  |
| US                              | United States   |
| UTBs                            | unrecognized tax benefits   |

|       |   |
|-------|---|
| VIE   | variable interest entity                    |
| VWAP  | average daily volume weighted average price |
| VLT   | video lottery terminal                      |
| WAP   | wide area progressive                       |
| Yield | average revenue per unit per day            |
| *     | not meaningful (in tables)                  |

**PART I – FINANCIAL INFORMATION**

|                |  |    |
|----------------|--|----|
| <b>Item 1.</b> | <b>Unaudited Consolidated Interim Financial Statements</b>   |    |
|                | CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME              | 5  |
|                | CONSOLIDATED BALANCE SHEETS                                  | 6  |
|                | CONSOLIDATED STATEMENTS OF CASH FLOWS                        | 7  |
|                | SUPPLEMENTAL CASH FLOWS INFORMATION                          | 8  |
|                | NOTES TO UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS | 9  |
| 1.             | SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES                   | 9  |
| 2.             | VARIABLE INTERESTS AND AFFILIATES                            | 11 |
| 3.             | RECEIVABLES  | 12 |
| 4.             | CONCENTRATIONS OF CREDIT RISK                                | 14 |
| 5.             | INVENTORIES  | 14 |
| 6.             | PROPERTY, PLANT AND EQUIPMENT                                | 14 |
| 7.             | GOODWILL AND OTHER INTANGIBLES                               | 14 |
| 8.             | FAIR VALUE MEASUREMENTS                                      | 15 |
| 9.             | FINANCIAL DERIVATIVES  | 17 |
| 10.            | CREDIT FACILITIES AND INDEBTEDNESS                           | 19 |
| 11.            | CONTINGENCIES  | 20 |
| 12.            | INCOME TAXES   | 25 |
| 13.            | EMPLOYEE BENEFIT PLANS                                       | 26 |
| 14.            | EARNINGS PER SHARE   | 27 |
| 15.            | BUSINESS SEGMENTS  | 27 |



|     |                         |    |
|-----|-------------------------|----|
| 16. | DISCONTINUED OPERATIONS | 28 |
| 17. | BUSINESS ACQUISITIONS   | 29 |
| 18. | SUBSEQUENT EVENT        | 29 |

See accompanying notes

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

|   | <b>Periods Ended June 30,</b> |               |                    |                |
|---|-------------------------------|---------------|--------------------|----------------|
|   | <b>Third<br/>Quarters</b>     |               | <b>Nine Months</b> |                |
|   | <b>2013</b>                   | <b>2012</b>   | <b>2013</b>        | <b>2012</b>    |
| <i>(In millions, except per share amounts)</i>      |                               |               |                    |                |
| <b>Revenues</b>                                     |                               |               |                    |                |
| Gaming operations                                   | \$247.3                       | \$258.2       | \$744.3            | \$776.4        |
| Product sales                                       | 259.2                         | 231.6         | 772.9              | 653.4          |
| Interactive   | 72.5                          | 43.0          | 192.0              | 89.8           |
| Total revenues                                      | 579.0                         | 532.8         | 1,709.2            | 1,519.6        |
| <b>Costs and operating expenses</b>                 |                               |               |                    |                |
| Cost of gaming operations                           | 95.6                          | 102.5         | 282.7              | 303.5          |
| Cost of product sales                               | 119.3                         | 107.2         | 363.7              | 305.4          |
| Cost of interactive                                 | 26.9                          | 20.5          | 75.1               | 42.5           |
| Selling, general and administrative                 | 114.4                         | 104.9         | 325.0              | 303.8          |
| Research and development                            | 59.8                          | 55.1          | 172.3              | 157.3          |
| Depreciation and amortization                       | 19.3                          | 21.1          | 58.0               | 55.8           |
| Contingent acquisition-related costs                | 19.2                          | 26.0          | 58.6               | 37.8           |
| Impairment  | 1.5                           | -             | 3.1                | -              |
| Total costs and operating expenses                  | 456.0                         | 437.3         | 1,338.5            | 1,206.1        |
| <b>Operating income</b>                             | <b>123.0</b>                  | <b>95.5</b>   | <b>370.7</b>       | <b>313.5</b>   |
| <b>Other income (expense)</b>                       |                               |               |                    |                |
| Interest income                                     | 11.5                          | 11.0          | 34.0               | 33.9           |
| Interest expense                                    | (30.5 )                       | (30.8 )       | (92.4 )            | (90.9 )        |
| Other   | (6.7 )                        | (1.6 )        | (9.6 )             | (6.4 )         |
| Total other income (expense)                        | (25.7 )                       | (21.4 )       | (68.0 )            | (63.4 )        |
| <b>Income from continuing operations before tax</b> | <b>97.3</b>                   | <b>74.1</b>   | <b>302.7</b>       | <b>250.1</b>   |
| Income tax provision                                | 31.6                          | 27.2          | 93.5               | 90.5           |
| <b>Income from continuing operations</b>            | <b>65.7</b>                   | <b>46.9</b>   | <b>209.2</b>       | <b>159.6</b>   |
| Loss from discontinued operations, net of tax       | -                             | (0.3 )        | -                  | (1.8 )         |
| <b>Net income</b>                                   | <b>\$65.7</b>                 | <b>\$46.6</b> | <b>\$209.2</b>     | <b>\$157.8</b> |
| Other comprehensive income (loss)                   |                               |               |                    |                |
| Foreign currency translation adjustment             | (10.1 )                       | (12.2 )       | (15.2 )            | 7.2            |
| Unrealized gain (loss), net of tax                  | 4.4                           | 0.2           | 4.4                | (0.1 )         |
| <b>Comprehensive income</b>                         | <b>\$60.0</b>                 | <b>\$34.6</b> | <b>\$198.4</b>     | <b>\$164.9</b> |
| <b>Basic earnings (loss) per share</b>              |                               |               |                    |                |
| Continuing operations                               | \$0.25                        | \$0.16        | \$0.79             | \$0.54         |
| Discontinued operations                             | -                             | -             | -                  | (0.01 )        |
| Net income  | \$0.25                        | \$0.16        | \$0.79             | \$0.53         |
| <b>Diluted earnings (loss) per share</b>            |                               |               |                    |                |
| Continuing operations                               | \$0.25                        | \$0.16        | \$0.79             | \$0.54         |
| Discontinued operations                             | -                             | -             | -                  | (0.01 )        |

|  |        |        |        |        |
|--|--------|--------|--------|--------|
| Net income                                 | \$0.25 | \$0.16 | \$0.79 | \$0.53 |
| <b>Cash dividends declared per share</b>   | \$0.09 | \$0.06 | \$0.24 | \$0.18 |
| <b>Weighted average shares outstanding</b> |        |        |        |        |
| Basic                                      | 260.6  | 292.7  | 263.4  | 295.6  |
| Diluted                                    | 263.2  | 294.3  | 265.6  | 297.2  |

See accompanying notes

**CONSOLIDATED BALANCE SHEETS**

|   | <b>June 30,</b>  | <b>September</b>  |
|---|------------------|-------------------|
|   | 2013             | 30,               |
|   |                  | 2012              |
| <i>(In millions, except par value)</i>                    |                  |                   |
| <b>Assets</b>   |                  |                   |
| Current assets  |                  |                   |
| Cash and equivalents                                      | \$229.3          | \$ 206.3          |
| Restricted cash and investment securities                 | 71.0             | 79.7              |
| Restricted cash and investment securities of VIEs         | 1.8              | 2.2               |
| Jackpot annuity investments                               | 44.4             | 46.9              |
| Jackpot annuity investments of VIEs                       | 13.0             | 13.3              |
| Accounts receivable, net                                  | 334.6            | 346.6             |
| Current maturities of contracts and notes receivable, net | 225.5            | 218.2             |
| Inventories   | 95.4             | 92.9              |
| Deferred income taxes                                     | 122.2            | 96.7              |
| Other assets and deferred costs                           | 132.1            | 160.5             |
| Total current assets                                      | 1,269.3          | 1,263.3           |
| Property, plant and equipment, net                        | 499.2            | 555.7             |
| Jackpot annuity investments                               | 236.0            | 252.3             |
| Jackpot annuity investments of VIEs                       | 36.7             | 43.4              |
| Contracts and notes receivable, net                       | 123.5            | 139.3             |
| Goodwill  | 1,464.8          | 1,469.7           |
| Other intangible assets, net                              | 145.8            | 193.4             |
| Deferred income taxes                                     | 122.8            | 106.5             |
| Other assets and deferred costs                           | 216.3            | 261.5             |
| <b>Total Assets</b>                                       | <b>\$4,114.4</b> | <b>\$ 4,285.1</b> |
| <b>Liabilities and Shareholders' Equity</b>               |                  |                   |
| <b>Liabilities</b>  |                  |                   |
| Current liabilities                                       |                  |                   |
| Short-term debt   | \$817.3          | \$ -              |
| Accounts payable  | 98.7             | 87.5              |
| Jackpot liabilities, current portion                      | 139.3            | 152.4             |
| Accrued employee benefits                                 | 31.6             | 43.7              |
| Accrued income taxes                                      | 11.4             | 8.1               |
| Dividends payable   | 23.5             | 16.0              |
| Other accrued liabilities                                 | 343.6            | 322.6             |
| Total current liabilities                                 | 1,465.4          | 630.3             |
| Long-term debt  | 867.9            | 1,846.4           |
| Jackpot liabilities                                       | 296.5            | 328.6             |
| Other liabilities   | 197.1            | 282.0             |
| <b>Total Liabilities</b>                                  | <b>2,826.9</b>   | <b>3,087.3</b>    |
| <b>Commitments and Contingencies</b>                      |                  |                   |
| <b>Shareholders' Equity</b>                               |                  |                   |

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|  |                  |                  |
|--|------------------|------------------|
| Common stock: \$.00015625 par value; 1,280.0 shares authorized; 270.4 and 343.5 issued;<br>260.6 and 266.1 outstanding | -                | 0.1              |
| Additional paid-in capital   | 1,409.0          | 1,585.1          |
| Treasury stock at cost: 9.8 and 77.4 shares  | (165.3 )         | (1,332.9 )       |
| Retained earnings  | 50.1             | 941.0            |
| Accumulated other comprehensive income   | (6.3 )           | 4.5              |
| <b>Total Equity</b>  | <b>1,287.5</b>   | <b>1,197.8</b>   |
| <b>Total Liabilities and Shareholders' Equity</b>  | <b>\$4,114.4</b> | <b>\$4,285.1</b> |

See accompanying notes

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| <b>Nine Months Ended June 30,</b><br><i>(In millions)</i>            | <b>2013</b>    | <b>2012</b>    |
|--|----------------|----------------|
| <b>Operating</b>   |                |                |
| Net income   | \$209.2        | \$157.8        |
| Adjustments:   |                |                |
| Depreciation and amortization  | 175.6          | 179.3          |
| Acquisition-related contingent earn-out costs                        | 28.0           | 11.1           |
| Discounts and deferred issuance costs                                | 33.7           | 30.6           |
| Share-based compensation   | 28.7           | 25.4           |
| Impairment   | 3.1            | 1.5            |
| Excess tax benefits from employee stock plans                        | (1.4 )         | (2.4 )         |
| Other non-cash items   | 9.1            | 6.9            |
| Changes in operating assets and liabilities, excluding acquisitions: |                |                |
| Receivables  | (20.7 )        | (24.6 )        |
| Inventories  | 3.7            | (14.4 )        |
| Accounts payable and accrued liabilities                             | (58.7 )        | 14.5           |
| Jackpot liabilities  | (58.2 )        | (38.5 )        |
| Income taxes, net of employee stock plans                            | (24.1 )        | (4.1 )         |
| Other assets and deferred costs                                      | 7.2            | (16.1 )        |
| <b>Net operating cash flows</b>                                      | <b>335.2</b>   | <b>327.0</b>   |
| <b>Investing</b>   |                |                |
| Capital expenditures   | (97.1 )        | (170.8)        |
| Proceeds from assets sold  | 15.3           | 20.4           |
| Jackpot annuity investments, net                                     | 39.3           | 36.7           |
| Changes in restricted cash   | 8.8            | 6.7            |
| Loans receivable cash advanced                                       | -              | (0.8 )         |
| Loans receivable payments received                                   | 22.6           | 22.3           |
| Proceeds from unconsolidated affiliates                              | -              | 9.2            |
| Business acquisitions, net of cash acquired                          | -              | (233.9)        |
| <b>Net investing cash flows</b>                                      | <b>(11.1 )</b> | <b>(310.2)</b> |
| <b>Financing</b>   |                |                |
| Debt proceeds  | 160.0          | 280.0          |
| Debt repayments  | (300.0)        | -              |
| Debt issuance costs  | (3.2 )         | -              |
| Employee stock plan proceeds   | 12.3           | 12.7           |
| Excess tax benefits from employee stock plans                        | 1.4            | 2.4            |
| Share repurchases  | (81.0 )        | (475.1)        |
| Noncontrolling interest acquired                                     | -              | (2.5 )         |
| Dividends paid   | (55.5 )        | (53.5 )        |
| Acquisition-related contingent consideration                         | (27.9 )        | -              |
| <b>Net financing cash flows</b>                                      | <b>(293.9)</b> | <b>(236.0)</b> |
| <b>Foreign exchange rates effect on cash and equivalents</b>         | <b>(7.2 )</b>  | <b>0.5</b>     |
| <b>Net change in cash and equivalents</b>                            | <b>23.0</b>    | <b>(218.7)</b> |
| <b>Beginning cash and equivalents</b>                                | <b>206.3</b>   | <b>460.0</b>   |

**Ending cash and equivalents**

\$229.3 \$241.3

See accompanying notes

7

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**SUPPLEMENTAL CASH FLOWS INFORMATION**

| <b>Nine Months Ended June 30,</b><br><i>(In millions)</i> | <b>2013</b> | <b>2012</b> |
|---|-------------|-------------|
| <b>Jackpot funding</b>                                    |             |             |
| Change in jackpot liabilities                             | \$(58.2 )   | \$(38.5 )   |
| Jackpot annuity purchases                                 | (3.8 )      | (8.2 )      |
| Jackpot annuity proceeds                                  | 43.1        | 44.9        |
| Net change in jackpot annuity investments                 | 39.3        | 36.7        |
| Net jackpot funding                                       | \$(18.9 )   | \$(1.8 )    |
| <b>Capital expenditures</b>                               |             |             |
| Property, plant and equipment                             | \$(18.7 )   | \$(35.3 )   |
| Gaming operations equipment                               | (78.1 )     | (133.2 )    |
| Intellectual property                                     | (0.3 )      | (2.3 )      |
| Total   | \$(97.1 )   | \$(170.8 )  |
| <b>Payments</b>   |             |             |
| Interest  | \$57.7      | \$59.2      |
| Income taxes  | 116.6       | 93.3        |
| Acquisition-related retention bonuses                     | 29.7        | -           |
| Acquisition-related contingent earn out consideration     |             |             |
| Operating cash flows                                      | 17.2        | -           |
| Financing cash flows                                      | 27.9        | -           |
|   | \$45.1      | \$-         |
| <b>Non-cash investing and financing items:</b>            |             |             |
| Accrued capital asset additions                           | \$(1.0 )    | \$0.7       |
| Interest accretion for jackpot annuity investments        | 13.5        | 15.0        |
| Business acquisitions/purchase price adjustments          |             |             |
| Fair value of assets                                      | \$-         | \$350.5     |
| Fair value of liabilities                                 | -           | 116.6       |

***Payments for acquisition-related contingent earn-out consideration***

Amounts accrued as of the acquisition date are reflected in financing cash flows. Payments for amounts accrued subsequent to the acquisition date, in excess of amounts accrued as part of the purchase price allocation, are reflected in operating cash flows within changes in accounts payable and accrued liabilities.

***Depreciation and amortization***



Amounts reflected in operating cash flows are comprised of operating expenses shown separately on the income statements, plus those amounts included within cost of product sales, cost of gaming operations, cost of interactive, and discontinued operations.

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 are presented using the calendar month end as outlined in the table below.

|                    | <b>Period End</b>  |                     |
|--------------------|--------------------|---------------------|
|                    | <b>Actual</b>      | <b>Presented as</b> |
| Current quarter    | June 29, 2013      | June 30, 2013       |
| Prior year quarter | June 30, 2012      | June 30, 2012       |
| Prior year end     | September 29, 2012 | September 30, 2012  |

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 June 30, 2013 were prepared without audit on a basis consistent with the comparative quarter ended June 30, 2012, and as appropriate, with the audited financial statements for the year ended September 30, 2012. Certain information and footnote disclosures have been condensed or omitted in conformity with SEC and US GAAP guidance for interim reviews.

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, 2012.

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 per share amounts and par value

current refers to the quarter ended June 30, 2013

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### *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.

### **Treasury Stock Retirement**

In December 2012, we retired 75.0 million treasury shares, which decreased treasury stock by \$1,252.2 million, APIC by \$215.1 million and retained earnings by \$1,037.1 million.

**Accumulated Other Comprehensive Income (Loss)**

|  | <b>Foreign<br/>Currency<br/>Translation</b> | <b>Unrealized<br/>Gain on<br/>Interest<br/>Rate<br/>Lock</b> | <b>Total</b> |
|--|---|--|--------------|
| <b><u>Third Quarter Ended June 30, 2013</u></b>      |   |  |              |
| AOCI beginning balance                               | \$ (0.6 )                                   | \$ -   | \$(0.6 )     |
| Other comprehensive income before reclassifications: |   |  |              |
| Amount before tax                                    | (10.1 )                                     | 6.9  | (3.2 )       |
| Income tax at 37%                                    | -   | (2.5 )   | (2.5 )       |
| Amount net of tax                                    | (10.1 )                                     | 4.4  | (5.7 )       |
| Reclassifications to earnings                        | -   | -  | -            |
| Net other comprehensive income                       | (10.1 )                                     | 4.4  | (5.7 )       |
| AOCI ending balance                                  | \$ (10.7 )                                  | \$ 4.4   | \$(6.3 )     |
| <b><u>Nine Months Ended June 30, 2013</u></b>        |   |  |              |
| AOCI beginning balance                               | \$ 4.5                                      | \$ -   | \$4.5        |
| Other comprehensive income before reclassifications: |   |  |              |
| Amount before tax                                    | (15.2 )                                     | 6.9  | (8.3 )       |
| Income tax at 37%                                    | -   | (2.5 )   | (2.5 )       |
| Amount net of tax                                    | (15.2 )                                     | 4.4  | (10.8 )      |
| Reclassifications to earnings                        | -   | -  | -            |
| Net other comprehensive income                       | (15.2 )                                     | 4.4  | (10.8 )      |
| AOCI ending balance                                  | \$ (10.7 )                                  | \$ 4.4   | \$(6.3 )     |

**Related Party Transaction**

On June 27, 2013, IGT entered into a settlement agreement with the members of the Ader Group (as defined below) in connection with the proxy contest relating to IGT's 2013 annual meeting of stockholders. Pursuant to the settlement agreement, the members of the Ader Group have agreed to observe certain standstill provisions for the four-year period beginning on the date of the settlement agreement. In addition, the Ader Group and IGT have agreed to a mutual release of claims in connection with, relating to or resulting from the proxy contest. They have also entered into mutual non-disparagement agreements. Furthermore, IGT agreed to reimburse the Ader Group for its documented out-of-pocket costs, fees, and expenses incurred in connection with the proxy contest, up to a maximum of \$2.5 million, which was accrued for at June 30, 2013.

Daniel B. Silvers, is a member of both the IGT Board of Directors and of the Ader Group which is collectively comprised of Ader Investment Management LP, Ader Long/Short Fund LP, Doha Partners I LP, Ader Fund Management LLC, Ader Investment Management LLC, Jason N. Ader, Raymond J. Brooks, Jr., Charles N. Mathewson, Daniel B. Silvers, Laura T. Conover-Ferchak, Andrew P. Nelson, and Richard H. Pickup.

## **Impairment**

Impairment charges included \$1.5 million related to our UK building held for sale for the third quarter and \$1.6 million related to our Alabama notes receivable for the nine months ended June 30, 2013. See Note 19 of our Annual Report on Form 10-K for the year ended September 30, 2012 for additional information about our Alabama notes.

## **Recently Adopted Accounting Standards or Updates**

### ***Qualitative Impairment Assessment for Goodwill and Other Indefinite-Lived Intangibles***

At the beginning of 2013, we adopted an ASU issued in September 2011 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 a 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. We also adopted an ASU issued in July 2012 to simplify the impairment testing for other indefinite-lived intangibles in a similar fashion. The adoption of these ASUs did not have a material impact on our financial statements.

### ***Amounts Reclassified Out of Accumulated Other Comprehensive Income (AOCI)***

In our 2013 second quarter, we adopted an ASU issued in February 2013 requiring disclosure about the reclassifications out of AOCI. For significant reclassifications out of AOCI to earnings in their entirety in the same reporting period, disclosure is required about the effect of the reclassifications on the respective line items on the income statement. This ASU was effective prospectively beginning with our second quarter ended March 31, 2013 and did not have a material impact on our financial statements.

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

### ***Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries***

In March 2013, the FASB issued an ASU requiring the release of cumulative translation adjustment into net income when an entity either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a foreign subsidiary. This ASU will be effective prospectively for our 2015 first quarter and is not expected to have a material impact on our financial statements.

### ***Obligations Resulting from Joint and Several Liability Arrangements***

In February 2013, the FASB issued an ASU to require new disclosures for an entity that is jointly and severally liable to measure the obligation as the sum of the amount the entity has agreed with co-obligors to pay and any additional amount it expects to pay on behalf of a co-obligor. This ASU will be effective for our 2015 first quarter and 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. In January 2013, the FASB issued an ASU to clarify the scope of disclosures about offsetting assets and liabilities. The scope of the new disclosures was narrowed to include derivatives, repurchase agreements and securities borrowing and lending that are offset or subject to an enforceable master netting arrangement or similar agreement. Both ASUs will be effective for our 2014 first quarter and are not expected to have a material impact on our financial statements.

## **2. VARIABLE INTERESTS AND AFFILIATES**

### **Variable Interest Entities**

#### *New Jersey Trusts*

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 \$51.5 million at June 30, 2013 and \$58.9 million at September 30, 2012.

### *Latin America Distributor*

In March 2012, we contracted with a third party distributor in Latin America to sell IGT products. The distributor is a VIE as it is unable to finance its activities without additional support from IGT; however, the distributor was not consolidated because IGT does not have contractual or implied control. Under the agreement, our maximum exposure at June 30, 2013 consisted of \$0.5 million in note financing provided for operating costs and contract financing under a revolving line of credit of \$13.0 million for IGT product purchases. Revenues recognized related to this distributor totaled \$0.9 million for the 2013 third quarter and \$8.6 million for the nine months ended June 30, 2013. Contracts and notes receivable due from this distributor totaled \$12.0 million at June 30, 2013 (\$7.9 million current and \$4.1 million non-current).

## 3. RECEIVABLES

### *Accounts Receivable*

|                              | <b>June</b> | <b>September</b> |
|------------------------------|-------------|------------------|
|                              | <b>30,</b>  | <b>30,</b>       |
|                              | <b>2013</b> | <b>2012</b>      |
| Allowances for Credit Losses |             |                  |
| Total                        | \$21.5      | \$ 19.1          |

### *Customer Financing (Contracts and Notes)*

|  | <b>June</b> | <b>September</b> |
|--|-------------|------------------|
|  | <b>30,</b>  | <b>30,</b>       |
|  | <b>2013</b> | <b>2012</b>      |
| <i>Recorded Investment (principal and interest due, net of deferred interest and fees)</i> |             |                  |



|                                       |         |          |
|---------------------------------------|---------|----------|
| Individually evaluated for impairment | \$77.7  | \$ 123.2 |
| Collectively evaluated for impairment | 347.4   | 307.1    |
| Total                                 | \$425.1 | \$ 430.3 |

**Allowances for Credit Losses**

|                                       |        |         |
|---------------------------------------|--------|---------|
| Individually evaluated for impairment | \$61.4 | \$ 59.9 |
| Collectively evaluated for impairment | 14.7   | 12.9    |
| Total                                 | \$76.1 | \$ 72.8 |

**Reconciliation of Allowances for Credit Losses**

|                           | Periods Ended June 30, |         |             |         |
|---------------------------|------------------------|---------|-------------|---------|
|                           | Third Quarters         |         | Nine Months |         |
|                           | 2013                   | 2012    | 2013        | 2012    |
| Beginning balance         | \$ 80.6                | \$ 70.5 | \$ 72.8     | \$ 71.4 |
| Charge-offs               | -                      | -       | -           | -       |
| Recoveries                | -                      | -       | -           | -       |
| Provisions <sup>(1)</sup> | (4.5 )                 | (0.5 )  | 3.3         | (1.4 )  |
| Ending balance            | \$ 76.1                | \$ 70.0 | \$ 76.1     | \$ 70.0 |
| Current                   | \$ 61.4                | \$ 48.1 | \$ 61.4     | \$ 48.1 |
| Non-current               | \$ 14.7                | \$ 21.9 | \$ 14.7     | \$ 21.9 |

<sup>(1)</sup> Included \$1.6 million additional Alabama note impairment recorded during the quarter ended March 31, 2013 related to the associated property collateral. The remaining net carrying amount of the note totaled \$14.9 million at June 30, 2013.

| Age Analysis of Recorded Investment       | June 30, 2013 |        |         | September 30, 2012 |         |         |
|---|---------------|--------|---------|--------------------|---------|---------|
|   | Contracts     | Notes  | Total   | Contracts          | Notes   | Total   |
| Past Due:                                 |               |        |         |                    |         |         |
| 1-29 days                                 | \$8.8         | \$1.4  | \$10.2  | \$6.6              | \$-     | \$6.6   |
| 30-59 days                                | 6.0           | 1.5    | 7.5     | 6.0                | 1.4     | 7.4     |
| 60-89 days                                | 4.8           | 1.4    | 6.2     | 1.4                | 1.4     | 2.8     |
| Over 90 days                              | 15.9          | 50.7   | 66.6    | 6.3                | 40.0    | 46.3    |
| Total past due                            | \$35.5        | \$55.0 | \$90.5  | \$20.3             | \$42.8  | \$63.1  |
| Total current <sup>(2)</sup>              | 289.8         | 44.8   | 334.6   | 288.1              | 79.1    | 367.2   |
| Grand total                               | \$325.3       | \$99.8 | \$425.1 | \$308.4            | \$121.9 | \$430.3 |
| Over 90 days and accruing interest        | \$-           | \$1.2  | \$1.2   | \$1.4              | \$0.3   | \$1.7   |
| Nonaccrual status (not accruing interest) | 19.8          | 76.8   | 96.6    | 13.8               | 75.0    | 88.8    |

<sup>(2)</sup> includes impaired Alabama note of \$21.5 at June 30, 2013 and \$35.0 at September 30, 2012

#### Recorded Investment by Credit Quality Indicator Using Credit Profile by Internally Assigned Risk Grade

|                           | June 30, 2013 |        |         | September 30, 2012 |         |         |
|---------------------------|---------------|--------|---------|--------------------|---------|---------|
|                           | Contracts     | Notes  | Total   | Contracts          | Notes   | Total   |
| Low                       | \$84.5        | \$-    | \$84.5  | \$87.8             | \$-     | \$87.8  |
| Medium                    | 82.0          | 0.1    | 82.1    | 68.3               | 0.2     | 68.5    |
| High <sup>(3)</sup>       | 158.8         | 99.7   | 258.5   | 152.3              | 121.7   | 274.0   |
| Total recorded investment | \$325.3       | \$99.8 | \$425.1 | \$308.4            | \$121.9 | \$430.3 |

<sup>(3)</sup> includes \$75.0 of impaired Alabama note receivable

| Impaired loans              | June 30, 2013 |         |         | September 30, 2012 |         |         |
|-----------------------------|---------------|---------|---------|--------------------|---------|---------|
|                             | Contracts     | Notes   | Total   | Contracts          | Notes   | Total   |
| Recorded investment         | \$ 2.7        | \$ 75.0 | \$ 77.7 | \$ 2.5             | \$ 75.0 | \$ 77.5 |
| Unpaid principal face       | 2.7           | 75.0    | 77.7    | 2.5                | 75.0    | 77.5    |
| Related allowance           | 1.3           | 60.1    | 61.4    | 1.4                | 58.5    | 59.9    |
| Average recorded investment | 2.6           | 75.0    | 77.6    | 3.9                | 79.5    | 83.4    |

Interest income recognized on impaired contracts totaled \$0.5 million (accrual basis) for the nine months ended June 30, 2013 and no interest income was recognized on impaired loans during the comparable prior year period.

**4. CONCENTRATIONS OF CREDIT RISK**

**Receivables By Legal Gaming Region  
At June 30, 2013**

|                                   |             |
|-----------------------------------|-------------|
| Nevada                            | 9 %         |
| Canada                            | 7           |
| Illinois                          | 6           |
| California                        | 5           |
| Other (less than 4% individually) | 25          |
| <b>North America</b>              | <b>52 %</b> |
| <br>                              |             |
| Argentina                         | 18 %        |
| Europe                            | 9           |
| Australia                         | 5           |
| Mexico                            | 6           |
| Other (less than 4% individually) | 10          |
| <b>International</b>              | <b>48 %</b> |

**5. INVENTORIES**

|                 | <b>June<br/>30,</b> | <b>September<br/>30,</b> |
|-----------------|---------------------|--------------------------|
|                 | 2013                | 2012                     |
| Raw materials   | \$ 54.0             | \$ 48.8                  |
| Work-in-process | 4.4                 | 2.4                      |
| Finished goods  | 37.0                | 41.7                     |
| Total           | \$ 95.4             | \$ 92.9                  |

**6. PROPERTY, PLANT AND EQUIPMENT**

|  | <b>June 30,</b> | <b>September<br/>30,</b> |
|--|-----------------|--------------------------|
|  | 2013            | 2012                     |

|                                    |          |          |
|------------------------------------|----------|----------|
| Land                               | \$61.2   | \$ 62.7  |
| Buildings                          | 231.1    | 236.7    |
| Leasehold improvements             | 15.6     | 15.3     |
| Machinery, furniture and equipment | 304.7    | 287.9    |
| Gaming operations equipment        | 802.6    | 813.5    |
| Total                              | 1,415.2  | 1,416.1  |
| Less accumulated depreciation      | (916.0 ) | (860.4 ) |
| Property, plant and equipment, net | \$499.2  | \$ 555.7 |

## 7. GOODWILL AND OTHER INTANGIBLES

### Goodwill

#### Activity By Segment

| For the Nine Months Ended June 30, 2013 | North     |          | International | Total     |
|---|-----------|----------|---------------|-----------|
|   | America   |          |               |           |
| Beginning balance                       | \$1,275.6 | \$ 194.1 |               | \$1,469.7 |
| Purchase price adjustment               | (0.2 )    | -        |               | (0.2 )    |
| Foreign currency                        | -         | (4.7 )   |               | (4.7 )    |
| Ending balance                          | \$1,275.4 | \$ 189.4 |               | \$1,464.8 |

**Other Intangibles**

During the nine months ended June 30, 2013, \$0.2 million of patent legal costs were capitalized with a weighted average life of 2.8 years.

| Ending Balances        | June 30, 2013 |              |         | September 30, 2012 |              |         |
|------------------------|---------------|--------------|---------|--------------------|--------------|---------|
|                        | Cost          | Accumulated  |         | Cost               | Accumulated  |         |
|                        |               | Amortization | Net     |                    | Amortization | Net     |
| Patents                | \$376.4       | \$ 327.9     | \$48.5  | \$379.6            | \$ 310.7     | \$68.9  |
| Developed technology   | 128.8         | 76.1         | 52.7    | 131.9              | 68.3         | 63.6    |
| Contracts              | 20.0          | 18.3         | 1.7     | 23.9               | 21.1         | 2.8     |
| Reacquired rights      | 14.7          | 4.8          | 9.9     | 14.7               | 3.5          | 11.2    |
| Customer relationships | 61.1          | 36.0         | 25.1    | 61.1               | 23.9         | 37.2    |
| Trademarks             | 12.5          | 4.6          | 7.9     | 12.5               | 2.8          | 9.7     |
| Total                  | \$613.5       | \$ 467.7     | \$145.8 | \$623.7            | \$ 430.3     | \$193.4 |

| Aggregate Amortization | Periods Ended June 30, |         |             |         | Future Annual Estimates |         |         |         |         |
|------------------------|------------------------|---------|-------------|---------|-------------------------|---------|---------|---------|---------|
|                        | Third Quarters         |         | Nine Months |         | 2013                    | 2014    | 2015    | 2016    | 2017    |
|                        | 2013                   | 2012    | 2013        | 2012    |                         |         |         |         |         |
|                        | \$ 15.9                | \$ 17.6 | \$ 47.8     | \$ 44.8 | \$ 63.0                 | \$ 52.1 | \$ 36.1 | \$ 22.0 | \$ 10.2 |

**8. FAIR VALUE MEASUREMENTS****Financial Assets (Liabilities) Carried at Fair Value**

| Fair Value | Level 1 | Level 2 | Level 3 |
|------------|---------|---------|---------|
|            |         |         |         |

**June 30, 2013**

|  |         |         |         |         |
|--|---------|---------|---------|---------|
| Money market funds                           | \$172.6 | \$172.6 | \$-     | \$-     |
| Derivative assets                            | 75.7    | -       | 75.7    | -       |
| Derivative liabilities                       | (70.9 ) | -       | (70.9 ) | -       |
| Acquisition contingent consideration payable | (99.4 ) | -       | -       | (99.4 ) |

**September 30, 2012**

|  |         |        |         |         |
|--|---------|--------|---------|---------|
| Money market funds                           | \$77.0  | \$77.0 | \$-     | \$-     |
| Derivative assets                            | 118.2   | -      | 118.2   | -       |
| Derivative liabilities                       | (119.7) | -      | (119.7) | -       |
| Acquisition contingent consideration payable | (116.4) | -      | -       | (116.4) |

***Valuation Techniques and Balance Sheet Presentation***

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

Derivative assets and liabilities were valued using quoted forward pricing from bank counterparties, LIBOR credit default swap rates for non-performance risk, forward yields for the 10-year treasury sourced from Bloomberg, and net settlement amounts where appropriate. These are presented primarily as components of other assets, other liabilities, notes payable, and AOCI. See Note 9.

Acquisition contingent consideration payable related to DoubleDown reaching certain earnings targets was valued with a DCF model applied to the expected payments determined based on probability-weighted internal earnings projections. We applied a rate of probability (10% - 80%) to each outstanding scenario, as well as a risk-adjusted discount rate of 18%, to derive the estimated fair value at June 30, 2013. Changes in the projections and/or the probabilities are the most significant assumptions and result in directionally similar changes in the fair value. Discount rate changes cause a directionally opposite change in the fair value. Acquisition contingent consideration payable was presented as a component of other liabilities, \$55.0 million current and \$44.4 million noncurrent at June 30, 2013 versus \$42.8 million current and \$73.6 million noncurrent at September 30, 2012. Earn-out consideration of \$45.0 million (excluding payroll taxes) was paid during the 2013 second quarter for earnings targets met by DoubleDown during calendar 2012.

The payable fair value increased during the third quarter and nine months ended June 30, 2013 by \$11.8 million and \$28.0 million, respectively, for contingent acquisition related costs, along with \$7.3 million and \$29.8 million, respectively for accrued retention plan compensation. Changes in fair value were primarily due to higher earnings projections and the time-value of money.

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

| <b>Nine Months Ended June 30,</b>   | <b>2013</b>   | <b>2012</b>  | <b>2011</b>   |
|---|---|--|---|
|   | <b>Acquisition<br/>Contingent<br/>Consideration<br/>Payable</b> | <b>Investment<br/>in<br/>Unconsolidated<br/>Affiliates</b> | <b>Acquisition<br/>Contingent<br/>Consideration<br/>Payable</b> |
| Beginning balance   | \$ (116.4 )   | \$ 9.3   | \$ -  |
| Gain (loss) included in:  |   |  |   |
| Other income (expense) - other  | -   | (0.7)  | -   |
| Other comprehensive income  | -   | -  | -   |
| Issuances   | -   | -  | (88.9 )   |
| Accretion (interest and fair value adjustment)  | (28.0 )   | 0.6  | (11.1 )   |
| Settlements   | 45.0  | (9.2)  | -   |
| Ending balance  | \$ (99.4 )  | \$ -   | \$ (100.0 )   |
| Net change in unrealized gain (loss) included in earnings related to instruments still held | \$ -  | \$ -   | \$ -  |

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

|                              | <b>Carrying<br/>Value</b> | <b>Fair<br/>Value</b> | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> | <b>Unrealized<br/>Gain<br/>(Loss)</b> |
|------------------------------|---------------------------|-----------------------|----------------|----------------|----------------|---------------------------------------|
| <b>June 30, 2013</b>         |                           |                       |                |                |                |                                       |
| Jackpot investments          | \$ 330.1                  | \$ 375.0              | \$ 375.0       | \$ -           | \$ -           | \$ 44.9                               |
| Contracts & notes receivable | 349.0                     | 339.1                 | -              | -              | 339.1          | (9.9 )                                |
| Jackpot liabilities          | (435.8 )                  | (437.0 )              | -              | -              | (437.0)        | (1.2 )                                |
| Debt                         | (1,614.4)                 | (1,779.7)             | (1,779.7)      | -              | -              | (165.3 )                              |
| <b>September 30, 2012</b>    |                           |                       |                |                |                |                                       |
| Jackpot investments          | \$ 355.9                  | \$ 422.0              | \$ 422.0       | \$ -           | \$ -           | \$ 66.1                               |
| Contracts & notes receivable | 357.5                     | 353.5                 | -              | -              | 353.5          | (4.0 )                                |
| Jackpot liabilities          | (481.0 )                  | (503.0 )              | -              | -              | (503.0)        | (22.0 )                               |



|      |           |           |           |         |   |          |
|------|-----------|-----------|-----------|---------|---|----------|
| Debt | (1,726.9) | (1,955.4) | (1,815.4) | (140.0) | - | (228.5 ) |
|------|-----------|-----------|-----------|---------|---|----------|

***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 market interest rates relative to the credit risk of each customer (low 7.5%, medium 8%, high 9.5% - 11.25%). Credit risk is determined on a number of factors, including customer size, type, financial condition, historical collection experience, account aging, and credit ratings derived from credit reporting agencies and other industry trade reports. Contracts are secured by the underlying assets sold and notes are secured by the developed property and/or other assets. The high risk category includes most of our development financing loans in new markets and customers in regions with a history of currency or economic instability, such as Latin America. See Notes 3 and 4.

Jackpot liabilities were valued using DCF, incorporating expected future payment timing, estimated funding rates based on the treasury yield curve, and IGT's nonperformance credit risk. Expected annuity payments over 1-25 years (average 10 years) were discounted using the 10-year treasury yield curve rate (2.48%) for the estimated funding rate and the 10-year credit default swap rate (1.90%) for nonperformance risk. The present value (carrying value) of the expected lump sum payments were discounted using the 1-year treasury yield curve rate (.13%) with the 1-year credit default swap rate (.19%) for the current amounts and the 2-year treasury yield curve rate (.34%) with the 2-year credit default swap rate (.39%) for noncurrent amounts. Significant increases (decreases) in any of these inputs in isolation would result in a lower (higher) fair value measurement. Generally, changes in the estimated funding rates do not correlate with changes in nonperformance credit risk.

The majority of our debt was level 1 and valued using quoted market prices or dealer quotes for the identical financial instrument when traded as an asset in an active market. Outstanding borrowings under our revolving credit facility were level 2 and fair value was determined using DCF of expected payments at current borrowing rates. Carrying values in the table excluded swap adjustments and equity components of convertible debt.

### ***Level 3 Valuation Process***

Our valuation policies and procedures are determined by the Accounting Department, which ultimately reports to the Chief Financial Officer, in coordination with appropriate business asset owners and third-party valuation services when needed. Changes in fair value and methods for calibration, back testing, and other testing procedures of pricing models are evaluated through analytical review by managers of the responsible Accounting Department quarterly, by the Global Controller at inception and periodically with significant changes. Material valuations are discussed with the Audit Committee at inception and periodically if changes are significant or if impairment charges are recorded. Third-party information is evaluated for consistency with the FASB ASC for fair value measurement through analytical review and in-depth discussions with a variety of valuation experts.

Unobservable inputs are used only to the extent that observable inputs are not available and reflect management assumptions that cannot be corroborated with observable market data about what market participants would use in pricing the asset or liability, including assumptions about risk. Our unobservable inputs consist primarily of expected cash flows, stock price volatility, and other rates derived through extrapolation or interpolation. These inputs are developed based on the best information available, including trends deduced from available historical information and future expectations, using company specific data and market or industry published data. These inputs are validated for reasonableness by analytic comparison to other relevant valuation statistics whenever possible. Unobservable inputs depend on the facts and circumstances specific to a given asset or liability and require significant professional judgment.

**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 \$86.2 million at June 30, 2013 and \$34.1 million at September 30, 2012.

**Interest Rate Hedging**

*Swaps*

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.

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.

### *Treasury Locks*

During our 2013 third quarter, two separate interest rate lock transactions were executed to reduce exposure to fluctuations in treasury interest rates related to a future fixed rate debt issuance. These transactions fixed the treasury yield component of the coupon rate at 2.20% on an aggregate notional amount of \$250.0 million and mature on August 15, 2013.

These interest rate locks were designated cash flow hedges. Changes in the fair value will be recorded until settled as a current other asset or liability depending on whether the contracts are in a gain or a loss position. The fair value of the effective portion is reported in AOCI and the amount upon settlement will be amortized over the life of the issued debt using the effective interest method. Ineffectiveness (measured as the excess change in fair value over the hypothetical expected change in fair value) is recorded in other non-operating expense.

At June 30, 2013, the change in fair value of \$6.9 million was recorded as an increase to AOCI and a corresponding current other asset. Ineffectiveness for the periods ended June 30, 2013 was nil. If the interest rate locks were settled as of June 30, 2013, we would expect to amortize approximately \$600,000 of this fair value gain as a yield adjustment to reduce interest expense over the next twelve months.

### **Presentation of Derivative Amounts**

| <b>Balance Sheet Location and Fair Value</b> | <b>June<br/>30,</b> | <b>September<br/>30,</b> |
|--|---------------------|--------------------------|
|  | 2013                | 2012                     |

### *Non-designated Hedges*

|   |       |        |
|---|-------|--------|
| Foreign currency contracts: Other assets and deferred costs (current) | \$2.5 | \$ 0.1 |
| Foreign currency contracts: Other accrued liabilities                 | 0.1   | 0.2    |

**Designated Hedges**

|   |        |          |
|---|--------|----------|
| Interest rate swaps: Other assets and deferred costs (noncurrent) | \$66.3 | \$ 118.1 |
| Interest rate swaps: Long-term debt                               | 70.8   | 119.5    |
| Interest rate locks: Other assets and deferred costs (current)    | 6.9    | -        |
| Interest rate locks: AOCI   | 4.4    | -        |

| Income Statement Location and Gain (loss)                     | Periods Ended June 30, |         |             |       |
|---|------------------------|---------|-------------|-------|
|   | Quarters               |         | Nine Months |       |
|   | 2013                   | 2012    | 2013        | 2012  |
| <b>Non-designated Hedges</b>                                  |                        |         |             |       |
| Foreign currency contracts: Other income (expense)            | \$2.5                  | \$-     | \$2.6       | \$0.6 |
| <b>Designated Hedges</b>                                      |                        |         |             |       |
| Interest rate swaps - ineffectiveness: Other income (expense) | \$(2.6)                | \$(0.8) | \$(3.1)     | \$0.1 |
| Interest rate swaps - effectiveness: Interest expense         | 7.6                    | 5.6     | 19.2        | 17.8  |

**10. CREDIT FACILITIES AND INDEBTEDNESS*****Total Outstanding debt***

|   | <b>June 30,</b>  | <b>September</b>  |
|---|------------------|-------------------|
|   | <b>2013</b>      | <b>30,</b>        |
|   |                  | <b>2012</b>       |
| Credit facility                         | \$-              | \$ 140.0          |
| 3.25% Convertible Notes (due May 2014)  | 850.0            | 850.0             |
| 7.5% Bonds (due June 2019)              | 500.0            | 500.0             |
| 5.5% Bonds (due June 2020)              | 300.0            | 300.0             |
| <b>Total principal debt obligations</b> | <b>1,650.0</b>   | <b>1,790.0</b>    |
| <i>Discounts:</i>                       |                  |                   |
| 3.25% Convertible Notes (due May 2014)  | (32.7 )          | (60.0 )           |
| 7.5% Bonds (due June 2019)              | (1.9 )           | (2.1 )            |
| 5.5% Bonds (due June 2020)              | (1.0 )           | (1.0 )            |
| <i>Swap fair value adjustments:</i>     |                  |                   |
| 7.5% Bonds                              | 48.2             | 77.0              |
| 5.5% Bonds                              | 22.6             | 42.5              |
| <b>Total outstanding debt, net</b>      | <b>\$1,685.2</b> | <b>\$ 1,846.4</b> |

IGT was compliant with all covenants and embedded features required no bifurcation at June 30, 2013.

***Credit Facility (due April 2018)***

At June 30, 2013, no borrowings were outstanding under our \$1.0 billion revolving credit facility, \$972.4 million was available, and \$27.6 million was reserved for letters of credit and performance bonds.

On April 23, 2013, we entered into an amended and restated credit agreement, increasing the available revolving line of our credit facility from \$750.0 million to \$1.0 billion, of which up to \$50.0 million is available for letters of credit and up to \$50.0 million is available for swing line borrowing. The former facility was terminated in conjunction with the issuance of the new credit facility. Subject to lenders' consent, the facility may be increased by \$250.0 million at any time up to 60 days prior to maturity. At maturity on April 23, 2018, all amounts outstanding will be immediately due and payable. The maturity may be extended upon our request for one year on each of the first and second closing date anniversaries, presuming no default exists.

The new facility interest rates and facility fees are based on our public debt ratings or our net funded debt to EBITDA ratio, whichever is more favorable to IGT. Net funded debt is defined as debt minus any unrestricted cash and investments in excess of \$150.0 million. At the initial pricing level of Baa2/BBB, the interest rate was LIBOR plus 100 bps and the facility fee was 17.5 bps. Additional debt issuance costs of approximately \$3.3 million were capitalized and together with \$8.2 million of previously deferred offering costs remaining from the former facility will be amortized to interest expense over the new facility term.

Substantially the same as the former credit facility, the new credit facility carries no limitations on share repurchases or dividend payments provided no default exists and includes the following covenants (all terms as defined in the facility document):

- 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 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, lenders may cease making loans and/or terminate commitments, and cross-default provisions may be triggered in other debt issuances.

**3.25% Convertible Notes (due May 2014)**

These notes were reclassified to current liabilities at June 30, 2013.

|  | <b>Periods Ended June 30,</b> |             |                    |             |
|--|-------------------------------|-------------|--------------------|-------------|
|  | <b>Quarters</b>               |             | <b>Nine Months</b> |             |
|  | <b>2013</b>                   | <b>2012</b> | <b>2013</b>        | <b>2012</b> |
| Contractual interest expense                       | \$6.9                         | \$6.9       | \$20.7             | \$20.7      |
| Discount amortization                              | 9.3                           | 8.5         | 27.3               | 24.9        |
| Remaining discount amortization period (in months) | 10                            |             |                    |             |

***Bonds***

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

**11. CONTINGENCIES**

**Litigation**

From time to time, in the normal course of its operations, the Company is a party to litigation matters and claims. Litigation can be expensive and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict and the Company's view of these matters may change in the future as the litigation and events related thereto unfold. The Company expenses legal fees as incurred. The Company records a provision for



contingent losses when it is both probable that a liability will be incurred and the amount or range of the loss can be reasonably estimated. Except as otherwise stated below, we have concluded that we cannot estimate the reasonably possible loss or range of loss, including reasonably possible losses in excess of amounts already accrued, for each specific matter disclosed below. An unfavorable outcome to any legal matter, if material, could have an adverse effect on the Company's operations or its financial position, liquidity or results of operations.

## **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 denied 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 remained 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 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 a 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 appealed the grant of summary judgment. On December 17, 2012 the United States Court of Appeals for the Federal Circuit affirmed the rulings in IGT's favor. On January 14, 2013, Bally filed a petition for rehearing of its appeal, which was denied by the Federal Circuit on February 15, 2013.

## **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 was 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 would 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. On March 13, 2013, the United States Court of Appeals for the Federal Circuit affirmed the District Court's grant of summary judgment with regard to direct infringement and vacated and remanded the District Court's judgment with respect to indirect infringement. In accordance with the settlement agreement, the parties have stipulated to dismissal of the case and moved for entry of an order dismissing all claims and counterclaims with prejudice. On July 30, 2013, the Court entered its order dismissing with prejudice all claims and counterclaims.

### **Atlantic Lotteries**

In an action brought in the Supreme Court of New Foundland and Labrador by Babstock and Small as representatives of a purported class of persons allegedly harmed by VLT gaming in the Province of New Foundland and Labrador. Atlantic Lottery Corporation has impleaded VLC, Inc., IGT-Canada, Inc., International Game Technology and other third party defendants seeking indemnification for any judgment recovered against Atlantic Lottery Corporation in the main action. Plaintiffs filed a motion for class action certification on September 17, 2012. The Court has decided to address the motion for certification in two phases. Under Phase 1, the Court will determine whether the Plaintiffs have pleaded a cause of action. Hearings on Phase 1 were held on June 6 and 7, 2013. Should the Court conclude that Plaintiffs have pleaded a cause of action, then, under Phase 2, the Court would determine the appropriateness of certification of the putative class.

## 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 settled this action. On February 1, 2012, at the direction of the Court, the plaintiffs filed a Notice of Pending Settlement. On March 28, 2012, the parties submitted to the Court a stipulation to settle the litigation for a payment of \$12.5 million. On March 30, 2012 the Court issued an order of preliminary approval and the settlement was paid into escrow by insurance in April 2012. The Court approved the stipulated settlement on October 19, 2012.

### *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 described above.

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. On April 2, 2012, the appeals court affirmed the district court's decision dismissing the action.

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 appealed to the US Court of Appeals for the Ninth Circuit on August 23, 2011. The Ninth Circuit affirmed the district court's decision dismissing the action on June 13, 2013.

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 March 15, 2012, the shareholder filed a derivative action in state court in Reno, Nevada (*Gusinsky v. Thomas J. Matthews, et. al.*), Second Judicial Court of the State of Nevada. Plaintiff filed an amended complaint on September 24, 2012. The Company was named as a nominal defendant only. On January 9, 2013, the Court granted the Company's and individual defendants' motions to dismiss the action. Plaintiff appealed, but withdrew his appeal of that order in exchange for the Defendants' withdrawal of their request for costs and fees. The court entered the stipulation of dismissal on March 21, 2013.

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 was filed. On March 14, 2012, defendants' motion to dismiss the action was granted. On April 3, 2012, the plaintiff appealed to the US Court of Appeals for the Ninth Circuit.

### **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. On March 16, 2012, the Court denied plaintiff's motion for class certification. On December 21, 2012, the parties submitted a stipulation to settle the litigation for a payment of \$500,000 and up to \$25,000 towards settlement administrative expenses, which was accrued for in our 2013 first quarter. On January 22, 2013, the Court granted preliminary approval of the settlement. The Court entered an order granting final approval of the settlement on June 26, 2013.

**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 June 30, 2013 totaled \$9.7 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. The parties' cross appeals have been fully briefed.

### **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 \$19.2 million at June 30, 2013. 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 \$8.4 million at June 30, 2013.

### **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 to 180 days. We estimated accrued warranty costs in the table below based on historical trends in product failure rates and expected costs to provide warranty services.

| <b>Nine Months Ended June 30,</b>       | <b>2013</b> | <b>2012</b> |
|---|-------------|-------------|
| Beginning balance                       | \$4.2       | \$6.2       |
| Reduction for payments made             | (5.3)       | (4.7)       |
| Accrual for new warranties issued       | 7.0         | 6.4         |
| Adjustments for pre-existing warranties | (1.9)       | (3.3)       |
| Ending balance                          | \$4.0       | \$4.6       |

## 12. INCOME TAXES

Our provision for income taxes is based on an estimated effective annual income tax rate, 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 nine months ended June 30, 2013 decreased to 30.9% from 36.2% for the same prior year period. The current year effective tax rate was positively impacted by an increase in the manufacturing deduction and the R&D tax credit. The prior year effective tax rate was negatively impacted by losses in foreign jurisdictions for which there were no associated tax benefits and the expiration of the R&D tax credit.

At June 30, 2013, our gross UTBs totaled \$109.6 million, excluding related accrued interest and penalties of \$22.6 million. At June 30, 2013, \$81.5 million of our UTBs, including related accrued interest and penalties, would affect our effective tax rate if recognized. During the nine months ended June 30, 2013, our UTBs decreased \$1.8 million and related interest and penalties decreased \$0.8 million. We do not believe our total UTBs will change significantly during the next twelve months.

We are currently under audit by the IRS for amended returns filed for 1999, 2006 and 2007 as well as both the originally filed and amended 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 Nine Months Ended June 30, 2013*

| <b>Options</b>                          | <b>Shares</b>      | <b>Weighted Average</b> |                                   |                                  |
|---|--------------------|-------------------------|-----------------------------------|----------------------------------|
|   |                    | <b>Exercise Price</b>   | <b>Remaining Contractual Term</b> | <b>Aggregate Intrinsic Value</b> |
|   | <i>(thousands)</i> | <i>(per share)</i>      | <i>(years)</i>                    | <i>(millions)</i>                |
| Outstanding at beginning of fiscal year | 12,117             | \$18.12                 |                                   |                                  |
| Granted                                 | -                  | -                       |                                   |                                  |
| Exercised                               | (776 )             | 12.75                   |                                   |                                  |
| Forfeited                               | (338 )             | 16.61                   |                                   |                                  |
| Expired                                 | (817 )             | 20.32                   |                                   |                                  |
| Outstanding at end of period            | 10,186             | \$18.41                 | 5.4                               | \$ 12.8                          |
| Vested and expected to vest             | 10,009             | \$18.44                 | 5.4                               | \$ 12.7                          |
| Exercisable at end of period            | 7,807              | \$18.96                 | 4.8                               | \$ 11.0                          |

| <b>Restricted Shares/Units</b>          | <b>Shares</b>      | <b>Weighted Average</b> |                                 |                                  |
|---|--------------------|-------------------------|---------------------------------|----------------------------------|
|   |                    | <b>Grant Date</b>       | <b>Remaining Vesting Period</b> | <b>Aggregate Intrinsic Value</b> |
|   | <i>(thousands)</i> | <i>(per share)</i>      | <i>(years)</i>                  | <i>(millions)</i>                |
| Outstanding at beginning of fiscal year | 4,833              | \$14.93                 |                                 |                                  |
| Granted*                                | 3,229              | 14.15                   |                                 |                                  |
| Vested                                  | (1,169 )           | 15.23                   |                                 |                                  |
| Forfeited                               | (533 )             | 14.58                   |                                 |                                  |
| Outstanding at end of period            | 6,360              | \$14.48                 | 1.3                             | \$ 106.3                         |

|                  |       |         |     |         |
|------------------|-------|---------|-----|---------|
| Expected to vest | 5,720 | \$14.49 | 1.3 | \$ 95.6 |
|------------------|-------|---------|-----|---------|

*\* certain awards require satisfaction of a combination of performance and market conditions*

**Other Information**

|   |        |
|---|--------|
| Shares available for future grant                     | 24.4   |
| Unrecognized costs for outstanding awards             | \$73.7 |
| Weighted average future recognition period (in years) | 1.8    |

**14. EARNINGS PER SHARE**

|  | <b>Periods Ended June 30,</b> |         | <b>Nine Months</b> |          |
|--|-------------------------------|---------|--------------------|----------|
|  | <b>Third Quarters</b>         |         |                    |          |
|  | 2013                          | 2012    | 2013               | 2012     |
| Income from continuing operations available to common shares                                 | \$ 65.7                       | \$ 46.9 | \$ 209.2           | \$ 159.6 |
| Basic weighted average shares outstanding  | 260.6                         | 292.7   | 263.4              | 295.6    |
| Dilutive effect of non-participating share-based awards                                      | 2.6                           | 1.6     | 2.2                | 1.6      |
| Diluted weighted average common shares outstanding   | 263.2                         | 294.3   | 265.6              | 297.2    |
| Basic EPS from continuing operations   | \$ 0.25                       | \$ 0.16 | \$ 0.79            | \$ 0.54  |
| Diluted EPS from continuing operations   | \$ 0.25                       | \$ 0.16 | \$ 0.79            | \$ 0.54  |
| Weighted average shares excluded from diluted EPS because the effect would be anti-dilutive: |                               |         |                    |          |
| Share-based awards   | 6.0                           | 10.8    | 8.6                | 11.4     |
| Notes  | 42.6                          | 42.6    | 42.6               | 42.6     |
| Note hedges  | (42.6 )                       | (42.6 ) | (42.6 )            | (42.6 )  |
| Warrants   | 42.6                          | 42.6    | 42.6               | 42.6     |

***Accelerated Share Repurchase***

On December 18, 2012, we received the final delivery of 2.5 million shares of IGT common stock under a \$400.0 million ASR transaction executed with Goldman, Sachs, & Co. in June 2012. We received 30.3 million total shares based on VWAP over the six-month period for an average price of \$13.22 per share.

**15. BUSINESS SEGMENTS**

We view our business in the following two operating segments:

North America includes our operations associated with land-based customers located in the US and Canada, as well as US-based interactive online social gaming operations

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 an operating segment, primarily comprised of general and administrative costs and other income (expense). 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. Impairment and restructuring charges are reflected within the segment where actions occurred.

Our business segments are designed to allocate resources within a framework of management responsibility. Operating costs included in one segment may benefit other segments. Realignment of our business development and administrative functions may result in changes to operating cost allocations between operating segments.

**Business Segments Financial Information**

|                                | <b>Periods Ended June 30,</b> |             |                    |             |
|--------------------------------|-------------------------------|-------------|--------------------|-------------|
|                                | <b>Third</b>                  |             | <b>Nine Months</b> |             |
|                                | <b>Quarters</b>               |             |                    |             |
|                                | <b>2013</b>                   | <b>2012</b> | <b>2013</b>        | <b>2012</b> |
| <b>NORTH AMERICA</b>           |                               |             |                    |             |
| Revenues                       | \$461.0                       | \$416.0     | \$1,346.0          | \$1,154.2   |
| Gaming operations              | 214.1                         | 225.6       | 643.0              | 678.2       |
| Product sales                  | 184.7                         | 160.1       | 544.2              | 424.0       |
| Interactive                    | 62.2                          | 30.3        | 158.8              | 52.0        |
| Gross profit                   | 270.5                         | 243.9       | 787.3              | 671.4       |
| Gaming operations              | 128.8                         | 135.5       | 391.7              | 404.0       |
| Product sales                  | 102.8                         | 89.7        | 297.8              | 236.1       |
| Interactive                    | 38.9                          | 18.7        | 97.8               | 31.3        |
| Operating income               | 131.4                         | 103.7       | 368.0              | 319.2       |
| <b>INTERNATIONAL</b>           |                               |             |                    |             |
| Revenues                       | \$118.0                       | \$116.8     | \$363.2            | \$365.4     |
| Gaming operations              | 33.2                          | 32.6        | 101.3              | 98.2        |
| Product sales                  | 74.5                          | 71.5        | 228.7              | 229.4       |
| Interactive                    | 10.3                          | 12.7        | 33.2               | 37.8        |
| Gross profit                   | 66.7                          | 58.7        | 200.4              | 196.8       |
| Gaming operations              | 22.9                          | 20.2        | 69.9               | 68.9        |
| Product sales                  | 37.1                          | 34.7        | 111.4              | 111.9       |
| Interactive                    | 6.7                           | 3.8         | 19.1               | 16.0        |
| Operating income               | 23.4                          | 16.6        | 83.6               | 76.9        |
| <b>CORPORATE (unallocated)</b> |                               |             |                    |             |
| Operating expenses             | \$(31.8 )                     | \$(24.8 )   | \$(80.9 )          | \$(82.6 )   |
| <b>CONSOLIDATED</b>            |                               |             |                    |             |
| Revenues                       | \$579.0                       | \$532.8     | \$1,709.2          | \$1,519.6   |
| Gaming operations              | 247.3                         | 258.2       | 744.3              | 776.4       |
| Product sales                  | 259.2                         | 231.6       | 772.9              | 653.4       |
| Interactive                    | 72.5                          | 43.0        | 192.0              | 89.8        |
| Gross profit                   | 337.2                         | 302.6       | 987.7              | 868.2       |
| Gaming operations              | 151.7                         | 155.7       | 461.6              | 472.9       |
| Product sales                  | 139.9                         | 124.4       | 409.2              | 348.0       |
| Interactive                    | 45.6                          | 22.5        | 116.9              | 47.3        |
| Operating income               | 123.0                         | 95.5        | 370.7              | 313.5       |

**16. DISCONTINUED OPERATIONS**



***UK Barcrest Group***

As part of our strategic realignment of core objectives, we sold our UK Barcrest Group in September 2011 for approximately \$47.0 million, which remains subject to contingent consideration related to certain customer arrangements and potential indemnification obligations. The quarter ended June 30, 2012 included loss on the sale of \$0.3 million after-tax and a loss of \$2.4 million (or \$1.8 million after-tax) for the nine months ended June 30, 2012. Additional gain or loss on the sale may be recorded as the outstanding items are resolved over the next two years.

## 17. BUSINESS ACQUISITIONS

### 2012

#### *Double Down Interactive LLC*

On January 20, 2012, we acquired 100% of Seattle based Double Down Interactive LLC, developer and operator of the social gaming operations of *DoubleDown Casino*® found on Facebook. DoubleDown 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 establishing IGT's position in casino-style social gaming and strengthening our core business with added distribution channels for IGT game content. DoubleDown is presented as a component of our North America segment.

Our initial investment of \$250.9 million, net of cash acquired, included \$225.0 million paid through March 2012, \$0.9 million paid in April 2012, and \$25.0 million held back for 18 months to provide a source of recovery in the event of certain indemnification claims. Total potential consideration of \$500.9 million, net of cash acquired, also provides for maximum earn-out payments of \$165.0 million over the next three years dependent on financial performance targets and maximum employee retention payments of \$85.0 million to certain DoubleDown employees over the two years following the acquisition.

The estimated fair value of \$88.9 million for the earn-out consideration at the acquisition date was included in the capitalized purchase price of \$339.8 million, net of cash acquired. The retention payments were not included in the capitalized purchase price and will be recorded, along with earn-out fair value adjustments as operating expenses in a separate line for contingent acquisition related costs. Fair value amounts were determined using DCF based on probability-weighted earnings projections and a risk adjusted discount rate of 19%. See Note 8 regarding adjustments in the earn-out fair value subsequent to acquisition.

The purchase consideration was allocated as follows:

- tangible assets of \$7.2 million
- identifiable intangible assets of \$109.2 million
- goodwill of \$226.1 million related to non-separable intangibles and is deductible for tax purposes
- liabilities of \$2.7 million

Professional fees recorded in administrative operating expenses for this acquisition totaled \$5.6 million through September 30, 2012.

***BringIt, Inc.***

In February 2012, IGT acquired BringIt, Inc., for its gaming technology and expertise for total cash consideration of \$8.1 million allocated primarily to non-deductible goodwill related to non-separable intangibles of \$6.7 million and developed technology of \$0.8 million. Additionally, IGT agreed to pay \$2.0 million contingent on the retention of three key employees over the two years following the acquisition, which was not included in the capitalized purchase price and will be recorded as operating expenses in a separate line for contingent acquisition related costs. BringIt is presented as a component of our North America segment.

***Unaudited pro forma information***

The pro forma impact to our 2012 earnings and revenues for the nine months ended June 30, 2012 would not have been material.

**18. SUBSEQUENT EVENT**

***Lightning Box Games***

On July 30, 2013, IGT was sued in US District Court for the Northern District of Illinois for patent infringement by Lightning Box Games (LBG). LBG alleges infringement of two related patents for "Electronic System for Playing of Reel-Type Games," and specifically accuses IGT's MultiPLAY video slot machines of infringing one or more claims of the patents LBG is seeking, among other items, preliminary and permanent injunctive relief, monetary damages resulting from the infringing conduct (including pre- and post-judgment interest), and court costs. IGT is currently evaluating this matter.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

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, 2012, as well as the accompanying Consolidated Interim Financial Statements and Notes included in Item 1 of this Form 10-Q.

Our MDA is organized into the following sections:

FORWARD LOOKING STATEMENTS

OVERVIEW

CONSOLIDATED RESULTS

BUSINESS SEGMENT RESULTS

LIQUIDITY AND CAPITAL RESOURCES

RECENTLY ISSUED ACCOUNTING STANDARDS

CRITICAL ACCOUNTING ESTIMATES

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 our fiscal third quarter and nine months ended June 30, 2013

Note refers to the Notes of our Consolidated Interim Financial Statements in Item 1 of this report

references to EPS are on a diluted basis

table amounts are presented in millions, except units and EPS

discussion and analysis relates to results for continuing operations of the current fiscal periods as compared with the prior year fiscal periods

We sometimes refer to the impact of changes in foreign currency exchange rates, which results from the translation of foreign functional currencies into US dollars and foreign currency transactions remeasurement. The impact of foreign currency exchange rate fluctuations represents the difference between current rates and prior period rates applied to current period activity. The information posted on our website is not incorporated into this Form 10-Q.

## 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 or in online casino-style social gaming

the advantages offered to customers by our anticipated products and product features

economic conditions and other factors affecting the gaming industry

gaming growth, expansion, and new market opportunities

expected trends in the demand for our products

developments with respect to economic, political, regulatory and other conditions affecting our international operations

mergers, acquisitions and divestitures, including the expected benefits of completed acquisitions and expectations for, possible acquisitions of, or investments in, businesses, products, and technologies

research and development activities, including anticipated benefits from such activities

fluctuations in future gross margins, tax rates, and liabilities

expectations regarding product sales or machine placements

legislative, legal or regulatory developments and related market opportunities

available capital resources to fund future operating requirements, capital expenditures, payment obligations, acquisitions, dividends, 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

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 gaming company specializing in the design, development, manufacture, and marketing of casino games, gaming equipment and systems technology for land-based and online social gaming and wagering markets. We are a leading supplier of gaming entertainment products worldwide and provide a diverse offering of quality products and services at competitive prices, designed to enhance the player's experience.

We manage our operations in two geographic business segments, North America and International, each incorporating all revenue categories—Gaming Operations, Product Sales, and Interactive. Gaming operations and interactive revenues are generated by providing our products and services under a variety of recurring revenue arrangements. Product Sales revenues are generated by the sale of our products or services. Certain unallocated income and expenses managed at the corporate level, comprised primarily of general and administrative costs and other income and expense, are not allocated to an operating segment. See BUSINESS SEGMENT RESULTS below and Note 15.

### Summary Results

|                                   | Periods Ended June 30, |         |        |      |             |           |         |      |
|-----------------------------------|------------------------|---------|--------|------|-------------|-----------|---------|------|
|                                   | Third Quarters         |         |        |      | Nine Months |           |         |      |
|                                   | 2013                   | 2012    | Change |      | 2013        | 2012      | Change  |      |
| Revenues                          | \$579.0                | \$532.8 | \$46.2 | 9 %  | \$1,709.2   | \$1,519.6 | \$189.6 | 12 % |
| Operating income                  | 123.0                  | 95.5    | 27.5   | 29 % | 370.7       | 313.5     | 57.2    | 18 % |
| Income from continuing operations | 65.7                   | 46.9    | 18.8   | 40 % | 209.2       | 159.6     | 49.6    | 31 % |
| EPS from continuing operations    | \$0.25                 | \$0.16  | \$0.09 | 56 % | \$0.79      | \$0.54    | \$0.25  | 46 % |

### Third quarters ended June 30, 2013 and 2012 compared

Results reflected in the table above improved primarily due to an increase of \$45.0 million or 11% in North America revenues, attributable to an increase of \$31.9 million in interactive, mostly from the growing social gaming contributions of DoubleDown acquired in late January 2012, and \$24.6 million or 15% in product sales. These increases were partially offset by a decrease of \$11.5 million or 5% in North America gaming operations.

Additionally, income and EPS from continuing operations increased due to a lower effective income tax rate of 33% versus 37% in the prior year quarter. EPS from continuing operations also benefitted from fewer shares outstanding due to share repurchases discussed further in Note 14.



*Nine months ended June 30, 2013 and 2012 compared*

Results reflected in the table above improved primarily due to an increase of \$191.8 million or 17% in North America revenues, attributable to an increase of \$120.2 million or 28% in product sales and \$106.8 million in interactive, mostly from the growing social gaming contributions of DoubleDown acquired in late January 2012. These increases were partially offset by a decrease of \$35.2 million or 5% in North America gaming operations.

Additionally, income and EPS from continuing operations increased due to a lower effective income tax rate of 31% versus 36% in the prior year period. EPS from continuing operations also benefitted from fewer shares outstanding due to share repurchases discussed further in Note 14.

For a more in-depth analysis of our results, see CONSOLIDATED RESULTS directly following this OVERVIEW.

***Business Trends***

Increased VLT demand from various government lotteries in Canada and gaming expansion in Illinois, as well as new openings in Ohio, contributed significantly to improved machine sales during the first nine months of 2013. We continue to expect VLT shipments into Canada will be substantially complete by the end of 2013. Worldwide economic uncertainty continues to impact the willingness of our customers to purchase electronic gaming machines at an increased pace. Additionally, market impediments have hampered sales in certain international regions, but we remain committed to expanding our portfolio of localized content and continue to believe growth in the international markets will outpace North America in the long term.

In gaming operations, we also continue to be challenged by increasing competition that is investing heavily in this product line. Additionally, industry-wide gross gaming revenues remain challenged by lower discretionary spending influenced by global macroeconomic uncertainty and changes in our installed base mix toward lower-yield machines. These challenges are most evident in the reduction of our gaming operations yields. We are addressing these challenges with added team resources in *MegaJackpots*®, an increased mix of our franchise titles such as *Wheel of Fortune*®, player-direct TV and social media marketing programs, and focused releases of innovative new game content. We also remain committed to disciplined capital deployment and attempting to offset some of the yield pressures through greater operational efficiency.

Technological advances in and the increasing popularity of wireless mobile technology, such as smart phones, tablets, and social networking, have led to growth in online social gaming. These games appeal to a broader consumer demographic of players. With the acquisition of DoubleDown in January 2012, we established a leading position in interactive online casino-style social gaming, adding new distribution channels for IGT game content, and providing players access to our games across multiple platforms and devices. Our online *DoubleDown Casino*® revenues have increased each quarter, with the 2013 third quarter up 105% over the same quarter last year and 13% over the prior sequential quarter. Much of this improvement is attributable to the introduction of IGT content to the *DoubleDown Casino*®. We expect interactive online gaming to continue to be an important strategic part of our business and intend to enter and do business in those markets that offer attractive return characteristics and build on our existing capabilities.

### **Strategic Objectives**

We continue to partner with our customers to build stronger relationships and deliver innovative gaming products and services. We remain focused on strategic objectives designed to improve our business and increase shareholder value. We remain focused on achieving the following strategic objectives:

Reinforcing a leadership position in our core business

Increasing revenues and profitability in international markets

Propelling our game content across the broadest possible global network

Returning capital to shareholders in a consistent, efficient manner

### **CONSOLIDATED RESULTS – A Year Over Year Comparative Analysis**

|                                   | Periods Ended June 30, |          |         |      | Periods Ended June 30, |            |          |      |
|-----------------------------------|------------------------|----------|---------|------|------------------------|------------|----------|------|
|                                   | Third Quarters         |          |         |      | Nine Months            |            |          |      |
|                                   | 2013                   | 2012     | Change  |      | 2013                   | 2012       | Change   |      |
| <b>Revenues</b>                   | \$ 579.0               | \$ 532.8 | \$ 46.2 | 9 %  | \$ 1,709.2             | \$ 1,519.6 | \$ 189.6 | 12 % |
| <i>Gross margin</i>               | 58 %                   | 57 %     | 1 pp    |      | 58 %                   | 57 %       | 1 pp     |      |
| <b>Operating income</b>           | \$ 123.0               | \$ 95.5  | \$ 27.5 | 29 % | \$ 370.7               | \$ 313.5   | \$ 57.2  | 18 % |
| <i>Margin</i>                     | 21 %                   | 18 %     | 3 pp    |      | 22 %                   | 21 %       | 1 pp     |      |
| Income from continuing operations | \$ 65.7                | \$ 46.9  | \$ 18.8 | 40 % | \$ 209.2               | \$ 159.6   | \$ 49.6  | 31 % |
| Discontinued operations           | -                      | (0.3 )   | 0.3     | *    | -                      | (1.8 )     | 1.8      | *    |
| Net income                        | \$ 65.7                | \$ 46.6  | \$ 19.1 | 41 % | \$ 209.2               | \$ 157.8   | \$ 51.4  | 33 % |
| <b>EPS</b>                        |                        |          |         |      |                        |            |          |      |
| Continuing operations             | \$ 0.25                | \$ 0.16  | \$ 0.09 | 56 % | \$ 0.79                | \$ 0.54    | \$ 0.25  | 46 % |
| Discontinued operations           | -                      | -        | -       | *    | -                      | (0.01 )    | 0.01     | *    |
| Net income                        | \$ 0.25                | \$ 0.16  | \$ 0.09 | 56 % | \$ 0.79                | \$ 0.53    | \$ 0.26  | 49 % |

*Third quarters ended June 30, 2013 and 2012 compared*

Total revenues improved 9%, primarily due to an increase of \$45.0 million in North America revenues, attributable to increases of \$31.9 million in interactive, mostly from the growing social gaming revenues of DoubleDown acquired in late January 2012, and \$24.6 million in product sales, partially offset by a decrease in gaming operations of \$11.5 million. Total gross margin increased due to improved margins in interactive and product sales.

Operating income improved 29% primarily due to higher revenues described above. Operating margin increased as revenue growth outpaced the increase in operating expenses. See OPERATING EXPENSES below for additional information.

Income and EPS from continuing operations improved, primarily due to increased operating income and a lower effective income tax rate as discussed below under “Income Tax Provisions.” EPS additionally benefitted from the effect of share repurchases discussed in Note 14.

***Nine months ended June 30, 2013 and 2012 compared***

Total revenues improved 12%, primarily due to an increase of \$191.8 million in North America revenues, attributable to an increase of \$120.2 million in product sales and \$106.8 million in interactive, mostly from the growing social gaming revenues of DoubleDown acquired in late January 2012. These increases were partially offset by a decrease in North America gaming operations revenues of \$35.2 million or 5%. Total gross margin increased due to improved margins in interactive and gaming operations.

Operating income improved 18% primarily due to increased North America product sales. Similar to the quarterly comparison, operating margin improvement was due to revenue growth outpacing increased operating expenses. See OPERATING EXPENSES below for additional information.

Income and EPS from continuing operations improved, primarily due to increased operating income and a lower effective income tax rate as discussed below under “Income Tax Provisions.” EPS additionally benefitted from the effect of share repurchases discussed further in Note 14.

Discontinued operations in the prior year nine-month period related to the sale of our UK Barcrest Group in 2011. See Note 16.

**GAMING OPERATIONS**

| <b>Periods Ended June 30,</b> |             |                    | <b>Nine Months</b> |             |                    |
|-------------------------------|-------------|--------------------|--------------------|-------------|--------------------|
| <b>Third Quarters</b>         |             |                    |                    |             |                    |
| <b>2013</b>                   | <b>2012</b> | <b>C h a n g e</b> | <b>2013</b>        | <b>2012</b> | <b>C h a n g e</b> |

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|                                       |         |         |          |     |         |         |          |     |
|---------------------------------------|---------|---------|----------|-----|---------|---------|----------|-----|
| Revenues                              | \$247.3 | \$258.2 | \$(10.9) | -4% | \$744.3 | \$776.4 | \$(32.1) | -4% |
| Gross margin                          | 61 %    | 60 %    | 1 pp     |     | 62 %    | 61 %    | 1 pp     |     |
| Installed base (units '000)           | 56.7    | 56.9    | (0.2 )   | -   | 56.7    | 56.9    | (0.2 )   | -   |
| <i>MegaJackpots</i> ® (premium brand) | 25.8    | 27.4    | (1.6 )   | -6% | 25.8    | 27.4    | (1.6 )   | -6% |
| Lease (CDS, Racino, other)            | 30.9    | 29.5    | 1.4      | 5 % | 30.9    | 29.5    | 1.4      | 5 % |
| Yield (average revenue per unit)      | \$47.96 | \$50.20 | \$(2.24) | -4% | \$47.91 | \$51.31 | \$(3.40) | -7% |

***Third quarters ended June 30, 2013 and 2012 compared***

Gaming operations revenues decreased 4% driven primarily by lower yields, most significantly in *Megajackpots*®. Gross margin improvement was primarily due to lower jackpot expenses and depreciation related to fewer machine builds. Yield decreased 4% primarily due to lower performance, most significantly in *Megajackpots*® WAP games, and continued installed base expansion in lower-yield units.

***Nine months ended June 30, 2013 and 2012 compared***

Gaming operations revenue decrease of 4%, yield decline of 7%, and gross margin improvement were driven by the same factors as the quarterly comparison.

## PRODUCT SALES

|  | Periods Ended June 30, |         |             |       |         |             |             |      |  |  |
|--|------------------------|---------|-------------|-------|---------|-------------|-------------|------|--|--|
|  | Third Quarters         |         |             |       |         | Nine Months |             |      |  |  |
|  | 2013                   | 2012    | C h a n g e |       | 2013    | 2012        | C h a n g e |      |  |  |
| Revenues                                       | \$259.2                | \$231.6 | \$27.6      | 12 %  | \$772.9 | \$653.4     | \$119.5     | 18 % |  |  |
| Machines                                       | 177.9                  | 159.2   | 18.7        | 12 %  | 537.8   | 436.0       | 101.8       | 23 % |  |  |
| Non-machine <sup>(a)</sup>                     | 81.3                   | 72.4    | 8.9         | 12 %  | 235.1   | 217.4       | 17.7        | 8 %  |  |  |
| <i>Gross margin</i>                            | 54 %                   | 54 %    | -           | pp    | 53 %    | 53 %        | -           | pp   |  |  |
| Machine units recognized ('000) <sup>(1)</sup> | 13.4                   | 11.6    | 1.8         | 16 %  | 38.4    | 29.1        | 9.3         | 32 % |  |  |
| Machine ASP ('000)                             | \$13.3                 | \$13.7  | \$(0.4)     | -3 %  | \$14.0  | \$15.0      | \$(1.0)     | -7 % |  |  |
| Machine units shipped ('000) <sup>(2)</sup>    | 13.6                   | 12.6    | 1.0         | 8 %   | 37.2    | 29.6        | 7.6         | 26 % |  |  |
| New/expansion                                  | 3.4                    | 4.2     | (0.8)       | -19 % | 9.6     | 9.8         | (0.2)       | -2 % |  |  |
| Replacement                                    | 10.2                   | 8.4     | 1.8         | 21 %  | 27.6    | 19.8        | 7.8         | 39 % |  |  |

<sup>(a)</sup> non-machine revenue includes systems, license fees, parts/service/other

<sup>(1)</sup> correlates with revenues recognized; <sup>(2)</sup> includes deferred revenue units

### *Third quarters ended June 30, 2013 and 2012 compared*

Product sales revenue grew 12% primarily due to increased North America VLT machine sales and higher non-machine sales. Machine units recognized increased 16%, primarily driven by higher VLT machines. We shipped 3,300 replacement VLT units into Canada (up 2,500) and 1,300 new units into Illinois. Machine ASP decreased 3% primarily due to greater mix of lower-priced VLT units and increased discounting. Non-machine revenues increased 12%, with increases in all categories (parts, systems, and license fees). Gross margin was flat, as increased discounts were offset by a favorable mix of higher-margin parts.

### *Nine months ended June 30, 2013 and 2012 compared*

Product sales revenue grew 18% driven by increased North America VLT machine sales, as well as new casino openings. Machine units recognized increased 32%, primarily driven by VLT machines, with 7,600 additional replacement units in Canada and 3,100 new units in Illinois. Machine ASP decreased 7% primarily due to promotional

discounting and a higher mix of lower-priced VLT units. Non-machine revenues increased 8%, primarily due to an increase of \$14.0 million in IP license fees, in part due to a patent royalty settlement of \$5.0 million. Gross margin was flat, affected by the same factors as the quarterly comparison.

## INTERACTIVE

|                                     | Periods Ended June 30, |        |             | Nine Months |         |        |             |       |
|-------------------------------------|------------------------|--------|-------------|-------------|---------|--------|-------------|-------|
|                                     | Third Quarters         |        | C h a n g e |             | 2013    | 2012   | C h a n g e |       |
|                                     | 2013                   | 2012   |             |             |         |        |             |       |
| Revenues                            | \$72.5                 | \$43.0 | \$29.5      | 69 %        | \$192.0 | \$89.8 | \$102.2     | 114 % |
| Social gaming                       | 61.4                   | 29.9   | 31.5        | 105 %       | 157.1   | 51.2   | 105.9       | 207 % |
| IGTi                                | 11.1                   | 13.1   | (2.0 )      | -15 %       | 34.9    | 38.6   | (3.7 )      | -10 % |
| <i>Gross margin</i>                 | 63 %                   | 52 %   | 11 pp       |             | 61 %    | 53 %   | 8 pp        |       |
| DoubleDown average user statistics* |                        |        |             |             |         |        |             |       |
| DAU (Daily active users) ('000)     | 1,690                  | 1,355  | 335         | 25 %        | 1,613   | 1,351  | 262         | 19 %  |
| MAU (Monthly active users) ('000)   | 6,658                  | 5,217  | 1,441       | 28 %        | 5,950   | 5,110  | 840         | 16 %  |
| Bookings per DAU (0.00)             | \$0.40                 | \$0.25 | \$0.15      | 60 %        | \$0.36  | \$0.25 | \$0.11      | 44 %  |

*\*as a single application with multiple games, active users equal unique users*

*Third quarters ended June 30, 2013 and 2012 compared*

Interactive revenue grew \$29.5 million or 69%, primarily from growth in our *DoubleDown Casino*®. Social gaming revenues improved as a result of increases in both bookings per DAU (up 60%) and DAU (up 25%). These improvements were driven primarily by the introduction of IGT content to the *DoubleDown Casino*® and overall growth in desktop and mobile platform applications.

IGTi real-money wagering revenues decreased 15%, primarily due to a decrease of \$4.3 million related to the closures of certain European online turnkey and poker operations. This decrease was partially offset by an increase of \$2.3 million or 26% in online casino revenues, primarily due to a 36% increase in the number of *IGT rgs*® customers. Also, mobile generated 22% of online casino revenues compared to 12% in the prior year quarter.

Interactive gross margin growth was primarily due to the increasing contribution from higher margin social gaming. Amortization in cost of sales for DoubleDown acquired developed technology totaled \$2.3 million in 2013 period and \$1.7 million in the prior year period.

### *Nine months ended June 30, 2013 and 2012 compared*

Similar to the quarterly comparison, interactive revenue grew \$102.2 million primarily from our acquisition in late January 2012 and subsequent growth of the *DoubleDown Casino*®. Social gaming revenues continue to improve as a result of increases in both bookings per DAU (up 44%) and DAU (up 19%).

Similar to the quarterly comparison, IGTi real-money wagering revenues decreased 10%, primarily due to a decrease of \$12.4 million related to certain European closures, partially offset by an increase in online casino revenues of \$8.7 million. Also, mobile generated 21% of online casino revenues compared to 14% in the prior year period.

Gross margin growth was primarily due to the favorable contribution from social gaming. Amortization in cost of sales for DoubleDown acquired developed technology totaled \$6.9 million in the 2013 period and \$4.0 million in the prior year period.

### OPERATING EXPENSES

|                                     | Periods Ended June 30, |          |                | Nine Months |          |                 |
|-------------------------------------|------------------------|----------|----------------|-------------|----------|-----------------|
|                                     | 2013                   | 2012     | Change         | 2013        | 2012     | Change          |
| Selling, general and administrative | \$ 114.4               | \$ 104.9 | \$ (9.5 ) -9 % | \$ 325.0    | \$ 303.8 | \$ (21.2 ) -7 % |
| Research and development            | 59.8                   | 55.1     | (4.7 ) -9 %    | 172.3       | 157.3    | (15.0 ) -10 %   |
| Depreciation and amortization       | 19.3                   | 21.1     | 1.8 9 %        | 58.0        | 55.8     | (2.2 ) -4 %     |



|                                      |                 |                 |                  |             |                 |                 |                   |              |  |
|--------------------------------------|-----------------|-----------------|------------------|-------------|-----------------|-----------------|-------------------|--------------|--|
| <b>Subtotal</b>                      |                 |                 |                  |             |                 |                 |                   |              |  |
| <b>SG&amp;A-R&amp;D-D&amp;A</b>      | <b>193.5</b>    | <b>181.1</b>    | <b>(12.4 )</b>   | <b>-7 %</b> | <b>555.3</b>    | <b>516.9</b>    | <b>(38.4 )</b>    | <b>-7 %</b>  |  |
| <i>Percent of revenue</i>            | 33 %            | 34 %            |                  |             | 32 %            | 34 %            |                   |              |  |
| Contingent acquisition-related costs | 19.2            | 26.0            | 6.8              | 26 %        | 58.6            | 37.8            | (20.8 )           | -55 %        |  |
| Impairment and restructuring         | 1.5             | -               | (1.5 )           | *           | 3.1             | -               | (3.1 )            | *            |  |
| <b>Total operating expenses</b>      | <b>\$ 214.2</b> | <b>\$ 207.1</b> | <b>\$ (7.1 )</b> | <b>-3 %</b> | <b>\$ 617.0</b> | <b>\$ 554.7</b> | <b>\$ (62.3 )</b> | <b>-11 %</b> |  |
| <i>Percent of revenues</i>           | 37 %            | 39 %            |                  |             | 36 %            | 37 %            |                   |              |  |

*Third quarters ended June 30, 2013 and 2012 compared*

Operating expenses increased 3%, due to incremental costs primarily related to higher employee headcount, professional fees, and advertising, partially offset by reduced costs related to the European closures. Over half of the increased employee headcount was related to R&D initiatives. Professional fees increased \$8.1 million, including \$3.7 million connected to the proxy contest. Additional advertising costs of \$6.1 million correlated with increasing social gaming revenues.

These increases were partially offset by a decrease of \$6.6 million in bad debt provisions related to certain customer receivables, prior year severance costs of \$1.3 million, and lower acquisition-related charges primarily related to DoubleDown noted in the table below. Factors driving changes in the contingent costs are discussed in Note 8.

| <b>Acquisition-related charges</b>   | <b>2013</b>   | <b>2012</b>   |
|--------------------------------------|---------------|---------------|
| Earn-out                             | \$11.8        | \$11.1        |
| Retention                            | 7.4           | 14.9          |
| Total contingent costs               | 19.2          | 26.0          |
| Amortization of acquired intangibles | 4.4           | 4.7           |
| Professional fees                    | -             | 0.1           |
| <b>Total</b>                         | <b>\$23.6</b> | <b>\$30.8</b> |

The current quarter impairment of \$1.5 million related to our UK building held for sale.

*Nine months ended June 30, 2013 and 2012 compared*

Operating expenses increased 11%, primarily due to additional investment in interactive business and technology. Interactive operating expenses increased \$41.3 million, in part due to an increase of \$19.7 million in contingent acquisition-related charges in the table below, primarily related to the DoubleDown acquisition in January 2012.

| <b>Acquisition-related charges</b>   | <b>2013</b>   | <b>2012</b>   |
|--------------------------------------|---------------|---------------|
| Earn-out                             | \$28.0        | \$26.7        |
| Retention                            | 30.6          | 11.1          |
| Total contingent costs               | 58.6          | 37.8          |
| Amortization of acquired intangibles | 13.3          | 8.6           |
| Professional fees                    | -             | 5.8           |
| <b>Total</b>                         | <b>\$71.9</b> | <b>\$52.2</b> |

Interactive operating expense increases also included \$21.1 million for advertising related to player marketing, predominantly in correlation with increasing social gaming revenues. Other operating expense increases included \$7.6 million related to proxy contest fees and \$5.3 million in bad debt provisions related to certain specific customer receivables. These increases were partially offset by prior year settlement charges of \$3.1 million related to early cancellation of a distributor agreement and \$2.5 million in severance costs. The remaining incremental expenses in SG&A and R&D generally related to increased employee headcount.

Current year impairment included \$1.5 million related to our UK building held for sale and \$1.6 million related to our Alabama notes receivable, mostly related to the associated property collateral. See Note 19 of our Annual Report on Form 10-K for the year ended September 30, 2012 for additional information about our Alabama notes.



## OTHER INCOME (EXPENSE)

|  | Periods Ended June 30, |            |           | Nine Months |            |            |           |       |  |
|--|------------------------|------------|-----------|-------------|------------|------------|-----------|-------|--|
|  | 2013                   | 2012       | Change    | 2013        | 2012       | Change     |           |       |  |
| <b>Interest Income</b>                   | \$ 11.5                | \$ 11.0    | \$ 0.5    | 5 %         | \$ 34.0    | \$ 33.9    | \$ 0.1    | -     |  |
| WAP investments                          | 4.3                    | 4.8        | (0.5 )    | -10 %       | 13.5       | 15.1       | (1.6 )    | -11 % |  |
| Receivables and investments              | 7.2                    | 6.2        | 1.0       | 16 %        | 20.5       | 18.8       | 1.7       | 9 %   |  |
| <b>Interest Expense</b>                  | (30.5 )                | (30.8 )    | 0.3       | 1 %         | (92.4 )    | (90.9 )    | (1.5 )    | -2 %  |  |
| WAP jackpot liabilities                  | (4.3 )                 | (4.8 )     | 0.5       | 10 %        | (13.5 )    | (15.0 )    | 1.5       | 10 %  |  |
| Borrowings                               | (17.2 )                | (17.8 )    | 0.6       | 3 %         | (52.4 )    | (51.8 )    | (0.6 )    | -1 %  |  |
| Convertible debt equity discount         | (9.0 )                 | (8.2 )     | (0.8 )    | -10 %       | (26.5 )    | (24.1 )    | (2.4 )    | -10 % |  |
| <b>Other, including gain (loss)</b>      | (6.7 )                 | (1.6 )     | (5.1 )    | *           | (9.6 )     | (6.4 )     | (3.2 )    | *     |  |
| <b>Total other income (expense), net</b> | \$ (25.7 )             | \$ (21.4 ) | \$ (4.3 ) | -20 %       | \$ (68.0 ) | \$ (63.4 ) | \$ (4.6 ) | -7 %  |  |

*Third quarters ended June 30, 2013 and 2012 compared*

The change in total other income (expense) was unfavorable primarily due to increases in foreign currency losses of \$3.9 million and fair value loss adjustment on our interest rate swaps of \$3.4 million, partially offset by favorable changes in other gains, interest income and interest expense.

*Nine months ended June 30, 2013 and 2012 compared*

The change in total other income (expense) was unfavorable primarily due to additional fair value loss of \$3.1 million on our interest rate swaps and higher interest expense on debt of \$3.0 million.

## INCOME TAX PROVISION (See Note 12)

|                             | Periods Ended June 30, |        |         | Nine Months |        |         |
|-----------------------------|------------------------|--------|---------|-------------|--------|---------|
|                             | Third Quarters         |        |         |             |        |         |
|                             | 2013                   | 2012   | Change  | 2013        | 2012   | Change  |
| <b>Income tax provision</b> | \$31.6                 | \$27.2 | \$(4.4) | \$93.5      | \$90.5 | \$(3.0) |
| <i>Effective tax rate</i>   | 32.5%                  | 36.7%  | 4.2 pp  | 30.9%       | 36.2%  | 5.3 pp  |

Our 2013 effective tax rate decreased primarily due to increases in our manufacturing deduction and R&D tax credit. The 2012 provision was negatively impacted by losses in foreign jurisdictions for which there were no associated tax benefits and the expiration of the R&D tax credit.

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 UTBs

**BUSINESS SEGMENT RESULTS** (See Note 15)

## NORTH AMERICA SEGMENT RESULTS

|                         | Periods Ended June 30,<br>Third Quarters |         |             | Nine Months |           |             |
|-------------------------|--|---------|-------------|-------------|-----------|-------------|
|                         | 2013                                     | 2012    | C h a n g e | 2013        | 2012      | C h a n g e |
| <b>Total Revenues</b>   | \$461.0                                  | \$416.0 | \$45.0 11%  | \$1,346.0   | \$1,154.2 | \$191.8 17% |
| <i>Gross Margin</i>     | 59 %                                     | 59 %    | - pp        | 58 %        | 58 %      | - pp        |
| <b>Operating Income</b> | \$131.4                                  | \$103.7 | \$27.7 27%  | \$368.0     | \$319.2   | \$48.8 15%  |
| <i>Margin</i>           | 29 %                                     | 25 %    | 4 pp        | 27 %        | 28 %      | (1 )pp      |

*\*as a single application with multiple games, active users equal unique users*

***Third quarters ended June 30, 2013 and 2012 compared***

North America revenues improved 11% driven by increases of \$31.9 million in interactive and \$24.6 million in product sales, partially offset by a decline in gaming operations of \$11.5 million. Total gross margin was comparable overall and in each category of revenue. Operating income and margin improved as a result of revenue growth and lower operating expenses. Lower operating expenses resulted from decreases of \$7.2 million in bad debt provisions, \$6.8 million in contingent acquisition costs, and \$1.3 million in depreciation and amortization, partially offset by increases in advertising and employee costs, largely related to social gaming initiatives.

***Nine months ended June 30, 2013 and 2012 compared***

North America revenues improved 17% driven by increases in product sales of \$120.2 million and interactive of \$106.8 million, partially offset by a decline in gaming operations of \$35.2 million. Total gross margin was comparable, as margin improvement in gaming operations and interactive was offset by margin decline in product sales.

Operating income improved 15% primarily due to revenue growth. Operating margin decreased slightly primarily as a result of operating expense increases, including \$19.7 million for acquisition-related charges, higher advertising and

employee costs, and \$1.6 million for impairment of our Alabama note receivable.

#### NORTH AMERICA GAMING OPERATIONS

|                                      | Periods Ended June 30, |         |          |      | Nine Months |         |          |      |        |  |  |
|--------------------------------------|------------------------|---------|----------|------|-------------|---------|----------|------|--------|--|--|
|                                      | Third Quarters         |         | Change   |      | 2013        |         | 2012     |      | Change |  |  |
| 2013                                 | 2012                   |         |          | 2013 | 2012        |         |          | 2013 | 2012   |  |  |
| <b>Revenues</b>                      | \$214.1                | \$225.6 | \$(11.5) | -5%  | \$643.0     | \$678.2 | \$(35.2) | -5%  |        |  |  |
| <i>Gross margin</i>                  | 60 %                   | 60 %    | -        | pp   | 61 %        | 60 %    | 1        | pp   |        |  |  |
| Installed base (units '000)          | 42.5                   | 43.4    | (0.9 )   | -2%  | 42.5        | 43.4    | (0.9 )   | -2%  |        |  |  |
| <i>MegaJackpots® (premium brand)</i> | 22.5                   | 24.2    | (1.7 )   | -7%  | 22.5        | 24.2    | (1.7 )   | -7%  |        |  |  |
| Lease (CDS, racino, other)           | 20.0                   | 19.2    | 0.8      | 4 %  | 20.0        | 19.2    | 0.8      | 4 %  |        |  |  |
| Yield (average revenue per unit)     | \$55.34                | \$57.57 | \$(2.23) | -4%  | \$54.85     | \$58.97 | \$(4.12) | -7%  |        |  |  |

#### *Third quarters ended June 30, 2013 and 2012 compared*

North America gaming operations revenues decreased 5%, primarily due to lower yields, most significant in *MegaJackpots®*. Gross margin was comparable, as lower jackpot expense offset reduced yields. Installed base decreased 900 units due to a decline in *MegaJackpots®* units, partially offset by additions in lease operations. Yield decreased 4%, primarily due to lower performance most significant in *MegaJackpots®* WAP games, as well as a higher concentration of installed base in lower-yield units.

*Nine months ended June 30, 2013 and 2012 compared*

North America gaming operations revenues decreased 5%, primarily due to lower *Megajackpots*® revenue partially offset by increased lease operations revenues. Gross margin improvement was primarily due to lower jackpot expense and reduced depreciation associated with decreased machine builds, as well as an increasing mix of lower-yield/higher-margin games. Installed base decline and the 7% decrease in yield were driven by the same factors affecting the quarterly comparison.

## NORTH AMERICA PRODUCT SALES

|                                 | Periods Ended June 30,<br>Third Quarters |          |             |       | Nine Months |          |             |      |
|---------------------------------|--|----------|-------------|-------|-------------|----------|-------------|------|
|                                 | 2013                                     | 2012     | C h a n g e |       | 2013        | 2012     | C h a n g e |      |
| <b>Revenues</b>                 | \$ 184.7                                 | \$ 160.1 | \$ 24.6     | 15 %  | \$ 544.2    | \$ 424.0 | \$ 120.2    | 28 % |
| Machines                        | 123.5                                    | 107.8    | 15.7        | 15 %  | 374.1       | 268.3    | 105.8       | 39 % |
| Non-machine                     | 61.2                                     | 52.3     | 8.9         | 17 %  | 170.1       | 155.7    | 14.4        | 9 %  |
| <i>Gross margin</i>             | 56 %                                     | 56 %     | - pp        |       | 55 %        | 56 %     | (1 )pp      |      |
| Machine units recognized ('000) | 10.0                                     | 8.2      | 1.8         | 22 %  | 28.3        | 18.8     | 9.5         | 51 % |
| Machine ASP ('000)              | \$ 12.4                                  | \$ 13.1  | \$ (0.7 )   | -5 %  | \$ 13.2     | \$ 14.3  | \$ (1.1 )   | -8 % |
| Machine units shipped ('000)    | 10.3                                     | 8.7      | 1.6         | 18 %  | 28.3        | 18.9     | 9.4         | 50 % |
| New/expansion                   | 2.5                                      | 3.1      | (0.6 )      | -19 % | 6.9         | 5.4      | 1.5         | 28 % |
| Replacement                     | 7.8                                      | 5.6      | 2.2         | 39 %  | 21.4        | 13.5     | 7.9         | 59 % |

*Third quarters ended June 30, 2013 and 2012 compared*

Revenues from North America product sales grew 15% driven primarily by increased VLT machine sales. Machine units recognized increased 22%, primarily driven by higher VLT machines. We shipped 3,300 replacement VLT units into Canada (up 2,500) and 1,300 new units into Illinois. Non-machine revenues increased 17%, primarily due to systems sales. Machine ASP decreased 5% primarily due to a higher mix of lower-priced VLT machines and discounting. Gross margin was flat, as favorable product mix and lower nonstandard costs were offset by increased discounts.



*Nine months ended June 30, 2013 and 2012 compared*

Revenues from North America product sales grew 28% driven primarily by increased VLT machine sales, as well as new casino openings in Ohio. Machine units recognized increased 51%, primarily driven by VLT machines, with 7,600 incremental replacement units in Canada and 3,100 new units in Illinois. Non-machine revenues increased 9%, primarily due to an increase of \$14.0 million in IP license fees, in part due to a patent royalty settlement of \$5.0 million and increased systems sales. Machine ASP and gross margin decreases were driven by the same factors affecting the quarterly comparison.

## NORTH AMERICA INTERACTIVE

|   | Periods Ended June 30,<br>Third Quarters |        |             |      | Nine Months |        |             |      |
|---|--|--------|-------------|------|-------------|--------|-------------|------|
|   | 2013                                     | 2012   | C h a n g e |      | 2013        | 2012   | C h a n g e |      |
| <b>Revenues</b>                           | \$62.2                                   | \$30.3 | \$31.9      | 105% | \$158.8     | \$52.0 | \$106.8     | 205% |
| Social gaming                             | 61.4                                     | 29.9   | 31.5        | 105% | 157.1       | 51.2   | 105.9       | 207% |
| IGTi                                      | 0.8                                      | 0.4    | 0.4         | 100% | 1.7         | 0.8    | 0.9         | 113% |
| <i>Gross margin</i>                       | 63 %                                     | 62 %   | 1 pp        |      | 62 %        | 60 %   | 2 pp        |      |
| <b>DoubleDown average user statistics</b> |  |        |             |      |             |        |             |      |
| DAU (Daily active users) ('000)           | 1,690                                    | 1,355  | 335         | 25 % | 1,613       | 1,351  | 262         | 19 % |
| MAU (Monthly active users) ('000)         | 6,658                                    | 5,217  | 1,441       | 28 % | 5,950       | 5,110  | 840         | 16 % |
| Bookings per DAU (0.00)                   | \$0.40                                   | \$0.25 | \$0.15      | 60 % | \$0.36      | \$0.25 | \$0.11      | 44 % |

*Third quarters ended June 30, 2013 and 2012 compared*

North America interactive revenues grew \$31.9 million, primarily as a result of our acquisition in late January 2012 and subsequent growth of the *DoubleDown Casino*®. Social gaming revenues continue to improve as a result of increases in both bookings per DAU (up 60%) and DAU (up 25%). These improvements were driven primarily by the introduction of IGT content to the *DoubleDown Casino*® and overall growth in desktop and mobile platform applications. Gross margin growth was primarily the result of the favorable contribution from DoubleDown.

*Nine months ended June 30, 2013 and 2012 compared*

Consistent with the quarterly comparison, North America interactive revenue grew \$106.8 million primarily as a result of DoubleDown's added contribution. Social gaming revenues continue to improve with increases in both bookings per DAU (up 44%) and DAU (up 19%). IGTi real-money wagering revenue increased \$0.9 million and gross margin growth was due to the favorable contribution from DoubleDown.

## INTERNATIONAL SEGMENT RESULTS

|                         | Periods Ended June 30,<br>Third Quarters |          |        | Nine Months |          |           |
|-------------------------|--|----------|--------|-------------|----------|-----------|
|                         | 2013                                     | 2012     | Change | 2013        | 2012     | Change    |
| <b>Total Revenues</b>   | \$ 118.0                                 | \$ 116.8 | \$ 1.2 | \$ 363.2    | \$ 365.4 | \$ (2.2 ) |
| <i>Gross Margin</i>     | 57 %                                     | 50 %     | 7 pp   | 55 %        | 54 %     | 1 pp      |
| <b>Operating Income</b> | \$ 23.4                                  | \$ 16.6  | \$ 6.8 | \$ 83.6     | \$ 76.9  | \$ 6.7    |
| <i>Margin</i>           | 20 %                                     | 14 %     | 6 pp   | 23 %        | 21 %     | 2 pp      |

*Third quarters ended June 30, 2013 and 2012 compared*

International revenues improved 1%, driven by increases of \$3.0 million in product sales and \$0.6 million in gaming operations, partially offset by a decline of \$2.4 million in interactive. Total gross margin improvement was due to higher margins in all three revenue lines. Operating income and operating margin improvement was primarily attributable to the closures of certain interactive operations in Europe.

*Nine months ended June 30, 2013 and 2012 compared*

International revenues declined 1%, primarily due to a decrease of \$4.6 million in interactive, partially offset by an increase of \$3.1 million in gaming operations. Changes in foreign currency exchange negatively impacted revenues by \$2.9 million, most significant in gaming operations. Total gross margin improvement was primarily due to higher interactive margin.

Operating income and operating margin improved due to lower operating expenses and margin improvements, primarily attributable to the closures of certain interactive operations in Europe, partially offset by an increase of \$4.8 million in bad debt provisions. Additionally, the prior year period included charges of \$3.1 million related to a distributor cancellation settlement.

## INTERNATIONAL GAMING OPERATIONS

|                                      | Periods Ended June 30,<br>Third Quarters |          |             | Nine Months |          |             |            |      |
|--------------------------------------|--|----------|-------------|-------------|----------|-------------|------------|------|
|                                      | 2013                                     | 2012     | C h a n g e | 2013        | 2012     | C h a n g e |            |      |
| <b>Revenues</b>                      | \$ 33.2                                  | \$ 32.6  | \$ 0.6      | 2 %         | \$ 101.3 | \$ 98.2     | \$ 3.1     | 3 %  |
| <i>Gross margin</i>                  | 69 %                                     | 62 %     | 7 pp        |             | 69 %     | 70 %        | (1 )pp     |      |
| Installed base (units '000)          | 14.2                                     | 13.5     | 0.7         | 5 %         | 14.2     | 13.5        | 0.7        | 5 %  |
| <i>MegaJackpots® (Premium brand)</i> | 3.3                                      | 3.2      | 0.1         | 3 %         | 3.3      | 3.2         | 0.1        | 3 %  |
| Lease                                | 10.9                                     | 10.3     | 0.6         | 6 %         | 10.9     | 10.3        | 0.6        | 6 %  |
| Yield (average revenue per unit)     | \$ 25.76                                 | \$ 26.62 | \$ (0.86 )  | -3 %        | \$ 26.55 | \$ 27.05    | \$ (0.50 ) | -2 % |

*Third quarters ended June 30, 2013 and 2012 compared*

International gaming operations revenues increased 2% primarily due to installed base growth. Gross margin increased primarily due to lower depreciation. Installed base grew 5% driven primarily by an increase in lease operations units. Yield declined 3%, primarily due to lower performance, as well as higher percentage of lower yielding units, and unfavorable changes in foreign exchange rates.

*Nine months ended June 30, 2013 and 2012 compared*

Gaming operations revenues increased 3% on installed base growth of 5%. Gross margin decreased 1% on higher costs and unfavorable exchange rates. Yield declined 2% due to the same factors as the quarterly comparison.

## INTERNATIONAL PRODUCT SALES

**Periods Ended June 30,**

|                                 | Third Quarters |        |             |      | Nine Months |         |             |      |
|---------------------------------|----------------|--------|-------------|------|-------------|---------|-------------|------|
|                                 | 2013           | 2012   | C h a n g e |      | 2013        | 2012    | C h a n g e |      |
| <b>Revenues</b>                 | \$74.5         | \$71.5 | \$3.0       | 4 %  | \$228.7     | \$229.4 | \$(0.7)     | -    |
| Machines                        | 54.4           | 51.4   | 3.0         | 6 %  | 163.7       | 167.7   | (4.0)       | -2 % |
| Non-machine                     | 20.1           | 20.1   | -           | -    | 65.0        | 61.7    | 3.3         | 5 %  |
| <i>Gross margin</i>             | 50 %           | 49 %   | 1           | pp   | 49 %        | 49 %    | -           | pp   |
| Machine units recognized ('000) | 3.4            | 3.4    | -           | -    | 10.1        | 10.3    | (0.2)       | -2 % |
| Machine ASP ('000)              | \$16.1         | \$15.1 | \$1.0       | 7 %  | \$16.2      | \$16.3  | \$(0.1)     | -1 % |
| Machine units shipped ('000)    | 3.3            | 3.9    | (0.6)       | -15% | 8.9         | 10.7    | (1.8)       | -17% |
| New/expansion                   | 0.9            | 1.1    | (0.2)       | -18% | 2.7         | 4.4     | (1.7)       | -39% |
| Replacement                     | 2.4            | 2.8    | (0.4)       | -14% | 6.2         | 6.3     | (0.1)       | -2 % |

*Third quarters ended June 30, 2013 and 2012 compared*

International product sales revenue increased 4% despite lower units and gross margin improved due to higher machine ASP, up 7% primarily related to favorable product mix. Non-machine revenues were flat.

*Nine months ended June 30, 2013 and 2012 compared*

International product sales revenue remained relatively flat, as a 5% increase in non-machine revenues from theme conversions and systems sales were offset by a decrease in machine revenues, down on lower unit volume. Gross margin was flat, as a favorable mix of higher-margin non-machine revenue was offset by increased discounts and non-standard manufacturing costs.

## INTERNATIONAL INTERACTIVE

|                        | Periods Ended June 30, |        |         |             |        |        |         |      |
|------------------------|------------------------|--------|---------|-------------|--------|--------|---------|------|
|                        | Third Quarters         |        |         | Nine Months |        |        |         |      |
|                        | 2013                   | 2012   | Change  | 2013        | 2012   | Change |         |      |
| <b>Revenues - IGTi</b> | \$10.3                 | \$12.7 | \$(2.4) | -19%        | \$33.2 | \$37.8 | \$(4.6) | -12% |
| <i>Gross margin</i>    | 65 %                   | 30 %   | 35 pp   |             | 58 %   | 42 %   | 16 pp   |      |

*Third quarters ended June 30, 2013 and 2012 compared*

International IGTi revenues declined 19%, primarily due to a decrease of \$4.3 million related to the closures of certain European online turnkey and poker operations. The decrease from closures was partially offset by an increase of \$1.9 million in online casino revenues, primarily related to a 37% increase in the number of customers. Gross margin improvement was attributable to reduced tax assessments, an increased mix of higher-margin *IGT rgs*<sup>®</sup> revenues, and a realignment of certain player marketing costs.

*Nine months ended June 30, 2013 and 2012 compared*

Similar to the quarterly comparison, International IGTi revenues declined 12%, primarily due to a decrease of \$12.4 million related to certain European closures, partially offset by an increase in online casino revenues of \$7.8 million. Gross margin improvement was attributable to the same factors affecting the quarterly comparison.

**LIQUIDITY AND CAPITAL RESOURCES****SOURCES OF LIQUIDITY**

At June 30, 2013, our principal sources of liquidity were cash and equivalents and amounts available under our revolving bank credit facility discussed below under CREDIT FACILITIES AND INDEBTEDNESS. Other potential sources of capital include, but are not limited to, free cash flow generated by the business, as well as, the issuance of debt and equity securities. 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.

*Selected Financial Information and Statistics*

|  | <b>June<br/>30,<br/>2013</b> | <b>September<br/>30,<br/>2012</b> | <b>Increase<br/>(Decrease)</b> |
|--|------------------------------|-----------------------------------|--------------------------------|
| Cash and equivalents   | \$229.3                      | \$ 206.3                          | \$ 23.0                        |
| Accounts receivable, net   | 334.6                        | 346.6                             | (12.0 )                        |
| Inventories  | 95.4                         | 92.9                              | 2.5                            |
| Working Capital  | (196.1)                      | 633.0                             | (829.1 )                       |
| Trailing-twelve month statistics, excluding discontinued operations: |                              |                                   |                                |
| Days sales outstanding (excluding contracts and notes)               | 52                           | 59                                | (7 )                           |
| Inventory turns  | 5.3                          | 4.8                               | 0.5                            |

Cash and equivalents increased \$23.0 million during the nine months ended June 30, 2013 primarily due to cash generated from operations of \$335.2 million and net proceeds of \$86.0 million, collectively, from investments, loans, and assets. These increases were primarily offset by cash used for net debt repayments of \$143.2 million, capital expenditures of \$97.1 million, share repurchases of \$81.0 million, dividends paid of \$55.5 million, and financing payments of \$27.9 million for acquisition-related contingent earn-out accrued at acquisition.

Payments for acquisition-related contingent consideration during the nine months ended June 30, 2013 totaled \$74.8 million, comprised of \$29.7 million for retention and \$45.1 million for earn-out. Payments of \$27.9 million related to earn-out accrued at acquisition were included in financing cash flows. The remaining amount of contingent consideration payments was related to amounts accrued subsequent to acquisition and included in operating cash flows within the net change in accounts payable and other liabilities.

Foreign subsidiary operations held 44% of our cash and equivalents at June 30, 2013 and 47% at September 30, 2012. Restricted cash and investments, as well as jackpot annuity investments, are used primarily for funding jackpot winner payments and online player deposits.

Working capital decreased \$829.1 million primarily due to the reclassification of the \$817.3 million from non-current to current liabilities related to our convertible notes that mature in May 2014. See Note 10.

Inventory turns increased primarily due to increased sales volume. Days sales outstanding decreased as revenues and collections on accounts receivable increased.

### *Cash Flows Summary*

| <b>Nine Months Ended June 30,</b> | <b>2013</b> | <b>2012</b> | <b>Favorable<br/>(Unfavorable)</b> |
|-----------------------------------|-------------|-------------|------------------------------------|
| Operations                        | \$335.2     | \$327.0     | \$ 8.2                             |
| Investing                         | (11.1 )     | (310.2)     | 299.1                              |
| Financing                         | (293.9)     | (236.0)     | (57.9 )                            |
| Effects of exchange rates         | (7.2 )      | 0.5         | (7.7 )                             |
| Net Change                        | \$23.0      | \$(218.7)   | \$ 241.7                           |

Operating cash flows increased primarily due to higher earnings, partially offset by \$46.9 million of payments for acquisition-related contingent consideration, comprised of \$29.7 million for retention and \$17.2 million for earn-out accrued subsequent to acquisition, included within the net change in accounts payable and accrued liabilities.

Changes in operating assets and liabilities used cash of \$67.6 million related to variations in business volume and payment timing. Increased cash used of \$73.2 million for accounts payable and accrued liabilities (including payments of acquisition-related contingent consideration), \$20.0 million for income taxes, and \$19.7 million for jackpot liabilities was partially offset by less cash used of \$18.1 million for inventory and \$23.3 million for other assets, as well as less cash used in receivables of \$3.9 million.

Reduced cash used for investing was primarily due to \$233.9 million less cash used for business acquisitions and lower capital expenditures (see table below).



| <b>Nine Months Ended June 30,</b> | <b>2013</b> | <b>2012</b> | <b>Increase<br/>(Decrease)</b> |
|-----------------------------------|-------------|-------------|--------------------------------|
| Property, plant and equipment     | \$18.7      | \$35.3      | \$ (16.6 )                     |
| Gaming operations equipment       | 78.1        | 133.2       | (55.1 )                        |
| Intellectual property             | 0.3         | 2.3         | (2.0 )                         |
| Total capital expenditures        | \$97.1      | \$170.8     | \$ (73.7 )                     |

Increased cash used for financing was primarily due to an increase of \$423.2 million in net debt repayments, and \$27.9 million paid for acquisition-related contingent consideration partially offset by \$394.1 million less cash used for share repurchases.

During the first nine months of 2013, 2.5 million shares were delivered under an ASR prepaid in June 2012 and, 4.7 million shares were repurchased in the open markets for \$81.0 million. During the first nine months of 2012, 21.0 million shares were delivered under the \$400.0 million ASR prepaid in June 2012 and 5.0 million shares were repurchased in the open market for \$75.1 million. See Note 14 for more information about the ASR.

CREDIT FACILITIES and INDEBTEDNESS (See Note 10)

At June 30, 2013, no borrowings were outstanding on our \$1.0 billion revolving credit facility, \$972.4 million was available, and \$27.6 million was reserved for letters of credit and performance bonds. We were in compliance with all debt covenants at June 30, 2013, with an interest coverage ratio of 12.8:1 and a net funded debt leverage ratio of 2.0:1.

On April 23, 2013, we entered into an amended and restated credit agreement, increasing the available revolving line of our credit facility from \$750.0 million to \$1.0 billion, of which up to \$50.0 million is available for letters of credit and up to \$50.0 million is available for swing line borrowing. The former facility was terminated in conjunction with the issuance of the new credit facility. Subject to lenders' consent, the facility may be increased by \$250.0 million at any time up to 60 days prior to maturity. At maturity on April 23, 2018, all amounts outstanding will be immediately due and payable. The maturity may be extended upon our request for one year on each of the first and second closing date anniversaries, presuming no default exists.

The new facility interest rates and facility fees are based on our public debt ratings or our net funded debt to EBITDA ratio, whichever is more favorable to IGT. Net funded debt is defined as debt minus any unrestricted cash and investments in excess of \$150.0 million. At the initial pricing level of Baa2/BBB, the interest rate was LIBOR plus 100 bps and the facility fee was 17.5 bps. Additional debt issuance costs of approximately \$3.3 million were capitalized and together with \$8.2 million of previously deferred offering costs remaining from the former facility will be amortized to interest expense over the new facility term.

Substantially the same as the former credit facility, the new credit facility carries no limitations on shares repurchases or dividend payments provided no default exists and includes the following covenants (all terms as defined in the facility documents):

- 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 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, lenders may cease making loans and/or terminate commitments, and cross-default provisions may be triggered in other debt issuances.

## FINANCIAL CONDITION

|              | <b>June 30,</b> | <b>September</b> | <b>Increase</b>   |
|--------------|-----------------|------------------|-------------------|
|              | <b>2013</b>     | <b>30,</b>       | <b>(Decrease)</b> |
|              |                 | <b>2012</b>      |                   |
| Assets       | \$4,114.4       | \$ 4,285.1       | \$ (170.7 )       |
| Liabilities  | 2,826.9         | 3,087.3          | (260.4 )          |
| Total Equity | 1,287.5         | 1,197.8          | 89.7              |

### *Changes During The Nine Months Ended June 30, 2013*

Total assets decreased primarily due to reductions in:

- net property, plant and equipment of \$56.5 million, mostly related to depreciation
- other assets related to the fair value adjustment on our interest rate swaps of \$51.8 million
- net other intangible assets of \$47.6 million, mostly related to amortization
- jackpot annuity investments of \$25.8 million
- receivables of \$20.5 million

These asset reductions were partially offset by an increase in cash and equivalents of \$23.0 million.

Liabilities decreased primarily due to \$140.0 million in net debt repayments, \$74.8 million paid in contingent acquisition-related costs, and jackpot liabilities reduced by \$45.2 million.

Total equity increased primarily due to earnings, partially offset by share repurchases and dividends.

## CONTRACTUAL OBLIGATIONS

There have been no significant changes in our contractual obligations since those presented in Item 7 of our Annual Report on Form 10-K for the year ended September 30, 2012.

### *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 OR UPDATES**

There are no recently issued accounting standards or updates expected to have a material impact on our financial statements. See Note 1.

#### **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, observance of known 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, and royalties
- 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, 2012.

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

The Company's market risk profile has not changed materially during the first nine months of 2013 since those presented in Item 7A of our Annual Report on Form 10-K for the year ended September 30, 2012.

## **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 or submitted 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 quarter that materially affected, or are 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, 2012, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

**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, including in connection with customer financing we provide to customers, which increased in amount during fiscal 2012 and the first nine months of fiscal 2013 as a result of a competitive marketplace and a challenging economic recovery.

**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 new or changing laws or regulations, new interpretations of existing laws or regulations, and difficulties or delays in obtaining or maintaining needed licenses or approvals.**

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 be unable to obtain or maintain all necessary registrations, licenses, permits or approvals, and could incur fines or experience delays related to the licensing process which could adversely affect our operations and our ability to retain 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 and our issued licenses in other jurisdictions may be impacted. 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 or

delay our ability to recognize revenue from the sale or installation of products in any such jurisdictions.

Public opinion can also exert a significant influence over the regulation of the gaming industry. A negative shift in the public's perception of gaming could affect future legislation in individual jurisdictions. Among other things, such a shift could cause jurisdictions to abandon proposals to legalize gaming, thereby limiting the number of new jurisdictions into which we could expand. Negative public perception could also lead to new restrictions on or the prohibition of gaming in jurisdictions in which we currently operate.

Further, changes in existing gaming laws or regulations or new interpretations of existing gaming laws or regulations, 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. Slow growth in the establishment of new gaming jurisdictions or delays in the opening of new or expanded casinos and 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 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, pricing models, 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. In particular, we have observed an influx of small gaming equipment manufacturers entering the market over the last few years. 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 and, in certain cases, financing terms that are attractive to operators.

There has also been consolidation recently in the gaming industry among our competitors. Such consolidation could alter the competitive landscape of the industry by resulting in the formation of larger competitors with increased financial resources and altered cost structures, which may enable them to have more competitive pricing models and gain a larger market share of customers, as well as expanded product offerings and broader geographic scope of operations.

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 social gaming and wagering operations are also subject to intense competition. In particular, the online social gaming casino operated by DoubleDown is relatively new and has lower barriers to entry. Several companies have launched social casino offerings, and new competitors are likely to continue 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: platform hardware, platform software, online services, content (game) design and casino software systems. Because our newer products are generally more technologically sophisticated than those we have produced in the past, we must continually refine our design, development and delivery capabilities across all channels to meet the needs of our product innovation. If we cannot efficiently adapt our processes and infrastructure to meet the needs of our product innovations, our business could be negatively impacted.

Our customers will accept a new game 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. In

addition, certain aspects of our domestic business, such as our supply chain, may be impacted by events and conditions internationally. 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

volatility of financial markets and 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 licensing certain of these rights and/or 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 online social gaming *DoubleDown Casino*® may be offered on Facebook alongside existing or planned online social gaming casino offerings by one or more of our casino customers. One or more of such casino customers could view our online social gaming 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 social gaming casino offering is conducted largely 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 social gaming casino offering, operates largely through Facebook. Consequently, our operating platform, growth prospects and future revenues from this online offering are dependent on our relationship with Facebook. While DoubleDown has historically maintained a good relationship with Facebook, our online social gaming 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 as well as its privacy policies from time to time, and any future changes, including any changes 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 gross profit and operating income would suffer. Additionally, if users were to limit our ability to use their personal information, if Facebook were to develop competitive offerings, either on its own or in cooperation with another competitor, or if Facebook were to alter their operating platform to our detriment, 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 casino-style 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, legal or regulatory developments (such as the passage of new laws or regulations or the extension of existing laws or regulations to social casino-style gaming activities), taxation of gaming activities, 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, or those of third parties that we utilize in our operations, 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, and those of third parties we utilize, 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 the implementation by us and third parties we utilize of network security measures and data protection safeguards, including a disaster recovery strategy for back office systems, our servers and computer resources, and those of third parties we utilize, 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, or those of third parties we utilize, 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 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.

**We may not be able to generate sufficient cash flows to meet our debt service obligations.**

Our ability to make payments on and to refinance our indebtedness, including the Notes, and to fund planned capital expenditures will depend on our operating performance, financial results and ability to generate cash from our operations. These variables, to a certain extent, are subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Our business may not generate sufficient cash flow from operations and future sources of capital under our credit facilities or otherwise may not be available to us in an amount sufficient to enable us to pay our indebtedness, including the Notes, or to fund our other liquidity needs. The Notes mature on May 1, 2014, unless repurchased earlier or converted. We may need to refinance or restructure all or a portion of our indebtedness, including the Notes, on or before maturity and may not be able to do so on commercially reasonable terms, or at all. Any default on our debt obligations would have a material adverse effect on our business, operating results and financial condition.

**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, and/or unique new product offerings, such as our online social casino 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.

**Our results of operations could be affected by natural events in the locations in which we or our customers or suppliers operate.**

We, our customers, and suppliers have operations in locations subject to natural occurrences such as severe weather and geological events including hurricanes, earthquakes, floods or tsunamis that could disrupt operations. Any serious disruption at any of our facilities or the facilities of our customers or suppliers due to a natural disaster could have a material adverse effect on our revenues and increase our costs and expenses. If there is a natural disaster or other serious disruption at any of our facilities, it could impair our ability to adequately supply our customers, cause a significant disruption to our operations, cause us to incur significant costs to relocate or reestablish these functions and negatively impact our operating results. While we insure against certain business interruption risks, such insurance may not adequately compensate us for any losses incurred as a result of natural or other disasters. In addition, any natural disaster that results in a prolonged disruption to the operations of our customers or suppliers may adversely affect our business, results of operations or financial condition.

**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, particularly in our international operations. 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 2. Unregistered Sales of Equity Securities and Use of Proceeds**

*Share Repurchases*

The purpose of our common stock repurchase plan is to increase shareholder value and to reduce outstanding share count dilution. On June 13, 2012, our Board of Directors authorized share repurchases of up to \$1.0 billion with no expiration date specified. We may use open market or privately negotiated transactions, as well as Rule 10b5-1 trading plans, depending on market conditions and other factors. See Note 14 for a description of our \$400.0 million ASR transaction executed in June 2012 and completed in December 2012.

| <b>2013 Third Quarter</b> | <b>(a)</b>       | <b>Average</b> | <b>Total</b>        | <b>Approximate</b>  |
|---------------------------|------------------|----------------|---------------------|---------------------|
|                           | <b>Total</b>     | <b>Price</b>   | <b>Number</b>       | <b>Dollar Value</b> |
|                           | <b>Number</b>    | <b>Paid</b>    | <b>of Shares</b>    | <b>of Shares</b>    |
|                           | <b>of</b>        | <b>Per</b>     | <b>Purchased</b>    | <b>Still</b>        |
|                           | <b>Shares</b>    | <b>Share</b>   | <b>as part of a</b> | <b>Available</b>    |
|                           | <b>Purchased</b> |                | <b>Publicly</b>     | <b>for Purchase</b> |
|                           |                  |                | <b>Announced</b>    | <b>Under the</b>    |

|                           |     |          | <b>Plan</b> | <b>Plan</b> |
|---------------------------|-----|----------|-------------|-------------|
| March 31 - April 27, 2013 | -   | \$ -     | -           | \$ 525.0    |
| April 28 - May 25, 2013   | 0.3 | \$ 17.03 | 0.3         | 519.1       |
| May 26 - June 29, 2013    | -   | \$ -     | -           | \$ 519.1    |
| Total                     | 0.3 | \$ 17.03 | 0.3         |             |

*(a) Includes 3,800 of shares tendered by employees for net-share settlement of tax withholding obligations upon vesting*

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Mine Safety Disclosures**

Not Applicable

**Item 5. Other Information**

None



**Item 6. Exhibits**

10.1 Amended and Restated Credit Agreement, dated as of April 23, 2013, with The Royal Bank of Scotland plc. as Administrative Agent and Swing Line Lender, Wells Fargo Bank, N.A., as Syndication Agent and L/C Issuer, Bank of America, N.A., JPMorgan Chase Bank, N.A., Mizuho Corporate Bank, Ltd., Union Bank, National Association and U.S. Bank National Association, as Co-Documentation Agents, with Wells Fargo Securities, LLC, Union Bank, N.A. and RBS Securities Inc., as Joint Lead Arrangers and Joint Lead Book Runners, and a syndicate of other lenders (incorporated by reference to Exhibit 10.1 to Registrant's Report on Form 8-K filed on April 25, 2013)

10.2 Settlement Agreement, dated June 27, 2013, among International Game Technology, Ader Investment Management LP, Ader Long/Short Fund LP, Doha Partners, I LP, Ader Fund Management LLC, Ader Investment Management LLC and each of the other persons set forth on the signature pages thereto (incorporated by reference to Exhibit 99.1 to Registrant's Report on Form 8-K filed on July 1, 2013)

10.3\* International Game Technology 2002 Stock Incentive Plan, as amended effective July 1, 2013

10.4\* 2002 Stock Incentive Plan – Form: Restricted Stock Unit Award Agreement

31.1 Certification of Chief Executive Officer pursuant to Rule 13a – 14(a) of the Exchange Act, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of 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

\* Management contract or compensatory plan or arrangement

**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: August 2, 2013

**INTERNATIONAL GAME TECHNOLOGY**

By: /s/ John Vandemore  
John Vandemore  
Chief Financial Officer  
and Treasurer  
(Principal Financial  
Officer)