

INTERNATIONAL GAME TECHNOLOGY

Form 8-K/A

January 31, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
Amendment No. 1

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

Date of report (date of earliest event reported):

December 30, 2001

INTERNATIONAL GAME TECHNOLOGY

(Exact name of registrant as specified in its charter)

Nevada	001-10684	88-0173041
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

9295 Prototype Drive, Reno, Nevada 89511

(Address of principal executive offices) (Zip Code)

(775) 448-7777

(Registrant's telephone number, including area code)

not applicable

(Former name or former address, if changed since last report.)

International Game Technology, a Nevada corporation (IGT), filed a Current Report on Form 8-K with the Securities and Exchange Commission on January 4, 2002 (the Current Report) describing IGT's acquisition of all of the outstanding capital stock of Anchor Gaming, a Nevada corporation (Anchor), effective as of December 30, 2001. In accordance with the instructions to paragraph (b)(2) of Item 7, the Current Report omitted the pro forma financial information required by that paragraph.

Accordingly, IGT hereby amends the Current Report by deleting Item 7 thereof and replacing it in its entirety with the following:

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) Financial statements of business acquired. The financial statements of the business acquired are included or incorporated by reference in IGT's Registration Statement on Form S-4 (333-67928).

(b) Pro Forma Financial Information.

- (i) Pro forma combined condensed balance sheet as of December 29, 2001 (unaudited).
- (ii) Pro forma combined condensed statement of income for the year ended September 29, 2001 (unaudited).
- (iii) Pro forma combined condensed statement of income for the three months ended December 29, 2001 (unaudited).

(c) Exhibits.

Exhibit No.	Description
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2.1	Agreement and Plan of Merger dated as of July 8, 2001 among International Game Technology, NAC Corporation, a wholly-owned subsidiary of IGT, and Anchor Gaming (incorporated by reference to Exhibit 2.1 to the Form 8-K/A of IGT filed with the Securities and Exchange Commission on July 12, 2001).
99.1	Press Release, dated December 26, 2001, reporting the filing of the Articles of Merger.*
	*Previously filed.

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma combined condensed financial statements, including the notes thereto, are based on and are qualified in their entirety by reference to, and should be read in conjunction with, the consolidated financial statements and the notes thereto of IGT, which were previously reported in IGT's Annual Report on Form 10-K for the year ended September 29, 2001, and the consolidated financial statements and the notes thereto of Anchor, which were previously reported in Anchor's Annual Report on Form 10-K, as amended on Form 10-K/A, for the year ended June 30, 2001 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2001. All of the above-listed financial statements of IGT and Anchor are incorporated by reference in this Form 8-K/A. The unaudited pro forma combined financial statements being filed with this 8-K/A, including the notes thereto, are based on the consolidated financial statements of IGT and Anchor as of and for the three months ended December 29, 2001, which include all normal recurring adjustments considered necessary for a fair presentation.

The acquisition of Anchor will be accounted for using the purchase method of accounting. The unaudited pro forma combined condensed statements of income of IGT for the three months ended December 29, 2001 and for the year ended September 29, 2001 and the unaudited pro forma combined condensed balance sheet

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of IGT as of December 29, 2001, which are set forth below, give effect to the purchase of Anchor based upon the assumptions set forth below and in the notes to unaudited pro forma combined condensed financial statements. The unaudited pro forma financial information assumes that the purchase of Anchor was completed on October 1, 2000 for the unaudited pro forma combined condensed statements of income and on December 29, 2001 for the unaudited pro forma combined condensed balance sheet.

Certain amounts in the historical financial statements for Anchor including certain revenues and related direct costs, and certain depreciation have been reclassified to be consistent with the presentation used by IGT. IGT and Anchor have no significant intercompany activity which would require elimination in preparing the unaudited pro forma combined condensed financial statements.

The pro forma adjustments and the resulting unaudited pro forma combined condensed financial statements were prepared based on available information and certain assumptions and estimates described in the notes to unaudited pro forma combined condensed financial statements. A final determination of required purchase accounting adjustments, including the allocation of the purchase price to the assets acquired and liabilities assumed, has not been made, and the allocation reflected in the unaudited pro forma combined condensed financial statements should be considered preliminary.

The unaudited pro forma combined condensed financial statements do not purport to represent what IGT's financial position or results of operations would have been had the acquisition of Anchor occurred on the dates indicated or to project IGT's financial position or results of operations for any future period. Furthermore, the unaudited pro forma combined condensed financial statements do not reflect changes that may occur as the result of activities after the merger closes.

In March 2001, IGT completed the purchase of Silicon Gaming, Inc. (Silicon). Financial results for Silicon after the closing of the acquisition are included in IGT's historical results. The pro forma effect of Silicon is not included as it is not material.

During fiscal 2001 Anchor recorded various one-time charges. Anchor incurred impairment, restructuring, and other charges of \$121.5 million (\$97.6 million net of tax) primarily related to its AWI subsidiary. Anchor also incurred one-time charges of \$1.7 million (\$1.0 million net of tax) related to vesting of restricted stock grants and \$7.1 million (\$4.3 million net of tax) for inventory writedowns and contractual disputes. Excluding these charges, pro forma net income for the year ended September 29, 2001 would have been \$270.1 million or \$2.93 per diluted share.

IGT
Unaudited Pro Forma Combined Condensed Balance Sheet
December 29, 2001
(in thousands)

IGT Anchor Pro Forma

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	Historical -----	Historical -----	Adjustments -----	P
Assets				
Current assets:				
Cash and cash equivalents.....	\$ 407,068	\$ 25,301	\$ 13,915 (1,2)	\$
Investment securities at market value.....	18,904	-	-	
Accounts receivable, net.....	244,105	27,381	41,479 (1)	
Current maturities of long-term notes and contracts receivable, net of allowances..	44,008	3,325	-	
Inventory.....	135,740	16,863	-	
Investments to fund liabilities to jackpot winners.....	29,376	-	9,056 (1)	
Deferred income taxes.....	19,707	5,488	-	
Assets held for sale.....	-	17,334	59,666 (4,13)	
Prepaid expenses and other.....	60,028	1,971	19,985 (1)	
	-----	-----	-----	
Total Current Assets	958,936	97,663	144,101	
Long-term notes and contracts receivable, net of allowances and current maturities.....	91,067	15,574	-	
Property, plant and equipment, net.....	207,234	112,362	54,684 (1,4)	
Investments to fund liabilities to jackpot winners.....	233,223	-	93,824 (1)	
Deferred income taxes.....	125,610	26,239	(151,849) (3,4)	
Goodwill.....	139,077	15,624	802,409 (4)	
Intangible assets.....	39,693	33,035	292,765 (4)	
Other assets.....	105,196	81,446	(129,507) (1)	
	-----	-----	-----	
Total Assets	\$1,900,036	\$ 381,943	\$1,106,427	\$
	=====	=====	=====	
Liabilities and Stockholders' Equity				
(Deficiency)				
Current liabilities:				
Current maturities of long-term notes payable.....	\$ 4,180	\$ 604	\$ -	\$
Accounts payable.....	81,872	8,180	5,183 (1)	
Jackpot liabilities.....	93,923	-	56,316 (1)	
Accrued employee benefit plan liabilities..	15,987	-	-	
Accrued interest.....	10,559	5,574	-	
Other accrued liabilities.....	80,480	36,002	-	
	-----	-----	-----	
Total Current Liabilities	287,001	50,360	61,499	
Long-term notes payable and capital lease obligations, net of current maturities.....	985,047	336,394	(60,559) (2,4)	
Long-term jackpot liabilities.....	261,162	-	112,294 (1)	
Long-term deferred tax liabilities.....	-	-	3,151 (3,4)	
Other liabilities.....	11,265	2,626	-	
	-----	-----	-----	
Total Liabilities	1,544,475	389,380	116,385	
	-----	-----	-----	
Minority interest in consolidated subsidiary	-	9,228	-	
	-----	-----	-----	
Commitments and contingencies				
Stockholders' equity (deficiency):				
Common stock.....	98	294	(285) (4,5)	
Additional paid-in capital.....	372,953	161,026	827,315 (4,5,6)	
Deferred compensation.....	-	(4,555)	(9,418) (4,6,7)	

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Retained earnings.....	1,308,909	255,784	(256,784) (4,5)	
Treasury stock.....	(1,321,432)	(429,214)	429,214 (5)	
Accumulated other comprehensive loss.....	(4,967)	-	-	
	-----	-----	-----	-----
Total Stockholders' Equity (Deficiency)	355,561	(16,665)	990,042	
	-----	-----	-----	-----
Total Liabilities and Stockholders' Equity (Deficiency)	\$1,900,036	\$ 381,943	\$ 1,106,427	\$
	=====	=====	=====	=====

IGT
 Unaudited Pro Forma Combined Condensed Statement of Income
 For the Year Ended September 29, 2001
 (in thousands except per share amounts)

	IGT Historical	Anchor Historical	Pro Forma Adjustments	
	-----	-----	-----	
Revenues				
Product sales.....	\$ 824,267	\$ -	\$ -	
Proprietary gaming	374,942	55,468	504,321 (1)	
Gaming systems.....	-	170,993	-	
Casino operations.....	-	156,719	(37,787) (8,9,13)	
	-----	-----	-----	
Total revenues.....	1,199,209	383,180	466,534	
	-----	-----	-----	
Costs and Expenses				
Cost of product sales.....	493,201	-	-	
Cost of proprietary gaming	171,087	37,179	217,867 (1)	
Cost of gaming systems.....	-	140,672	-	
Cost of casino operations.....	-	101,334	(22,694) (8,9,13)	
Selling, general, and administrative.....	181,521	65,596	460 (1,6,8,	
Depreciation and amortization.....	20,252	14,080	20,764 (4,8,9,	
Research and development.....	62,526	12,598	3,617 (1)	
Provision for bad debts.....	19,073	3,798	3,569 (1,9)	
Impairment of assets and restructuring...	(1,100)	129,398	(7,896) (9)	
	-----	-----	-----	
Total costs and expenses.....	946,560	504,655	215,687	
	-----	-----	-----	
Earnings of Unconsolidated Affiliates	142,630	142,102	(283,814)	
	-----	-----	-----	
Income from Operations	395,279	20,627	(32,967)	
	-----	-----	-----	
Other Income (Expense)				
Interest income.....	49,819	2,174	4,340 (1,2,8,	
Interest expense.....	(102,039)	(40,010)	11,082 (1,2,4,	
Gain on sale of assets.....	(26)	9,759	(10,135) (8,9)	
Other.....	(3,561)	601	(97) (1,8)	
Minority interest in earnings of				

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consolidated subsidiary.....	-	(857)	-
Other income (expense), net.....	(55,807)	(28,333)	5,190
Income (Loss) Before Income Taxes	339,472	(7,706)	(27,777)
Provision for Income Taxes	125,537	35,750	(24,531) (3,8)
Net Income (Loss)	\$ 213,935	\$ (43,456)	\$ (3,246)
Weighted Average Common Shares Outstanding	73,851		14,902 (10)
Weighted Average Common and Potential Shares Outstanding	76,525		15,536 (10)
Basic Earnings Per Share	\$ 2.90		
Diluted Earnings Per Share	\$ 2.80		

IGT
 Unaudited Pro Forma Combined Condensed Statement of Income
 For the Three Months Ended December 29, 2001
 (in thousands except per share amounts)

	IGT Historical	Anchor Historical	Pro Forma Adjustments
Revenues			
Product sales.....	\$ 199,605	\$ -	\$ -
Proprietary gaming	101,888	11,591	127,071 (1)
Gaming systems.....	-	46,035	-
Casino operations.....	-	34,539	(5,639) (13)
Total revenues.....	301,493	92,165	121,432
Costs and Expenses			
Cost of product sales.....	117,103	-	-
Cost of proprietary gaming	47,988	7,605	59,162 (1)
Cost of gaming systems.....	-	33,275	-
Cost of casino operations.....		20,004	(83) (13)
Selling, general, and administrative.....	45,307	15,424	403 (1,6,11)
Depreciation and amortization.....	5,240	3,151	5,567 (4,13)
Research and development.....	15,413	3,103	1,142 (1)
Provision (credit) for bad debts.....	6,517	3,881	(216) (1)
Total costs and expenses.....	237,568	86,443	65,975

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Earnings of Unconsolidated Affiliates	33,865	33,476	(67,341) (1)
Income from Operations	97,790	39,198	(11,884)
Other Income (Expense)			
Interest income.....	10,918	525	1,033 (1,2,13)
Interest expense.....	(25,352)	(7,706)	1,322 (1,2,4)
Gain on sale of assets.....	32	278	-
Other.....	(1,182)	100	(47) (1)
Minority interest in earnings of consolidated subsidiary.....	-	(304)	-
Other income (expense), net.....	(15,584)	(7,107)	2,308
Income Before Income Taxes	82,206	32,091	(9,576)
Provision for Income Taxes	30,416	12,676	(3,352) (3)
Net Income	\$ 51,790	\$ 19,415	\$ (6,224)
Weighted Average Common Shares Outstanding	72,864		14,902 (10)
Weighted Average Common and Potential Shares Outstanding	74,440		15,637 (10)
Basic Earnings Per Share	\$ 0.71		
Diluted Earnings Per Share	\$ 0.70		

IGT

Notes to Unaudited Pro Forma Combined Condensed
Financial Statements

The following pro forma adjustments have been made to the unaudited pro forma financial information:

- (1) Historically IGT and Anchor applied the equity method to account for their respective share of the Spin For Cash Joint Venture. After the merger, the joint venture will be consolidated. The pro forma adjustments reflect the elimination of the investments in the joint venture of \$129.5 million. The elimination of the earnings of unconsolidated affiliates of \$67.3 million for the three months ended December 29, 2001 and \$283.8 million for the twelve months ended September 29, 2001, includes the elimination of timing differences of \$389,000 due to IGT and Anchor having different closing cycles for fiscal year 2001. The adjustments also include the consolidation of the joint venture as summarized below (in thousands):

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Balance sheet items as of:

Cash and cash equivalents
 Accounts receivable, net
 Investments to fund liabilities to jackpot winners
 Prepaid expenses and other
 Property, plant and equipment, net
 Investments to fund liabilities to jackpot winners
 Jackpot liabilities
 Accounts payable
 Long-term jackpot liabilities

Statement of income items for the periods: Year Ended
September 29, 2001

Proprietary gaming revenues	\$504,321
Cost of proprietary gaming	217,867
Selling, general, and administrative	400
Research and development	3,617
Provision (credit) for bad debts	3,576
Interest income	10,046
Interest expense	5,387
Other expense, net	95

- (2) Concurrent with the merger, IGT repaid in full and terminated Anchor's senior credit facility of \$89.5 million using available cash.

The unaudited pro forma condensed combined statements of income assume that the purchase of Anchor was completed on October 1, 2000. On this date, Anchor's obligation under its senior credit facility totaled \$200.5 million. The adjustment for the statement of income reflects the repayment of this obligation assuming \$125.0 million is paid using available cash and the remainder is drawn from IGT's line of credit at an interest rate of 4.95%. The weighted average interest rate on Anchor's credit facility including amortization of debt issue costs for the three month period ended December 29, 2001 was 6.62% and was 8.28% for fiscal 2001. Pro forma interest expense decreased by \$1.7 million in the three month period and \$11.1 million for fiscal 2001. The adjustment also includes a decrease in interest income of \$1.3 million for the three month period due to lower cash balances at an interest rate of 2.42% and \$5.7 million for fiscal 2001 based on an interest rate of 3.7%.

The \$248.6 million amount of Anchor's 9-7/8% Senior Subordinated Notes remains outstanding and these Notes have been treated on this basis in the pro forma information presented.

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- (3) All adjustments to the pro forma statements of income have been tax effected using our statutory federal tax rate of 35%, except for the disposal of Sunland Park Race Track and Casino (Sunland), which reflects actual taxes on the transaction of approximately \$15.0 million. The long-term deferred tax liabilities amount reflects the adjustment to recognize the difference between the fair market values and the tax bases of the assets acquired by IGT.
- (4) The merger will be accounted for as a purchase under the newly issued Statement of Financial Accounting Standards (SFAS) No. 141 "Business Combinations" and SFAS No. 142 "Goodwill and Other Intangible Assets." The estimated purchase price and purchase price allocation are noted below (in thousands except shares and per share amounts):

Estimated Purchase Price:

Shares of Anchor common stock outstanding at December 30, 2001
(excluding 92,500 shares already owned by IGT)
IGT's share price based on average closing prices for the 7 trading days ended July 12, 2001 (merger announcement on July 9, 2001)

Consideration for Anchor outstanding common stock
Fair value of Anchor stock options assumed by IGT
Carrying value of Anchor shares held by IGT prior to closing
Estimated transaction costs

Total estimated purchase price

Purchase Price Allocation:

Historical net book value of Anchor, excluding intangible assets of \$33.0 million, goodwill of \$15.6 million and assets held for sale of \$17.3 million

Estimated fair value adjustments relating to:

Intangible assets with finite lives
Intangible assets with indefinite lives

Total intangible assets

Goodwill
Asset held for sale (see Note 13)
Property, plant and equipment, net
Assumed debt
Deferred taxes
Deferred compensation
In process research and development

Total estimated purchase price

The pro forma adjustments related to goodwill, intangible assets, and assets held for sale include the estimated increase from the purchase price allocation above and the elimination of Anchor's historical balance as follows (in thousands):

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	Purchase Price Allocation -----	Anchor's Historical Balance -----	Pr Ad ---
Goodwill	\$818,033	\$15,624	\$
Intangible assets	325,800	33,035	
Assets held for sale	77,000	17,334	

Stock options of Anchor employees have been converted into the right to purchase IGT stock. In accordance with Financial Accounting Standards Board (FASB) Interpretation 44, "Accounting for Certain Transactions Involving Stock Compensation," the fair value of the stock options issued in exchange for outstanding awards are to be included as part of the purchase price in a business combination. The fair value of the options is approximately \$93.0 million.

Amortizable intangible assets with finite lives of \$250.7 million have been assigned useful lives of 1 to 16 years. Intangible assets with indefinite lives totaled \$75.1 million. The write-off of in process research and development costs of \$1.0 million is not included in the pro forma statement of income as it is a non-recurring charge. This amount is reflected in the retained earnings on the unaudited pro forma combined condensed balance sheet. The increase in amortization of identifiable intangible assets with finite lives totaled \$7.5 million for the three months ended December 29, 2001 and \$30.0 million for fiscal 2001. The increase in amortization expense was offset by the elimination of amortization of Anchor's historical intangible assets of \$1.3 million for the three months ended December 29, 2001 and \$7.9 million for the fiscal year 2001. The estimated fair value adjustment related to the debt assumed totaled \$28.9 million. The amortization of this fair value adjustment resulted in a decrease in interest expense of \$1.1 million for the three months ended December 29, 2001 and \$4.3 million for fiscal 2001.

The above purchase price allocation and the lives assigned to the assets are preliminary and have been made solely for the purpose of developing the IGT pro forma financial statements. IGT, with the assistance of valuation consultants, is in the process of evaluating the fair value and the lives of the assets acquired. Accordingly, the allocation of the purchase price and the lives of the assets acquired, and the resulting depreciation and amortization expense, are preliminary and may differ from the final purchase price allocation and the final lives assigned to the assets. Any changes in the fair value or lives assigned to amortizable or depreciable assets would impact the results of future operations.

- (5) The adjustment reflects IGT shares issued in the merger and the adjustment of Anchor's equity.
- (6) FASB Interpretation 44 requires the intrinsic value of the unvested awards to be allocated to deferred compensation and recognized as non-cash compensation cost over the remaining future vesting periods. The amount allocated to deferred compensation is based on the closing price of IGT common stock at consummation of the merger. We estimate the total deferred compensation to be \$14.0 million based on a closing stock price of \$70.00

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per share. Deferred compensation will be amortized over an estimated remaining vesting period of three years. The adjustment reflects deferred compensation as a component of stockholders' equity. Amortization of deferred compensation included in the pro forma financial statements was \$1.2 million for the three months ended December 29, 2001 and \$4.7 million for fiscal 2001.

- (7) The Anchor historical balance sheet includes deferred compensation related to shares issued as restricted stock awards. The vesting of these shares will be accelerated upon merger. The amount reflects the elimination of the related deferred compensation.
- (8) In December 2000, Anchor disposed of its racetrack assets including Sunland and its 25% interest in a Massachusetts horse racing facility. The fiscal year 2001 pro forma statement of income includes adjustments to eliminate the Sunland operations and gain on the sale of these assets. The eliminations are reflected below (in thousands):

Statement of income items for the periods:

Yea
Septemb

Casino operations revenues
 Cost of casino operations
 Selling, general and administrative
 Depreciation and amortization
 Interest income
 Interest expense
 Gain on sale of assets
 Other
 Provision for income taxes

\$

- (9) On September 28, 2001, Anchor sold its Montana route for \$5.2 million for a gain of \$2.1 million. Fiscal year 2001 includes an adjustment to eliminate the Montana route operations and the gain on the sale of these assets. The eliminations are reflected below (in thousands):

Statement of income items for the periods:

Yea
Septemb

Casino operations revenues
 Cost of casino operations
 Selling, general and administrative
 Depreciation and amortization
 Provision for bad debts
 Impairment of assets and restructuring
 Interest income
 Gain on sale of assets

\$

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- (10) Weighted average common shares outstanding have been adjusted to include approximately 14.9 million shares issued in the merger at a conversion ratio of one-for-one. The adjustment also reflects the potential dilutive effect of Anchor stock options, which will be converted to options to purchase approximately 2.2 million shares of IGT common stock. This calculation excludes 600,000 shares as the option exercise price was greater than the average market price. Applying the treasury method of accounting, the pro forma adjustment reflects approximately 735,000 additional common shares related to these options for the three months ended December 29, 2001 and 634,000 additional shares for fiscal 2001.
- (11) The adjustment reflects the elimination of Anchor's legal, accounting, and advisory costs related to the merger of \$861,000 for the quarter ended December 29, 2001 and \$1.6 million for the year ended September 29, 2001.
- (12) During fiscal 2001 Anchor incurred various one-time charges. Anchor incurred impairment, restructuring, and other charges of \$121.5 million (\$97.6 million net of tax) primarily related to its AWI subsidiary. This amount excludes the impairment related to the Montana route of \$7.9 million. Anchor also incurred one-time charges of \$1.7 million (\$1.0 million net of tax) related to vesting of restricted stock grants and \$7.1 million (\$4.3 million net of tax) for inventory writedowns and contractual disputes. Excluding these charges, pro forma income from operations for fiscal 2001 would have been \$513.2 million and pro forma net income would have totaled \$270.1 million or \$2.93 per diluted share.
- (13) Under an agreement entered into on December 23, 2001, Anchor's Pala casino management contract will be surrendered for an agreed upon payment and has been classified as an asset held for sale. The pro forma statements of income have been adjusted to exclude the results of operations for the Pala management contract.

SIGNATURES

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

INTERNATIONAL GAME TECHNOLOGY
(Registrant)

Date: January 31, 2002

By: /s/ Maureen Mullarkey

Name: Maureen Mullarkey
Its: Senior Vice President of Finance and
Chief Financial Officer

INDEX OF EXHIBITS

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99.1	Press Release, dated December 26, 2001, reporting the filing of the Articles of Merger.* *Previously filed.