

INTERNATIONAL GAME TECHNOLOGY

Form 424B3

September 23, 2003

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Registration No. 333-103339

Prospectus Supplement No. 2

(To Prospectus Dated August 11, 2003)

\$969,790,000

**INTERNATIONAL GAME TECHNOLOGY
ZERO-COUPON CONVERTIBLE DEBENTURES DUE JANUARY 29, 2003 AND
COMMON STOCK ISSUABLE UPON CONVERSION OF THE DEBENTURES**

This prospectus supplement amends and supplements the prospectus dated August 11, 2003, as supplemented by Prospectus Supplement No. 1 dated September 4, 2003, relating to our Zero-Coupon Convertible Debentures due January 29, 2003 (the "Debentures") and the shares of our common stock issuable upon conversion of the Debentures.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated August 11, 2003, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus dated August 11, 2003, including any amendments or supplements to it.

See Risk Factors beginning on page 10 of the prospectus dated August 11, 2003 to read about factors you should consider before buying the Debentures.

Neither the Securities and Exchange Commission, any state securities commission, nor any gaming regulatory authority has approved or disapproved of the securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus supplement amends and replaces the second paragraph and the table under the heading "Selling Securityholders" beginning on page 47 of the prospectus dated August 11, 2003 and page 2 of Prospectus Supplement No. 1 dated September 4, 2003, with the information in the following paragraph and table.

The date of this prospectus supplement is September 23, 2003.

SELLING SECURITYHOLDERS

The table below sets forth the name of each selling securityholder, the principal amount at maturity of Debentures, as of September 23, 2003, that each selling securityholder may offer pursuant to this prospectus and the number of shares of our Common Stock into which those Debentures are convertible. Unless set forth below, none of the selling securityholders has, or within the past three years has had, any material relationship with us or any of our predecessors or affiliates.

Name	Aggregate Principal Amount at Maturity of Debentures Owned Before Offering and That May Be Sold	Percentage of Debentures Outstanding Before Offering	Number of Shares of Common Stock Held Before Offering(1)	Number of Shares of Common Stock Offered for Sale(1)(2)	Number of Shares of Common Stock Held After Offering(3)
AIG DKR SoundShore Oasis Holding Fund Ltd.	\$ 4,500,000	*	95,266	95,266	
AIG DKR SoundShore Overseas Holding Fund Ltd.	\$ 1,570,000	*	33,237	33,237	
AIG DKR SoundShore Strategic Holding Fund Ltd.	\$ 5,000,000	*	105,852	105,852	
Alexandra Global Master Fund, LTD	\$ 10,000,000	1.03%	211,704	211,704	
AM Investment D Fund (QP) Ltd.	\$ 825,000	*	17,465	17,465	
AM Investment E Fund Ltd.	\$ 4,725,000	*	100,030	100,030	
Amaranth LLC	\$ 8,800,000	*	186,299	186,299	
American Fidelity Assurance Company	\$ 1,400,000	*	29,638	29,638	
Amerisure Mutual Insurance Company	\$ 555,000	*	11,749	11,749	
AOI Alternative Investments	\$ 2,000,000	*	42,340	42,340	
Arbitex Master Fund, L.P.(5)	\$ 19,900,000	2.05%	421,290	421,290	
Asymmetric Convertible Fund(5)	\$ 2,000,000	*	42,340	42,340	
ATSF-Transamerica Convertible Securities(5)	\$ 10,000,000	1.03%	211,704	211,704	
Aventis Pension Master Trust	\$ 350,000	*	7,409	7,409	
Bank Austria Cayman Islands, LTD	\$ 6,000,000	*	127,022	127,022	
Bear, Stearns & Co., Inc.(4)	\$ 15,000,000	1.55%	317,556	317,556	
Bear Stearns International Limited (BSIL)(4)(5)	\$ 11,700,000	1.21%	247,693	247,693	
BGI Global Investors c/ o Forest Investment Management L.L.C.	\$ 1,422,000	*	30,104	30,104	
Blue Cross Blue Shield of Delaware, Inc.	\$ 330,000	*	6,986	6,986	
BNP Paribas Equity Strategies, SNC(5)	\$ 15,786,000	1.63%	370,639	334,195	36,444
Boilermaker-Blacksmith Pension Trust	\$ 2,000,000	*	42,340	42,340	
CALAMOS® Convertible Fund					
CALAMOS® Investment Trust	\$ 37,000,000	3.82%	783,304	783,304	
CALAMOS® Convertible Growth and Income Fund CALAMOS Investment Trust	\$ 36,000,000	3.71%	762,134	762,134	
CALAMOS® Convertible Portfolio					
CALAMOS® Advisors Trust	\$ 225,000	*	4,763	4,763	
CALAMOS® Global Convertible Fund CALAMOS® Investment Trust	\$ 500,000	*	10,585	10,585	
The California Wellness Foundation	\$ 575,000	*	12,172	12,172	
Canadian Imperial Holdings Inc.(5)	\$ 20,000,000	2.06%	423,408	423,408	
CareFirst BlueChoice, Inc.	\$ 250,000	*	5,292	5,292	
CareFirst of Maryland, Inc.	\$ 900,000	*	19,053	19,053	
CC Convertible Arbitrage, Ltd.(5)	\$ 9,200,000	*	194,767	194,767	
CC Investments, LDC(5)	\$ 11,700,000	1.21%	247,693	247,693	
CGNU Life Global Convertibles	\$ 2,200,000	*	46,574	46,574	

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Chrysler Corporation Master Retirement Trust	\$ 6,175,000	*	130,727	130,727
Citi JL, Ltd.	\$ 334,000	*	7,070	7,070
City of Albany Pension Plan	\$ 200,000	*	4,234	4,234
City of Birmingham Retirement & Relief System	\$ 1,900,000	*	40,223	40,223
City of Knoxville Pension System	\$ 425,000	*	8,997	8,997
The Cockrell Foundation	\$ 200,000	*	4,234	4,234

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Commercial Union Life Global Convertibles	\$ 3,000,000	*	63,511	63,511	
Common Fund Event Driven Company, Ltd. c/o Levco(5)	\$ 250,000	*	5,292	5,292	
CooperNeff Convertible Strategies (Cayman) Master Fund, L.P.	\$10,801,000	1.11%	228,661	228,661	
Credit Suisse First Boston Europe Limited(5)	\$ 5,000,000	*	105,852	105,852	
D.E. Shaw Investment Group, L.P.(5)	\$ 3,800,000	*	80,447	80,447	
D.E. Shaw Valence Portfolios, L.P.(5)	\$15,000,000	1.55%	317,556	317,556	
Deephaven Domestic Convertible Trading Ltd.	\$ 4,930,000	*	104,370	104,370	
Delta Air Lines Master Trust CV	\$ 2,185,000	*	46,257	46,257	
Delta Airlines Master Trust	\$ 2,000,000	*	42,340	42,340	
Delta Pilots Disability & Survivorship Trust CV	\$ 1,055,000	*	22,334	22,334	
Delta Pilots Disability & Survivorship Trust	\$ 600,000	*	12,702	12,702	
Dorinco Reinsurance Company	\$ 1,100,000	*	23,287	23,287	
The Dow Chemical Employees Retirement Plan	\$ 3,800,000	*	80,447	80,447	
The Fondren Foundation	\$ 260,000	*	5,504	5,504	
Forest Fulcrum Fund L.L.P.(4)	\$ 3,754,000	*	79,473	79,473	
Forest Global Convertible Fund Series A-5	\$16,898,000	1.74%	357,737	357,737	
Forest Multi-Strategy Master Fund SPG, on behalf of Series F, Multi-Strategy Segregated Portfolio	\$ 2,046,000	*	43,314	43,314	
FreeState Health Plan, Inc.	\$ 125,000	*	2,646	2,646	
Gaia Offshore Master Fund Ltd.	\$24,200,000	2.50%	512,323	512,323	
Gasner Investors Holdings Ltd.	\$ 3,250,000	*	68,803	68,803	
Genesee County Employees Retirement System	\$ 1,000,000	*	21,170	21,170	
Goldman, Sachs & Co.(4)(9)	\$ 5,590,000	*	325,054	118,342	206,712
Greek Catholic Union of the USA	\$ 150,000	*	3,175	3,175	
Group Hospitalization and Medical Services, Inc.	\$ 1,000,000	*	21,170	21,170	
Guggenheim Portfolio Co. XV, LLC	\$ 1,500,000	*	31,755	31,755	
Hamilton Multi-Strategy Master Fund L.P.	\$16,300,000	1.68%	345,077	345,077	
HealthNow New York, Inc.	\$ 400,000	*	8,468	8,468	
HFR CA Select Fund	\$ 1,400,000	*	29,638	29,638	
Highbridge International LLC	\$38,800,000	4.00%	821,411	821,411	
HSBC Trustee, Zola Managed Trust	\$ 500,000	*	10,585	10,585	
IDEX Transamerica Convertible Securities Fund(5)	\$ 1,900,000	*	40,223	40,223	
Jackson County Employees Retirement System	\$ 450,000	*	9,526	9,526	
JC Penney Insurance Co. Group(5)	\$ 1,600,000	*	33,872	33,872	
JP Morgan Securities Inc.(4)	\$21,165,000	2.18%	448,071	448,071	

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KBC Financial Products USA Inc.(4)	\$ 1,750,000	*	37,048	37,048
Knoxville Utilities Board Retirement System	\$ 185,000	*	3,916	3,916
Laurel Ridge Capital, LP	\$ 7,700,000	*	163,012	163,012
Levco Alternative Fund, Ltd.(5)	\$ 8,445,000	*	178,784	178,784
LLT Limited	\$ 1,356,000	*	28,707	28,707
Louisiana Worker s Compensation Corporation	\$ 500,000	*	10,585	10,585
Lyxor Master Fund(5)	\$ 7,000,000	*	148,192	148,192
Lyxor Master Fund c/o Forest Investment Management L.L.C.(5)	\$ 12,080,000	1.25%	255,738	255,738
Lyxor Master Fund c/o Zola Capital Management	\$ 3,600,000	*	76,213	76,213

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Lyxor/AM Investment Fund Ltd.	\$ 1,250,000	*	26,463	26,463	
Lyxor/ Gaia II Fund Ltd.	\$ 5,400,000	*	114,320	114,320	
Lyxor/ JLC Fund, Ltd.(5)	\$ 631,000	*	13,358	13,358	
Macomb County Employees Retirement System	\$ 410,000	*	8,679	8,679	
Man Convertible Bond Master Fund, Ltd.	\$12,275,000	1.27%	259,866	259,866	
Merrill Lynch, Pierce, Fenner & Smith Incorporated(4)	\$54,700,000	5.64%	1,158,020	1,158,020	
Microsoft Corporation	\$ 3,010,000	*	63,722	63,722	
MLQA Convertible Securities Arbitrage, Ltd.(5)	\$12,500,000	1.29%	264,630	264,630	
Motion Picture Industry Health Plan Active Member Fund	\$ 545,000	*	11,537	11,537	
Motion Picture Industry Health Plan Retiree Member Fund	\$ 340,000	*	7,197	7,197	
Natexis Banques Populaires	\$ 7,000,000	*	148,192	148,192	
Nicholas Applegate Investment Grade Convertible	\$ 20,000	*	423	423	
Nisswa Master Fund Ltd.	\$ 4,000,000	*	84,681	84,681	
NMS Services (Cayman) Inc.(5)	\$ 5,000,000	*	105,852	105,852	
NORCAL Mutual Insurance Company	\$ 800,000	*	16,936	16,936	
Norwich Union Life & Pensions Global Convertibles	\$ 4,500,000	*	95,266	95,266	
Oakwood Healthcare Inc. (Pension)	\$ 200,000	*	4,234	4,234	
Oakwood Assurance Company	\$ 65,000	*	1,376	1,376	
Oakwood Healthcare Inc. OHP	\$ 15,000	*	317	317	
Oakwood Healthcare Inc. Endowment	\$ 10,000	*	211	211	
Oakwood Healthcare Inc. Funded Depreciation	\$ 110,000	*	2,328	2,328	
OCM Convertible Trust	\$ 5,465,000	*	115,696	115,696	
Onyx Fund Holdings, LDC	\$ 1,700,000	*	35,989	35,989	
Oppenheimer Convertible Securities Fund(5)	\$ 5,000,000	*	105,852	105,852	
OZ Convertible Master Fund, Ltd.	\$ 1,119,000	*	23,689	23,689	
OZ Master Fund, Ltd.	\$13,801,000	1.42%	292,172	292,172	
Partner Reinsurance Company Ltd.	\$ 1,735,000	*	36,730	36,730	
Physicians Reciprocal Insurers Account #7	\$ 2,200,000	*	46,574	46,574	
Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union	\$ 1,000,000	*	21,170	21,170	
Prisma Foundation	\$ 110,000	*	2,328	2,328	
Privilege Portfolio SICAV	\$ 5,000,000	*	105,852	105,852	
Purchase Associates, L.P.(5)	\$ 1,840,000	*	38,953	38,953	
Quest Global Convertible Master Fund, Ltd.	\$ 4,000,000	*	84,681	84,681	
Qwest Occupational Health Trust	\$ 585,000	*	12,384	12,384	

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R2 Investments, LDC	\$ 675,000	*	14,290	14,290
Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover				
Segregated Portfolio	\$ 5,400,000	*	114,320	114,320
Ramius Capital Group(5)	\$ 750,000	*	15,877	15,877
Ramius Master Fund, Ltd.	\$ 8,000,000	*	169,363	169,363
Ramius Partners II, LP	\$ 350,000	*	7,409	7,409
Ramius, LP	\$ 200,000	*	4,234	4,234
RBC Alternative Assets LP c/o Forest Investment Management L.L.C.	\$ 1,274,000	*	26,971	26,971
RCG Baldwin, LP	\$ 600,000	*	12,702	12,702
RCG Halifax Master Fund, LTD	\$ 1,500,000	*	31,755	31,755
RCG Latitude Master Fund, LTD	\$ 8,000,000	*	169,363	169,363

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RCG Multi Strategy Master Fund, LTD	\$ 500,000	*	10,585	10,585	
Relay 11 Holdings c/o Forest Investment Management L.L.C.	\$ 701,000	*	14,840	14,840	
Royal Bank of Canada(5)	\$10,000,000	1.03%	327,932	211,704	116,228
Sagamore Hill Hub Fund Ltd.	\$22,500,000	2.32%	476,334	476,334	
Salomon Smith Barney Inc.(4)	\$16,800,000	1.73%	355,662	355,662	
San Diego County Employee Retirement Association	\$ 1,000,000	*	21,170	21,170	
SCI Endowment Care Common Trust Fund First Union	\$ 80,000	*	1,693	1,693	
SCI Endowment Care Common Trust Fund National Fiduciary Services	\$ 270,000	*	5,716	5,716	
SCI Endowment Care Common Trust Fund Suntrust	\$ 100,000	*	2,117	2,117	
SEI Private Trust Company	\$ 860,000	*	18,206	18,206	
Silverback Master, LTD	\$10,000,000	1.03%	211,704	211,704	
Southdown Pension Plan	\$ 175,000	*	3,704	3,704	
Southern Farm Bureau Life Insurance Company	\$ 2,000,000	*	42,340	42,340	
Sphinx Convertible Arbitrage c/o Forest Investment Management L.L.C.	\$ 543,000	*	11,495	11,495	
Sphinx Convertible Arbitrage Fund SPC	\$ 70,000	*	1,481	1,481	
SPT	\$ 2,400,000	*	50,808	50,808	
St. Thomas Trading, Ltd.(5)	\$27,825,000	2.87%	589,066	589,066	
State Employees Retirement Fund of the State of Delaware	\$ 2,305,000	*	48,797	48,797	
Sturgeon Limited	\$ 2,063,000	*	43,674	43,674	
Sunrise Partners Limited Partnership(5)	\$ 6,700,000	*	155,041	141,841	13,200
Swiss Re Financial Products Corporation(5)	\$41,900,000	4.32%	887,039	887,039	
Teachers Insurance and Annuity Association	\$12,700,000	1.31%	268,864	268,864	
Topanga XI(5)	\$ 9,606,000	*	203,362	203,362	
Transamerica Life Insurance & Annuities Corp.(5)	\$39,200,000	4.04%	829,879	829,879	
UBS AG LON F/ B/ O PB(4)	\$17,500,000	1.80%	370,482	370,482	
UBS O Connor LLC F/ B/ O O Connor Global Convertible Arbitrage Master Ltd.	\$ 5,100,000	*	107,969	107,969	
UBS Securities LLC	\$ 1,850,000	*	39,165	39,165	
Union Carbide Retirement	\$ 1,700,000	*	35,989	35,989	
United Food and Commercial Workers Local 1262 and Employers Pension Fund	\$ 860,000	*	18,206	18,206	
Univar USA Retirement Plan	\$ 430,000	*	9,103	9,103	
White River Securities L.L.C.(4)	\$15,000,000	1.55%	317,556	317,556	
Windmill Master Fund, L.P.	\$16,900,000	1.74%	357,779	357,779	

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Wolverine Asset Management, LLC(5)	\$ 5,194,000	*	109,959	109,959
XAVEX Convertible Arbitrage #5	\$ 500,000	*	10,585	10,585
XAVEX Convertible Arbitrage 4 Fund c/o Forest Investment Management L.L.C.	\$ 520,000	*	11,008	11,008
Zazove Convertible Arbitrage Fund, L.P.	\$ 4,000,000	*	84,681	84,681
Zazove Hedged Convertible Fund, L.P.	\$ 3,500,000	*	74,096	74,096
Zazove Income Fund, L.P.	\$ 3,000,000	*	63,511	63,511
Zola Partners, L.P.	\$ 2,100,000	*	44,457	44,457
Zurich Institutional Benchmarks Master Fund Ltd.	\$ 4,000,000	*	84,681	84,681

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Zurich Master Hedge Fund c/o Forest Investment Management L.L.C.	\$ 3,461,000	*	73,270	73,270	
All other Holders of the Debentures or future transferees, pledges, donees, assignees or successors of any such holders(7)	\$ 720,000	0.07%	15,242	15,242	(8)
Total	\$969,790,000	100.00%	20,903,349	20,530,765	372,584

* Less than one percent (1%).

- (1) Assumes conversion of all of the holder's Debentures at the initial conversion rate of 21.1704 shares of Common Stock per \$1,000 principal amount at maturity of the Debentures which gives effect to the four-for-one stock split effected on June 18, 2003. This conversion rate is subject to further adjustment as described under Description of Debentures Conversion Rate Adjustments. As a result, the number of shares of our Common Stock issuable upon conversion of the Debentures may increase or decrease in the future. In addition, the number of shares of Common Stock listed for each holder does not include fractional shares. Holders will receive a cash payment for any fractional share resulting from conversion of the Debentures, as described under Description of Debentures Conversion Rate and Conversion Procedures.
- (2) The shares of Common Stock that may be sold upon conversion of the Debentures by any selling securityholder will not represent 1% or more of our outstanding Common Stock.
- (3) Assumes all of the Debentures and shares of Common Stock issuable upon their conversion are sold in the offering. Share numbers have been adjusted to reflect the four-for-one stock split.
- (4) This selling securityholder has identified itself as a registered broker-dealer and, accordingly, an underwriter. Please see Plan of Distribution for required disclosure regarding these selling securityholders.
- (5) This selling securityholder has identified itself as an affiliate of a broker-dealer. Please see Plan of Distribution for required disclosure regarding these selling securityholders.
- (6) Includes options to purchase 2,908 shares of the Common Stock.
- (7) New selling securityholders, if any, will be set forth from time to time in post-effective amendments to the registration statement of which this prospectus forms a part or prospectus supplements, as required.
- (8) Assumes that any other holders of Debentures, or any future transferees, pledgees, donees or successors of or from any such other holders of Debentures do not beneficially own any Common Stock other than the Common Stock issuable upon conversion of the Debentures.
- (9) Goldman, Sachs & Co. was the Initial Purchaser of the Debentures.