

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * Ko Harper H. (Last) (First) (Middle) 7250 S TENAYA WAY, SUITE 100 (Street) LAS VEGAS, NV 89113 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Everi Holdings Inc. [EVRI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ X ___ Officer (give title below) ___ Other (specify below) EVP |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 5/22/2019 | | 6. Individual or Joint/Group Filing (Check Applicable Line) ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 5/22/2019 | | M | | 5000 | A | (1) | 12565 | D | |
| Common Stock | 5/22/2019 | | F | | 1317 | D | (2) | \$11.21 | 11248 | D |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 5/22/2019 | | M | | 5000 | | (3) | (3) | Common Stock | 5000.0 | \$0 | 15000 | D | |

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) Represents the withholding by the Company of certain of the vested shares of restricted stock to satisfy the minimum statutory tax obligations applicable to such transactions with the vested shares being included in treasury stock.
- (3) Represents restricted stock units to acquire shares of the Company's common stock that vest in equal installments on each of the first four anniversary dates following the grant date of May 22, 2018.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ko Harper H. 7250 S TENAYA WAY SUITE 100 LAS VEGAS, NV 89113 | | | EVP | |

Signatures

/s/ **Harper H. Ko** by **Todd A. Valli, Attorney-in-Fact**

5/22/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.