

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
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continue. See Instruction 1(b).

## 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>PETERS EDWARD ADAM</b>			<b>Everi Holdings Inc. [ EVRI ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>7250 S TENAYA WAY, #100</b>			<b>9/13/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<b>LAS VEGAS, NV 89113</b>								
(City) (State) (Zip)								

**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	9/13/2018		M		44388 (1)	A	\$1.46	60388	D	
Common Stock	9/13/2018		S		44388 (1)	D	\$8.96 (2)	16000	D	
Common Stock	9/13/2018		M		15612 (1)	A	\$1.46	31612	D	
Common Stock	9/13/2018		S		15612 (1)	D	\$9.16 (3)	16000	D	
Common Stock	9/14/2018		M		6251 (1)	A	\$1.46	22251	D	
Common Stock	9/14/2018		S		6251 (1)	D	\$9.50	16000	D	

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

1. Title of Derivate 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				
Stock Option	\$1.46	9/13/2018		M		44388 (1)	(4)	5/13/2026	Common Stock	44388	\$0.00	133162	D		
Stock Option	\$1.46	9/13/2018		M		15612 (1)	(5)	5/13/2026	Common Stock	15612	\$0.00	71838	D		
Stock Option	\$1.46	9/14/2018		M		6251 (1)	(5)	5/13/2026	Common Stock	6251	\$0.00	65587	D		

### Explanation of Responses:

- The transaction(s) reflected in this Form 4 were effected pursuant to a 10b5-1 plan adopted by the reporting person on August 13, 2018. The plan provides for a maximum number of options of 66,251 to be sold.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$8.63 to \$9.06, inclusive. The reporting person undertakes to provide to the corporation, any security holder of the corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.00 to \$9.25, inclusive. The reporting person undertakes to provide to the corporation, any security holder of the corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Represents an option to purchase 177,550 shares of the Company's common stock that will vest in equal installments on each of the first four anniversary dates of the grant ("Vesting Date"); provided that as of the vesting date for each vesting tranche ("Tranche"), the closing price of the Company's shares on the New York Stock Exchange is at least \$2.19 ("Price Hurdle"). If the Price Hurdle is not met as of the Vesting Date for a Tranche, then the Tranche shall vest and become vested shares on the last day of a period of thirty (30) consecutive trading days during which the closing price is at least the Price Hurdle.

- (5) Represents an option to purchase 87,450 shares of the Company's common stock, which will vest in equal installments on each of the first four anniversary dates of the grant.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERS EDWARD ADAM 7250 S TENAYA WAY #100 LAS VEGAS, NV 89113			EVP	

**Signatures**

/s/ Edward A. Peters by Todd A. Valli, Attorney-in-Fact

9/17/2018

\*\*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.

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