

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
LIM JULIET			Everi Holdings Inc. [EVRI]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP 		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
7250 S TENAYA WAY, SUITE 100			11/15/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
LAS VEGAS, NV 89113						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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	11/15/2017		S		14000	D	\$8.30 (1)	43370	D	
Common Stock	11/15/2017		M		75000	A	\$6.59	118370	D	
Common Stock	11/15/2017		S		75000	D	\$8.30 (2)	43370	D	
Common Stock	11/15/2017		M		21863	A	\$1.46	65233	D	
Common Stock	11/15/2017		S		21863	D	\$8.30 (2)	43370	D	
Common Stock	11/16/2017		S		17652	D	\$8.46	25718	D	
Common Stock	11/17/2017		S		5000	D	\$8.65	20718	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
Employee Stock Option (Right to Buy)	\$6.59	11/15/2017		M		75000		(3)	5/2/2024	Common Stock	75000	\$0	145000	D	
Employee Stock Option (Right to Buy)	\$1.46	11/15/2017		M		21863		(4)	5/13/2026	Common Stock	21863	\$0	243137	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price of \$8.30. These shares were sold in multiple transactions at prices ranging from \$8.28 to \$8.30, inclusive. The reporting person undertakes to provide to Everi Holdings Inc., any security holder of Everi Holdings Inc., 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 and footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price of \$8.30. These shares were sold in multiple transactions at prices ranging from \$8.26 to \$8.35, inclusive.
- This grant is comprised of an option to purchase 220,000 shares of the Issuer's common stock, of which (i) 100,000 shares will vest in four equal installments on the first, second, third and fourth yearly anniversary date of the grant, and (ii) the remaining alance of the shares subject to the option grant will vest in up to three tranches, if upon conclusion of any period of thirty consecutive trading days prior to the fourth anniversary of the option grant, the average closing price of the Issuer's common stock on the New York Stock Exchange exceeds certain target closing prices of the Issuer's common stock.
- This grant is comprised of 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 as well as 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 theNew 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIM JULIET 7250 S TENAYA WAY SUITE 100 LAS VEGAS, NV 89113			EVP	

Signatures/s/ Juliet Lim, Attorney-in-Fact11/17/2017

**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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