

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 29, 2025**

**Everi Holdings Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32622**  
(Commission  
File Number)

**20-0723270**  
(IRS Employer  
Identification No.)

**7250 S. Tenaya Way, Suite 100**  
**Las Vegas, Nevada**  
(Address of principal executive offices)

**89113**  
(Zip Code)

**(800) 833-7110**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	EVRI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 2.02 Results of Operations and Financial Condition.**

On April 29, 2025, Everi Holdings Inc. (“Everi” or the “Company”) has provided preliminary estimates of unaudited selected financial results as of March 31, 2025 and for its three months ended March 31, 2025, included in Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information in Item 2.02 of this Current Report on Form 8-K, including the preliminary financial results as of March 31, 2025 and for the three months ended March 31, 2025 contained in Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933 (the “Securities Act”) or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 7.01 Regulation FD Disclosure.**

As previously disclosed, on July 26, 2024, the Company entered into definitive agreements with International Game Technology PLC, a public limited company incorporated under the laws of England and Wales (“IGT”), Ignite Rotate LLC, a Delaware limited liability company and a direct wholly owned subsidiary of IGT (“Spinco”), Voyager Parent, LLC, a Delaware limited liability company (“Buyer”), and Voyager Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Buyer (“Buyer Sub,” and together with the Company, IGT, Spinco, and Buyer, the “Parties”), pursuant to which, and subject to the terms and conditions of the definitive agreements, the Parties agreed to consummate certain proposed transactions (collectively, the “Proposed Transaction”), as a result of which, among other matters, Everi and IGT’s Gaming & Digital business will be simultaneously acquired by a newly formed holding company (“Newco”) owned by funds managed by affiliates of Apollo Global Management, Inc.

In connection with the Buyer’s anticipated discussions with prospective lenders for purposes of financing the Proposed Transaction, the Company is disclosing the preliminary estimates of unaudited selected financial results as of March 31, 2025 and for the three months ended March 31, 2025 included in Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including the preliminary financial results as of March 31, 2025 and for the three months ended March 31, 2025 contained in Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act, related to Everi and the Proposed Transaction. All statements other than statements of historical fact are forward-looking statements for purposes of federal and state securities laws. These forward-looking statements involve risks and uncertainties that could significantly affect the financial or operating results of Everi. These forward-looking statements may be identified by terms such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “foresee,” “intend,” “may,” “plan,” “project,” “should,” “will,” and “would” and the negative of these terms or other similar expressions. Forward-looking statements in this Current Report on Form 8-K include, among other things, Everi’s preliminary estimates of unaudited selected financial results for its three months ended March 31, 2025. These forward-looking statements involve substantial risks and uncertainties that could cause actual results, including the actual results of Everi, to differ materially from those expressed or implied by such statements. These risks and uncertainties include, among other things, those described in Everi’s Annual Report on Form 10-K on file with the Securities and Exchange Commission (the “SEC”) and from time to time in other reports filed by Everi with the SEC. A further description of risks and uncertainties relating to Everi can be found in its most recent Annual Report on Form 10-K and Current Reports on Form 8-K, all of which are filed with the SEC and available at [www.sec.gov](http://www.sec.gov). Everi does not intend to update or revise any forward-looking statements as the result of new information or future events or developments, except as required by law.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Disclosures.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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## 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 hereunto duly authorized.

EVERI HOLDINGS INC.

Date: April 29, 2025

By: /s/ Todd A. Valli

Name: Todd A. Valli

Title: Senior Vice President, Chief Accounting Officer

**Preliminary Estimated Financial Results of Everi as of March 31, 2025 and for the Three Months Ended March 31, 2025**

Set forth below are Everi Holdings Inc.'s ("Everi") management's preliminary estimates of unaudited selected financial results as of March 31, 2025 and for the three months ended March 31, 2025. Everi's unaudited consolidated financial statements as of March 31, 2025 and for the three months ended March 31, 2025 are not yet available. Ranges have been provided, rather than specific amounts, for the preliminary estimates of the financial information described below because Everi's financial closing procedures as of March 31, 2025 and for the three months ended March 31, 2025 are not yet complete. Such preliminary estimated ranges reflect Everi's management's current views, and Everi's unaudited financial results as of March 31, 2025 and for the three months ended March 31, 2025 may differ from the preliminary estimates presented as a result of financial and accounting closing and review procedures, including final adjustments, management's review of results, and the impact of developments that may arise between now and the time the financial results are finalized. The preliminary estimates of unaudited results as of March 31, 2025 and for the three months ended March 31, 2025 are subject to the completion of Everi's financial and accounting review procedures and should not be viewed as a substitute for consolidated financial statements prepared in accordance with GAAP for any period, including the period presented. The preliminary estimates included in these disclosures have been prepared by, and are the responsibility of, Everi's management and have not been independently verified by any other party, and you should not place undue reliance on these estimates.

Preliminary estimates are forward-looking statements and are not guarantees of future performance or outcomes. See "Cautionary Information Regarding Forward-Looking Statements" and "Risk Factors" in Everi's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 for additional information regarding factors that could result in differences between the preliminary estimated ranges of financial results presented below and the actual financial results as of March 31, 2025 and for the three months ended March 31, 2025. These estimates are not necessarily indicative of the results to be achieved for any future period.

<i>(in millions, unaudited)</i>	<u>As of March 31, 2025</u>	<u>As of December 31, 2024</u>
Cash and cash equivalents	\$677 – \$749	\$401
Settlement receivables	\$89 – \$99	\$110
Settlement liabilities	\$693 – \$766	\$461
Debt <sup>(1)</sup>	\$904 – \$1,000	\$961

(1) Represents total debt prior to unamortized issuance costs.

<i>(in millions, unaudited)</i>	<u>Three Months Ended March 31, 2025</u>	<u>Three Months Ended March 31, 2024</u>
Games total revenues	\$83 – \$88	\$97
FinTech total revenues	\$93 – \$98	\$92
Total revenues	\$176 – \$186	\$189
Pro Forma Adjusted EBITDA <sup>(1)</sup>	\$66 – \$72	\$80
Capital expenditures	\$30 – \$32	\$43

(1) EBITDA, a non-GAAP measure used to measure operating performance, is defined as net income plus interest expense, income taxes, depreciation and amortization. Adjusted EBITDA, a non-GAAP measure used to measure operating performance, is defined as EBITDA further adjusted to include or exclude certain additional items and other adjustments. Pro Forma Adjusted EBITDA consists of Adjusted EBITDA further adjusted to give effect to acquisitions, certain contractual changes, change in accounting policies, synergies and cost savings.

Each of the EBITDA-based measures described above are not presentations made in accordance with U.S. generally accepted accounting principles ("GAAP") and should not be considered as an alternative to net income or any other performance measures derived in accordance with GAAP as a measure of operating performance or to cash flows as a measure of liquidity. Additionally, each such measure is not intended to be a measure of free cash flows available for management's discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments and debt service requirements. Such measures have limitations as analytical tools, and you should not consider any of such measures in isolation or as substitutes for Everi's results as reported under GAAP. Everi compensates for the limitations of using non-GAAP financial measures by using them to supplement GAAP results to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone. Because not all companies use identical calculations, these EBITDA-based measures may not be comparable to other similarly titled measures of other companies.

The following table presents a reconciliation of net income, the most comparable GAAP financial measure, to Pro Forma Adjusted EBITDA for the three months ended March 31, 2025 and March 31, 2024.

<i>Amounts may not add due to rounding (in millions, unaudited)</i>	<b>Three Months Ended March 31, 2025</b>	<b>Three Months Ended March 31, 2024</b>
Net income	\$3 – \$5	\$5
Depreciation and amortization	\$36 – \$40	\$35
Interest (income) expense, net	\$15 – \$16	\$19
Provision for income taxes	\$1	\$1
EBITDA	\$55 – \$61	\$60
Long-term incentive compensation (a)	\$3 – \$4	\$2
Acquisition related expenses (b)	\$4 – \$5	\$16
Accretion of contract rights (c)	\$2 – \$3	\$2
Non-recurring costs (d)	\$0.1	\$0.1
Restructuring and severance (e)	\$1	—
Adjusted EBITDA	\$66 – \$72	\$80
Pro Forma Adjusted EBITDA	\$66 – \$72	\$80

- (a) Represents non-cash stock-based compensation under Everi's equity incentive plan.
- (b) Represents costs incurred in connection with historical proposed and completed acquisitions and costs associated with the Proposed Transaction. These costs include certain professional fees and retention bonuses.
- (c) Represents non-cash accretion expenses related to certain placement fees.
- (d) Represents professional fees related to a litigation settlement.
- (e) Represents restructuring costs and severance relating to an office closure, warehouse consolidation and other staff reductions.