

**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**

May 17, 2023  
Date of Report (Date of earliest event reported)

**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 89113**  
(Address of principal executive offices) (Zip Code)

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

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:

- 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.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders of Everi Holdings Inc. (the “Company”) was held on May 17, 2023. The proposals identified herein were previously disclosed in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 21, 2023.

**1. Election of three Class III director nominees named in the 2023 Proxy Statement to serve until the Company’s 2026 annual meeting of stockholders.**

The stockholders voted to re-elect Linster W. Fox, Maureen T. Mullarkey and Secil Tabli Watson as Class III directors to the Board of Directors of the Company for a term expiring at the 2026 annual meeting of stockholders, and to hold office until the designated annual meeting or until their successors are elected and qualified, or until their earlier resignation. The table below indicates the voting results:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Linster W. Fox	66,773,581	5,116,141	9,288,543
Maureen T. Mullarkey	67,050,281	4,839,441	9,288,543
Secil Tabli Watson	67,071,707	4,818,015	9,288,543

**2. Approval, on an advisory non-binding basis, of the compensation of the Company’s named executive officers as shown in the 2023 Proxy Statement.**

The stockholders voted to approve, on an advisory non-binding basis, the compensation of the Company’s named executive officers. The table below indicates the voting results:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
69,841,738	2,009,339	38,645	9,288,543

**3. Vote, on an advisory non-binding basis, on the frequency of future advisory votes on the compensation of the Company’s named executive officers.**

The stockholders voted, on an advisory non-binding basis, for the frequency of future votes on the compensation of the Company’s named executive officers. The table below indicates the voting results:

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
70,888,174	120,022	855,840	25,686	9,288,543

In accordance with these results and its previous recommendation, the Board determined that future advisory votes on the compensation of the Company’s named executive officers will be held annually until the occurrence of the next advisory vote on the frequency of such future votes or until the Board determines that a different frequency for such advisory vote is in the best interest of the stockholders.

**4. Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.**

The stockholders voted to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The table below indicates the voting results:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
81,135,415	27,722	15,128

**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: May 19, 2023

By: /s/ Todd A. Valli  
Senior Vice President, Corporate Finance and Tax & Chief Accounting  
Officer