

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 * Rumbolz Michael D (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) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Chairman
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/29/2023</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	8/29/2023		P		5,000 (1)	A	\$14.2	1,058,320	D	
Common Stock	8/29/2023		M		50,000 (2)	A	\$6.59	1,108,320	D	
Common Stock	8/29/2023		F		23,155 (3)	D	\$6.59	1,085,165	D	
Common Stock	8/29/2023		F		10,563 (4)	D	\$14.23	1,074,602	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	\$6.59	8/29/2023		M		50,000		(5)	5/2/2024	Common Stock	50,000	\$0	0	D	

Explanation of Responses:

- (1) Represents shares of common stock of the Company purchased in the open market on August 29, 2023.
- (2) The transaction reflected in this Form 4 was for options originally granted on May 2, 2014 that would have expired within the next nine months. As indicated in Table I, as of the date of this report, the reporting person is continuing to hold the shares of common stock acquired upon exercise, net of shares withheld for the aggregate exercise price and tax withholding obligation.
- (3) Represents the withholding by the Company of shares of common stock acquired upon the exercise of stock options in respect of the aggregate exercise price of the options in a total amount equal to the number of options exercised multiplied by the exercise price per share thereof with the withheld shares being included in treasury stock.
- (4) Represents the withholding by the Company of shares of common stock acquired upon the exercise of stock options to satisfy the statutory tax obligation applicable to such transactions with the withheld shares being included in treasury stock.
- (5) Represents options to purchase 50,000 shares of the Company's common stock, which vested periodically over a period of four years following the date of grant of May 2, 2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rumbolz Michael D 7250 S. TENAYA WAY SUITE 100 LAS VEGAS, NV 89113	X		Executive Chairman	

Signatures

/s/ Michael D. Rumbolz by Todd A. Valli, Attorney-in-Fact

8/30/2023

**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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