

**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

March 3, 2023
Date of Report (Date of earliest event reported)

Everi Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-32622

20-0723270

(State or other jurisdiction of incorporation)

(Commission File Number)

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 3, 2023, the Board of Directors of Everi Holdings Inc. (the “Board” of the “Company”) elected to fill an open vacancy with the appointment of Debra Nutton as a Class II director to serve for a term expiring at the 2025 annual meeting of stockholders, and until her respective successor is elected or qualified, or until her earlier death, resignation or removal. The appointment of Ms. Nutton will be effective on April 1, 2023.

In addition, the Board appointed Ms. Nutton to serve on each of the Nominating and Governance, Compensation and Audit Committees of the Board. The Board also determined that Ms. Nutton qualifies as an independent director pursuant to the standards of the New York Stock Exchange and applicable rules of the Securities and Exchange Commission (“SEC”), including the heightened standards applicable to members of the Compensation and Audit Committees.

Ms. Nutton will be compensated for her Board service under the standard compensation arrangements provided to the Board’s independent, non-management directors, as described in the Director Compensation section of the Company’s 2022 Proxy Statement, filed with the SEC on April 20, 2022.

Ms. Nutton will also enter into the Company’s standard form of indemnification agreement for directors, a form of which is filed as Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2019, filed with the SEC on May 7, 2019.

There were no arrangements or understandings between Ms. Nutton and any other persons regarding her appointment to the Board, nor is she a party to any related party transactions required to be reported pursuant to Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On March 8, 2023, the Company issued a press release announcing the appointment of Ms. Nutton to the Board, a copy of which is furnished hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Document
99.1	Press Release dated March 8, 2023.
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

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: March 8, 2023

By: /s/ Todd A. Valli

Todd A. Valli

Senior Vice President, Corporate Finance & Tax and Chief
Accounting Officer



EVERI APPOINTS DEBRA NUTTON TO ITS BOARD OF DIRECTORS

Las Vegas – March 8, 2023 – Everi Holdings Inc. (NYSE: EVRI) (“Everi” or the “Company”) announced today that the Company’s Board of Directors (the “Board”) has appointed Debra Nutton to the Board with a start date of April 1, 2023. Ms. Nutton, whom the Board has determined satisfies the criteria as an independent director for the purposes of New York Stock Exchange rules, was also appointed to serve as a member of the Board’s Audit Committee, Nominating and Governance Committee, and Compensation Committee. Her appointment fills a vacancy on the Board, which is now composed of nine members.

Ms. Nutton is currently an Executive Coach and Gaming Consultant. Her extensive experience in the gaming industry spans over four decades. She served as Executive Vice President of Casino Operations for Wynn Las Vegas from 2013 until 2018, at which time she consulted during the pre-opening of Wynn’s new property, Encore Boston Harbor. After its successful opening in 2019, she then became an advisor to the pre-opening team at Resorts World Las Vegas, which opened in 2021.

Before joining Wynn Las Vegas, Ms. Nutton held positions of increasing responsibilities at MGM Resorts, completing her time there as Senior Vice President of Casino Operations.

She is a former member of the Advisory Board for the Global Gaming Expo (“G2E”) and served as an original board member for Global Gaming Women. She is also on the Advisory Board of the non-profit, U-Ryze, which offers coaching to the under-served. Ms. Nutton’s passion for the gaming industry and meaningful contributions were honored by Global Gaming Women with the 2018 Great Women of Gaming Lifetime Achievement Award.

“We are delighted to welcome Debra to Everi and believe her distinguished record of gaming achievements and leadership make her an exceptional addition to the Company’s Board of Directors,” said Michael Rumbolz, Executive Chairman of the Board of Everi. “We look forward to benefiting from her counsel and insights, as we continue to focus on products and services designed to make our customers more efficient and more profitable. Debra joins us at an opportune time to assist with the expansive growth opportunities that we expect will take Everi to even greater prominence in coming years.”

About Everi

Everi’s mission is to lead the gaming industry through the power of people, imagination, and technology. As one of the largest suppliers of technology solutions for the casino floor that also has an expanding focus in adjacent industries, our commitment is to continually develop products and services that provide gaming entertainment, improve our customers’ patron engagement, and help our customers operate their businesses more efficiently. We develop entertaining game content, gaming machines, and gaming systems and services for land-based

and iGaming operators. Everi is a leading innovator and provider of trusted financial technology solutions that power casino floors, improve casinos' operational efficiencies, and fulfill regulatory compliance requirements. The Company also develops and supplies player loyalty tools and mobile-first applications that drive increased patron engagement for our customers and venues in the casino, sports, entertainment, and hospitality industries. For more information, please visit www.everi.com, which is updated regularly with financial and other information about the Company.

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