

FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 <small>(Last) (First) (Middle)</small> 7250 S. TENAYA WAY, SUITE 100 <small>(Street)</small> LAS VEGAS, NV 89113 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Everi Holdings Inc. [EVRI] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/1/2023</p> | 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 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) Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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. | | |

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 | 5/1/2023 | | M | | 47250 (1) | A | \$0 | 1061132 | D | |
| Common Stock | 5/1/2023 | | F | | 18592 (2) | D | \$15.35 | 1042540 | D | |
| Common Stock | 5/3/2023 | | M | | 12000 (1) | A | \$0 | 1054540 | D | |
| Common Stock | 5/3/2023 | | F | | 4722 (2) | D | \$15.13 | 1049818 | 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 | | | | |
| Restricted Stock Units | (1) | 5/1/2023 | | M | | | 47250 | (3) | (3) | Common Stock | 47250.0 | \$0 | 0 | D | |
| Restricted Stock Units | (1) | 5/2/2023 | | A | | 12500 | | (4) | (4) | Common Stock | 12500.0 | \$0 | 12500 | D | |
| Restricted Stock Units | (1) | 5/3/2023 | | M | | | 12000 | (5) | (5) | Common Stock | 12000.0 | \$0 | 0 | D | |

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) Represents the withholding by the Company of shares of common stock acquired upon the vesting of restricted stock units to satisfy the statutory tax obligation applicable to such transactions with the withheld shares being included in treasury stock.
- (3) Represents restricted stock units to acquire shares of the Company's common stock that vest in equal installments on each of the first four anniversary dates following the date of grant of May 1, 2019.
- (4) Represents restricted stock units to acquire shares of the Company's common stock that will fully vest on the first anniversary following the date of grant of May 2, 2023.
- (5) Represents restricted stock units to acquire shares of the Company's common stock that fully vest on the first anniversary following the date of grant of May 3, 2022.

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

5/3/2023

^{**}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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