

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

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

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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 *												5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
ANDY L			Ev	veri	Hold	ings Inc.	[E	VRI								
				3. Date of Earliest Transaction (MM/DD/YYYY)												
(Edst) (First) (Findale)											Officer (give title below) Other (specify below)					
7250 S. TENAYA WAY, SUITE 100				5/26/2023								President & C	EO			
			4. 1	If An	nendme	ent, Date O	rigin	al Fil	ed (MM/I	DD/	/YYYY)	6. Individual o	r Joint/Gi	roup Filing	(Check Appl	icable Line)
5, NV 891	13											X Form filed by	One Repor	ting Person		
ity) (Sta	te) (Zip))	Ru	le 10	b5-1(c) Transaction	on In	ndicati	on			Tom med of	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	ne reporting r	015011	
	, (,														en plan
	,	Table I -	Non-Der	rivati	ive Sec											
1. Title of Security (Instr. 3)			Trans. Date	Execu	ıtion	3. Trans. Coc (Instr. 8)	or D		Disposed of (D)		F	Following Reported Transaction(s)			Ownership Form: Bene Direct (D) Own	Beneficial Ownership
						Code	v	Amou			Price				or Indirect (I) (Instr. 4)	(Instr. 4)
		5/	/26/2023			A		170000	(<u>1</u>) A		\$0	5	67333		D	
Common Stock 5/26			/26/2023	3		F		66895	(2). D		\$14.41	5	00438		D	
Common Stock 5/26/2			/26/2023	3		M		28333	(3) A		\$0	528771		D		
Common Stock 5/26/2			/26/2023	F		11149	(<u>4</u>) D		\$14.41	517622			D			
Tab						`						•				
Security Conversion or Exercise Price of Derivative		Execution	Code	tr. 8) Deriva Acquir Dispos		ive Securities ed (A) or ed of (D)			S	Securities U Derivative S	nderlying Derivative security		derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)				n T	itle	Amount or Number of Shares		Reported	or Indirect	
(3)	5/26/2023		M			28333		<u>(5)</u>	<u>(5)</u>		Common Stock	28333	\$0	0	D	
	Tab 2. Conversion or Exercise Price of Derivative Security	Table II - Deri 2. Conversion or Exercise Price of Derivative Security (Mic. Mic. Mic.) Table II - Derivative Security (Mic.) (Mic. Mic.) (Mic. Mic.) (Mic.) (Zip.) (Zip.)	ANDY L (First) (Middle) AYA WAY, SUITE 100 (Street) 5, NV 89113 ity) (State) (Zip) Table I - 2.1 2.1 5 Table II - Derivative S 2. Conversion or Exercise Price of Derivative Security Security Security (Middle) Table II - 100 Execution Date, if an incomplete in the security (Middle) AYA WAY, SUITE 100 (Street) Table II - Derivative S 2. Date Execution Date, if an incomplete in the security (Middle)	ANDY L	Code V Code Cod	ANDY L (First) (Middle) 3. Date of Early AYA WAY, SUITE 100 (Street) 4. If Amendment 5, NV 89113 (ity) (State) (Zip) Rule 10b5-1(c) Check this that is intended Table I - Non-Derivative Sec 2. Trans. Date 2A. Deemed Execution Date, if any 5/26/2023 5/26/2023 5/26/2023 Table II - Derivative Securities Beneficially 2. Conversion or Exercise Price of Derivative Security 3. Trans. 3A. Deemed 4. Trans. Code Code	Solution Solution	Everi Holdings Inc. [E (First) (Middle) 3. Date of Earliest Transaction 5/26/20 (Street) 4. If Amendment, Date Origin Rule 10b5-1(c) Transaction In Check this box to indicate that is intended to satisfy the activative Securities Acquire 2. Trans. Date 3. Trans. Code (Instr. 8) Code V 5/26/2023 F Conversion or Exercise Price of Derivative Securities Date Execution Date, if any Code V (Instr. 8) Code Ov (Instr. 8) Code Ov (Instr. 3, 4 and 5) Date Exercive Exercise Date Execution Date Execution Date Execution Date Execution Date Execution Date Execution Date Disposed of (D) (Instr. 3, 4 and 5) Date Exercise Date Date Exercise Date	Code V Amount A Amount A Amount Amount	Everi Holdings Inc. [EVRI] 3. Date of Earliest Transaction (MM/DD/YYY 5/26/2023 4. If Amendment, Date Original Filed (MM/DD/YYY 5, NV 89113 5. Number of Date, if any Derivative Securities Acquired (A) or Disposed of (D) Code V (Instr. 8) 3. Trans. Calls, words of Code V (Instr. 8) 5/26/2023 5. Number of Date, if any Date Execution Date, if any Disposed of (D) (Instr. 8) 6. Date Exercisable Date Exercisable Date Code V (A) (D) Date Exercisable Exercisable Exercisable Exercisable Exercisable Date Code V (A) (D) Date Exercisable Exercisable Exercisable Exercisable Exercisable Date Code V (A) (D) Date Exercisable Exercisable Exercisable Date Code V (A) (D) Date Exercisable Exercisable Date Code V (A) (D) Date Exercisable Date Code V (A) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D	Everi Holdings Inc. [EVRI] 3. Date of Earliest Transaction (MM/DD/YYYY) AYA WAY, SUITE 100 5/26/2023 4. If Amendment, Date Original Filed (MM/DD/S, NV 89113 5. NV 89113 5. NV 89113 5. NV 89113 6. NV 89113 7. Table I - Non-Derivative Securities Acquired, Disposed of that is intended to satisfy the affirmative defer 2. Trans. Date 2. Trans. Code (Instr. 8) 3. Trans. Code (Instr. 8) 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) 6. Month of (D) 7. Sy26/2023 F 6. Sy26/2023 F 11149 (4) D 7. Sy26/2023 F 11149 (4) D 7. Sy26/2023 Trans. Date 2. Trans. Date 3. Trans. Code (Instr. 8) 5. Number of (D) 7. Sy26/2023 F 11149 (4) D 7. Sy26/2023 Trans. Date 7. Sy26/2023 7. Sy26/2023 Trans. Date 7. Sy26/2023 Trans. Date 7. Sy26/2023 Trans. Date 7. Sy26/2023 7. Sy26/2023 Trans. Date 7. Sy26/2023 Trans. Date 7. Sy26/2023 Trans. Date 7. Sy26/2023 7. Sy26/2023 Trans. Date 7. Sy26/2023 Trans. Date 7. Sy26/2023 Trans. Date 7. Sy26/2023 7.	Everi Holdings Inc. [EVRI] 3. Date of Earliest Transaction (MM/DD/YYYY) AYA WAY, SUITE 100 5/26/2023 (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. NV 89113 (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was methat is intended to satisfy the affirmative defense cond Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Disposed of (D) (Instr. 3, 4 and 5) 5/26/2023 A 170000 11 A S0 5/26/2023 F 66895 21 D S14.41 5/26/2023 F 11149 (1) D S14.41 Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, or Disposed of (D) (Instr. 8) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, or Disposed of (D) (Instr. 8) Code V (A) Or Disposed of (D) (Instr. 8) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, or Disposed of (D) (Instr. 8) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Expiration Date Code (Instr. 8) A 170000 12 A S0 Date Exercisable Derivative Securities Date Date Expiration Date Securities Securities Securities Date Date Securities Date Date Securities Date Date Securities Date Date Securities Date Date Securities Date Date Securities Date Date Securities Date Da	Check all app Check all app X Director X Director X Officer (giv President & C Check this box to indicate that a transaction was made pursuant to that is intended to satisfy the affirmative defense conditions of Rule 10b5-1 (c) Transaction Indication Check this box to indicate that a transaction was made pursuant to that is intended to satisfy the affirmative defense conditions of Rule 2. Trans. Date 2. Trans. Date	Check all applicable Check all applicable X_Director X_Dofficer (give title below President & CEO	Check all applicable Check all all all all all all all all all al	Check all applicable Check all all all all all all all all all applicable Check all all all all all all all all all al

Explanation of Responses:

- (1) Represents common stock acquired for performance stock units that vested related to the achievement of certain criteria and upon the third anniversary following the date of grant of May 26, 2020.
- (2) Represents the withholding by the Company of shares of common stock acquired upon the vesting of performance stock units to satisfy the statutory tax obligation applicable to such transactions with the withheld shares being included in treasury stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (4) 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.
- (5) Represents restricted stock units to acquire shares of the Company's common stock that vest in equal installments on each of the first three anniversary dates following the date of grant of May 26, 2020.

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
TAYLOR RANDY L								
7250 S. TENAYA WAY SUITE 100	X		President & CEO					
LAS VEGAS, NV 89113								

Signatures

/s/ Randy Taylor by Todd A. Valli, Attorney-in-Fact 5/26/2023

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.