

**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**

October 4, 2022
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 8.01. Other Events.

On October 4, 2022, Everi Holdings Inc. (the “Company”, "Everi") announced that it has entered into an agreement to acquire certain strategic assets of Venuetize, Inc. (“Venuetize”), a privately owned innovator of mobile-first technologies that provide an advanced guest engagement and m-commerce platform for the sports, entertainment and hospitality industries. A copy of the press release is filed hereto as Exhibit 99.1.

The anticipated acquisition of Venuetize's products and services represents a strategic expansion within and beyond casino gaming of Everi’s current suite of solutions for the FinTech segment. The acquisition will help to elevate the capabilities of mobile and wallet offerings, and provide Everi with complementary assets and an established customer base expected to enable further growth into additional entertainment, sports and hospitality venues, and also to create new crossover marketing opportunities within the Company's existing footprint. The closing of the transaction, subject to customary conditions, is expected to occur within 30 days.

Under the terms of the asset purchase agreement, the Company will make an initial payment at the time of closing of \$18 million less any deposit previously provided. Subject to achieving certain revenue growth targets over the subsequent thirty-month period post-closing, additional contingent performance payments are expected to be \$2 million to \$6 million. Everi expects to fund the total purchase price from existing cash on hand and future cash flow.

This Report, including Exhibit 99.1, contains “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based upon management’s current expectations, assumptions, and estimates and are not guarantees of timing, future results, or performance. These forward-looking statements involve certain risks, uncertainties and other factors that could cause actual results to differ materially from those contemplated in forward-looking statements, as discussed further in the press release attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Document
99.1	Press Release dated October 4, 2022.
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: October 4, 2022

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



**Everri to Acquire Strategic Assets of Mobile-First, Guest Engagement
Technology Innovator, Venuetize**

**Acquisition will Enhance Everri's Player Loyalty and Guest Engagement Technology Capabilities and Expand
Addressable Market
Beyond Casino Gaming Industry**

LAS VEGAS (October 4, 2022) – Everri Holdings Inc. (NYSE: EVRI) (“Everri” or the “Company”), a premier provider of land-based and digital casino gaming content and products, financial technology and player loyalty solutions, announced today that it will expand its addressable market beyond the casino gaming industry for the first time and broaden its range of mobile capabilities to its established gaming customers through an agreement to acquire certain strategic assets of Venuetize, Inc. (“Venuetize”). Venuetize is a privately owned innovator of mobile-first technologies that provide an advanced guest engagement and m-commerce platform for the sports, entertainment and hospitality industries. Venuetize collaborates with its clients and partners with their venue ecosystem to elevate the guest experience and strengthen their mobile channel engagement, leading to incremental revenue opportunities.

Randy Taylor, President and Chief Executive Officer of Everri, said, “This acquisition will, for the first time, expand Everri’s addressable market beyond casino gaming and also perfectly aligns with our capital allocation strategy, which has delivered a track-record of success of executing on high-return accretive investments that expand our technology capabilities into new markets and new geographies. The complementary assets and established customer base of Venuetize being acquired together with our existing financial access and loyalty products are expected to enable further growth into additional entertainment, sports and hospitality venues and also to create new crossover marketing opportunities with our existing customers.”

Venuetize’s technology is live in nearly 100 global venues, including partnerships with more than 50 sports teams and event venues associated with nine pro sports leagues and multiple retail and entertainment districts. Such recognized, world-class clients as the PGA Tour, Churchill Downs, TD Garden Hub on Causeway Street, and professional sports teams and venues associated with Major League Baseball, Major League Soccer, National Basketball Association, National Women’s Soccer League and National Hockey League, have partnered with Venuetize to build connected fan and guest communities through enhanced mobile engagement. In addition to expanding Everri’s addressable market into gaming-adjacent industries, with more than 185 third-party technology integrations, Venuetize is also expected to accelerate the growth of Everri’s mobile wallet and loyalty offerings with established gaming customers through an expanded array of new mobile products and integrations.

The transaction is anticipated to close within 30 days, subject to customary conditions. The acquisition will be funded from existing cash on hand. Following the acquisition of these assets, Venuetize's experienced team will join Everi.

Darren Simmons, Executive Vice President and FinTech Business Leader of Everi, said, "Venuetize will grow Everi's base of recurring revenues, and leverage our combined capabilities and third-party integrations to further elevate the capabilities of our range of mobile and wallet offerings for both gaming and gaming-adjacent customers. We are excited to welcome the talented Venuetize team to Everi. We look forward to adding their expertise and the company's innovative technology solutions, which we expect will quickly become an important contributor toward our ongoing mobile-first growth initiatives. Having already established itself as a leading mobile platform provider in the sports, venue and entertainment markets, the addition of Venuetize begins an exciting new chapter for Everi, catapulting us into an expanding mobile space with recognized clients and venues known around the world."

Jon Romm, Venuetize's Founder and Chief Executive Officer, said, "I am thrilled at the opportunity to bring our expertise and leading solutions to the evolving mobile landscape in gaming. The knowledge and experience that our team has gained in delivering seamlessly integrated and complex mobile-first platforms to stadiums and other venues will readily create an encompassing fabric to strengthen guest engagement across any gaming enterprise."

Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements" as defined in the U.S. Private Securities Litigation Reform Act of 1995. In this context, forward-looking statements often contain words such as "will," "expects," "leverage," "anticipates," "expand," "plan," "believe," "target," "future," "estimate," "may," "should," "intends," or "well positioned" and similar expressions to identify forward-looking statements.

The forward-looking statements in this press release are subject to additional risks and uncertainties, including those set forth under the heading "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our filings with the Securities and Exchange Commission (the "SEC"), including, without limitation, our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the SEC on March 1, 2022 and subsequent periodic reports, and are based on information available to us on the date hereof.

These cautionary statements qualify our forward-looking statements, and you are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statement contained herein speaks only as of the date on which it is made, and we do not intend, and assume no obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This press release should be read in conjunction with our most recent reports on Form 10-K and Form 10-Q, and the information included in our other filings with the SEC. Understanding the information contained in these filings is important in order to fully understand our reported financial results and our business outlook for future periods.

About Everi

Everi's mission is to lead the gaming industry through the power of people, imagination and technology. With a focus on player engagement and helping casino customers operate more efficiently, the Company develops entertaining game content and gaming machines, gaming systems, and services for land-based and iGaming operators. The Company is also a preeminent and comprehensive provider of trusted financial technology solutions that power the

casino floor while improving operational efficiencies and fulfilling regulatory compliance requirements, including products and services that facilitate convenient and secure cash and cashless financial transactions, self-service player loyalty tools and applications, and regulatory and intelligence software. For more information, please visit www.everi.com, which is updated regularly with financial and other information about the Company.

About Venuetize

Venuetize is a leading mobile technology and advanced m-commerce platform for the sports, entertainment and hospitality industries. Venuetize provides a mobile-first technology platform that enables clients to engage with their guests in more personalized and meaningful ways. With more than 185 third-party integrations, that include ticketing, mobile POS ordering, content, social media, and sports wagering, Venuetize serves more than 50 premier clients encompassing nearly 100 venues. Our purpose is to help our clients connect their customers to the world they want to experience in a way that is easier, safer, and more rewarding. Founded in 2014, Venuetize works with professional sports teams, stadiums and arenas, casinos, entertainment districts, and shopping destinations across the globe. For more information, visit <http://www.venuetize.com/>.

Join Everi on Social Media

Twitter: https://twitter.com/everi_inc

LinkedIn: <https://www.linkedin.com/company/everi>

Facebook: <https://www.facebook.com/EveriHoldingsInc/>

Instagram: https://www.instagram.com/everi_inc

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