

PETERS EDWARD ADAM

Form 4

September 17, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERS EDWARD ADAM

(Last) (First) (Middle)

7250 S TENAYA WAY, #100

(Street)

LAS VEGAS, NV 89113

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Everi Holdings Inc. [EVRI]

3. Date of Earliest Transaction
(Month/Day/Year)

09/13/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
Common Stock	09/13/2018		M	(A) or (D) Amount 44,388 (1) A	\$ 1.46 60,388	D	
Common Stock	09/13/2018		S	(A) or (D) Amount 44,388 (1) D	\$ 8.96 (2) 16,000	D	
Common Stock	09/13/2018		M	(A) or (D) Amount 15,612 (1) A	\$ 1.46 31,612	D	
Common Stock	09/13/2018		S	(A) or (D) Amount 15,612 (1) D	\$ 9.16 (3) 16,000	D	
	09/14/2018		M	(A) or (D) Amount 22,251 A	22,251	D	

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Common			6,251	\$		
Stock			<u>(1)</u>	1.46		
Common	09/14/2018	S	6,251	D	\$ 9.5	16,000 D
Stock			<u>(1)</u>			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option	\$ 1.46	09/13/2018		M	44,388 (1)	(4)	05/13/2026	Common Stock		44,388
Stock Option	\$ 1.46	09/13/2018		M	15,612 (1)	(5)	05/13/2026	Common Stock		15,612
Stock Option	\$ 1.46	09/14/2018		M	6,251 (1)	(5)	05/13/2026	Common Stock		6,251

Reporting Owners

Reporting Owner Name / Address	Relationships
PETERS EDWARD ADAM 7250 S TENAYA WAY #100 LAS VEGAS, NV 89113	Director 10% Owner Officer Other EVP

Signatures

/s/ Edward A. Peters by Todd A. Valli,
Attorney-in-Fact

09/17/2018

 Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The transaction(s) reflected in this Form 4 were effected pursuant to a 10b5-1 plan adopted by the reporting person on August 13, 2018. The plan provides for a maximum number of options of 66,251 to be sold.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$8.63 to \$9.06, inclusive. The reporting person undertakes to provide to the corporation, any security holder of the corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.00 to \$9.25, inclusive. The reporting person undertakes to provide to the corporation, any security holder of the corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) Represents an option to purchase 177,550 shares of the Company's common stock that will vest in equal installments on each of the first four anniversary dates of the grant ("Vesting Date"); provided that as of the vesting date for each vesting tranche ("Tranche"), the closing price of the Company's shares on the New York Stock Exchange is at least \$2.19 ("Price Hurdle"). If the Price Hurdle is not met as of the Vesting Date for a Tranche, then the Tranche shall vest and become vested shares on the last day of a period of thirty (30) consecutive trading days during which the closing price is at least the Price Hurdle.

(5) Represents an option to purchase 87,450 shares of the Company's common stock, which will vest in equal installments on each of the first four anniversary dates of the grant.

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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