

Simmons Darren  
Form 3  
March 15, 2019

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol
Â Simmons Darren	(Month/Day/Year)	Everi Holdings Inc. [EVRI]
(Last) (First) (Middle)	03/07/2019	
7250 S. TENAYA WAY SUITE 100		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP
LAS VEGAS,Â NVÂ 89113		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		
		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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,429	D	Â

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option	Â <u>(1)</u>	02/16/2020	Common Stock	1,050	\$ 7.77	D	Â
Stock Option	Â <u>(2)</u>	03/01/2021	Common Stock	11,250	\$ 3.41	D	Â
Stock Option	Â <u>(3)</u>	03/02/2022	Common Stock	14,584	\$ 5.58	D	Â
Stock Option	Â <u>(4)</u>	03/06/2023	Common Stock	12,453	\$ 7.09	D	Â
Stock Option	Â <u>(5)</u>	05/02/2024	Common Stock	45,000	\$ 6.59	D	Â
Stock Option	Â <u>(6)</u>	04/22/2025	Common Stock	75,000	\$ 7.74	D	Â
Stock Option	Â <u>(7)</u>	05/13/2026	Common Stock	50,000	\$ 1.46	D	Â
Stock Option	Â <u>(8)</u>	03/08/2027	Common Stock	50,000	\$ 3.29	D	Â
Restricted Stock Units	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	16,000	\$ <u>(10)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Simmons Darren 7250 S. TENAYA WAY SUITE 100 LAS VEGAS, NV 89113	Â	Â	Â EVP	Â

## Signatures

/s/ Darren Simmons by Todd A. Valli,  
Attorney-in-Fact

03/15/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents an option to purchase 1,050 shares of the Company's common stock, which have vested in 1/4 of shares at anniversary of the grant, and thereafter 1/36th of the remaining shares subject to the option grant vested on each monthly anniversary date of the option grant of February 16, 2010.

(2) Represents an option to purchase 11,250 shares of the Company's common stock, which have vested in 1/4 of shares at anniversary of the grant, and thereafter 1/36th of the remaining shares subject to the option grant vested on each monthly anniversary date of the option grant of March 1, 2011.

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- (3) Represents an option to purchase 14,584 shares of the Company's common stock, which have vested in 1/4 of shares at anniversary of the grant, and thereafter 1/36th of the remaining shares subject to the option grant vested on each monthly anniversary date of the option grant of March 2, 2012.
- (4) Represents an option to purchase 12,453 shares of the Company's common stock, which have vested in 1/4 of shares at anniversary of the grant, and thereafter 1/36th of the remaining shares subject to the option grant vested on each monthly anniversary date of the option grant of March 6, 2013.
- (5) Represents an option to purchase 45,000 shares of the Company's common stock, which have vested in equal installments on each of the first four anniversary dates of the grant of May 2, 2014.
- (6) Represents an option to purchase 75,000 shares of the Company's common stock, which will vest in equal installments on each of the first four anniversary dates of the grant of April 22, 2015.
- (7) Represents an option to purchase 50,000 shares of the Company's common stock, which will vest in equal installments on each of the first four anniversary dates of the grant of May 13, 2016.
- (8) Represents an option to purchase 50,000 shares of the Company's common stock, which will vest in equal installments on each of the first four anniversary dates of the grant of March 8, 2017.
- (9) Represents restricted stock units to acquire shares of the Company's common stock that will vest in equal installments on each of the first four anniversary dates of the grant of May 22, 2018.
- (10) Each restricted stock unit represents a contingent right to receive one share of common stock.

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### Remarks:

ExhibitÂ 24Â -Â LimitedÂ PowerÂ ofÂ Attorney

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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