

Everi Holdings Inc.
Form 4
October 01, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mast Capital Management, LLC

(Last) (First) (Middle)

200 CLARENDON STREET, 51ST FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Everi Holdings Inc. [EVRI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value per share	09/30/2015		P		236,081	A	\$ 5.18 (2)
					4,485,009 (1)	I	See Footnote (3)
Common Stock, \$0.001 par value per share	09/30/2015		P		94,190	A	\$ 5.18 (2)
					1,804,791 (1)	I	See Footnote (4)
Common Stock,	09/30/2015		P		31,229	A	\$ 5.18 (2)
					965,306 (1)	I	See Footnote

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\$0.001 par value per share									(5)
Common Stock, \$0.001 par value per share	10/01/2015	P	167,100	A	\$ 4,8519	4,652,109	(1)	I	See Footnote (3)
Common Stock, \$0.001 par value per share	10/01/2015	P	63,800	A	\$ 4,8519	1,868,591	(1)	I	See Footnote (4)
Common Stock, \$0.001 par value per share	10/01/2015	P	20,700	A	\$ 4,8519	986,006	(1)	I	See Footnote (5)
Common Stock, \$0.001 par value per share						1,206,347	(1)	I	See Footnote (7)

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

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.

SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mast Capital Management, LLC 200 CLARENDON STREET 51ST FLOOR BOSTON, MA 02116		X		
Steinberg David J. 200 CLARENDON STREET 51ST FLOOR BOSTON, MA 02116		X		

Signatures

/s/ David J., Steinberg, Authorized Person of MAST Capital Management, LLC	10/01/2015
__Signature of Reporting Person	Date
/s/ David J. Steinberg	10/01/2015
__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 filing of this Form 4 shall not be construed as an admission that MAST Capital Management, LLC ("MAST Capital") or David J. Steinberg, the principal of MAST Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock, \$0.001 par value per share (the "Common Stock"), of Everi Holdings Inc. (the "Issuer") purchased by certain private investment funds advised by MAST Capital (collectively, the "MAST Accounts"). Pursuant to Rule 16a-1, both MAST Capital and Mr. Steinberg disclaim such beneficial ownership except to the extent of such person's pecuniary interest.
- (2) The sales price represents a weighted average of the sales price for multiple transactions on the same trading day. The range of sales prices was \$5.175 to \$5.18. The Reporting Persons will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Mast OC I Master Fund LP, for which MAST Capital is the investment manager, holds 4,652,109 shares of Common Stock of the Issuer. David J. Steinberg reports the Common Stock held indirectly by MAST Capital because, as the principal of MAST Capital at the time of purchase, he controlled the disposition and voting of the securities. MAST Capital has the right to an asset-based fee relating the above fund.
- (4) Mast Select Opportunities Master Fund LP, for which MAST Capital is the investment manager, holds 1,868,591 shares of Common Stock of the Issuer. David J. Steinberg reports the Common Stock held indirectly by MAST Capital because, as the principal of MAST Capital at the time of purchase, he controlled the disposition and voting of the securities. MAST Capital has the right to an asset-based fee relating the above fund.
- (5) Mast Admiral Master Fund LP, for which MAST Capital is the investment manager, holds 986,006 shares of Common Stock of the Issuer. David J. Steinberg reports the Common Stock held indirectly by MAST Capital because, as the principal of MAST Capital at the time of purchase, he controlled the disposition and voting of the securities. MAST Capital has the right to an asset-based fee relating the above fund.
- (6) The sales price represents a weighted average of the sales price for multiple transactions on the same trading day. The range of sales prices was \$4.845 to \$4.99. The Reporting Persons will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) Mast Credit Opportunities I Master Fund Limited, for which MAST Capital is the investment manager, holds 1,206,347 shares of Common Stock of the Issuer. David J. Steinberg reports the Common Stock held indirectly by MAST Capital because, as the principal of

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MAST Capital at the time of purchase, he controlled the disposition and voting of the securities. MAST Capital has the right to an asset-based fee relating the above fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.