

Everi Holdings Inc.
Form 3
September 24, 2015

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 *

Â Valli Todd

(Last) (First) (Middle)

7250 S. TENAYA WAY SUITE
100

(Street)

LAS VEGAS,Â NVÂ 89113

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/14/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, CAO

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

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 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

1,969 ⁽²⁾

D Â

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

SEC 1473 (7-02)

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.

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 (Right to Buy)	Â (2)	03/02/2022	Common Stock	4,959	\$ 5.58	D	Â
Stock Option (Right to Buy)	Â (2)	03/06/2023	Common Stock	5,235	\$ 7.09	D	Â
Stock Option (Right to Buy)	Â (1)	05/02/2024	Common Stock	15,000	\$ 6.59	D	Â
Stock Option (Right to Buy)	Â (1)	04/22/2025	Common Stock	30,000	\$ 7.74	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Valli Todd 7250 S. TENAYA WAY SUITE 100 LAS VEGAS, NV 89113	Â	Â	Â SVP, CAO	Â

Signatures

/s/ Todd A. Valli, by Juliet Lim, Attorney
in Fact

09/24/2015

__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) This grant is comprised of an option to purchase shares of the Issuer's common stock which will vest in four equal installments on the first, second, third and fourth anniversary date of the grant.

This grant is comprised of an option to purchase shares of the Issuer's common stock of which 25% will vest on the first anniversary date of the grant and the remaining 75% will vest in equal monthly installments during the second, third and fourth years after the date of the grant.

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Remarks:

ExhibitÂ 24Â -Â 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.

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.