

Everi Holdings Inc.
Form 4
May 17, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KILBURN E MILES

(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)

05/13/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)

Edgar Filing: Everi Holdings Inc. - Form 4

Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 1.46	05/13/2016	A		41,250		<u>(1)</u>	05/13/2026	Common Stock	41,250
Stock Option	\$ 1.46	05/13/2016	A		83,750		<u>(2)</u>	05/13/2026	Common Stock	83,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KILBURN E MILES 7250 S TENAYA WAY #100 LAS VEGAS, NV 89113	X

Signatures

/s/ E. Miles Kilburn by Juliet Lim,
Attorney-in-Fact 05/17/2016

__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) Represents an option to purchase 41,250 shares of the Company's common stock, which will vest in equal installments on each of the first four anniversary dates of the grant.
- Represents an option to purchase 83,750 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.
- (2)

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.