

Everi Holdings Inc.
Form 4
September 25, 2015

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

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(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)

09/23/2015

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 Ownership (Instr. 4)
Common Stock, \$0.001 par value per share	09/23/2015		P	53,520 A	\$ 5.228 (2) 4,187,467 (1)	I	See Footnote (3)
Common Stock, \$0.001 par value per share	09/23/2015		P	21,360 A	\$ 5.228 (2) 1,686,035 (1)	I	See Footnote (4)
Common Stock,	09/23/2015		P	7,120 A	\$ 5.228 (2) 926,004 (1)	I	See Footnote

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\$0.001 par value per share									(5)
Common Stock, \$0.001 par value per share	09/24/2015	P	15,761	A	\$ 5.2114 (6)	4,203,228 (1)	I		See Footnote (3)
Common Stock, \$0.001 par value per share	09/24/2015	P	6,266	A	\$ 5.2114 (6)	1,692,301 (1)	I		See Footnote (4)
Common Stock, \$0.001 par value per share	09/24/2015	P	2,073	A	\$ 5.2114 (6)	928,077 (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.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

09/25/2015

__Signature of Reporting Person

Date

/s/ David J. Steinberg

09/25/2015

__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 \$5.14 to \$5.30. 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 4,203,228 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 1,692,301 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 928,077 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 \$5.17 to \$5.26. 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.

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