

# FORM 4

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

OMB APPROVAL  
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[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Mast Capital Management, LLC</b>  (Last) (First) (Middle)  <b>200 CLARENDON STREET, 51ST FLOOR</b>  (Street)  <b>BOSTON, MA 02116</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Everi Holdings Inc. [ EVRI ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/7/2015</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/7/2015		P		91500	A	\$3.4295 (2)	1327743 (1)	I	See Footnote (3)
Common Stock, \$0.001 par value per share	12/8/2015		P		505100	A	\$3.37 (4)	1832843 (1)	I	See Footnote (3)
Common Stock, \$0.001 par value per share								4917855 (1)	I	See Footnote (5)
Common Stock, \$0.001 par value per share								1906065 (1)	I	See Footnote (6)
Common Stock, \$0.001 par value per share								1206347 (1)	I	See Footnote (7)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- ( 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
- 1)** 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.
- ( 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 \$3.36 to
- 2)** \$3.46. 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.
- ( Mast Admiral Master Fund LP, for which MAST Capital is the investment manager, holds 1,832,843 shares of Common Stock of the Issuer. David J.
- 3)** 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.
- ( 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 \$3.37 to
- 4)** \$3.405. 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.
- ( Mast OC I Master Fund LP, for which MAST Capital is the investment manager, holds 4,917,855 shares of Common Stock of the Issuer. David J. Steinberg

- 5) 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.
- ( Mast Select Opportunities Master Fund LP, for which MAST Capital is the investment manager, holds 1,906,065 shares of Common Stock of the Issuer.
- 6) 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.
- ( 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
- 7) 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.

**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

12/9/2015

\*\*Signature of Reporting Person

Date

/s/ David J. Steinberg

12/9/2015

\*\*Signature of Reporting Person

Date

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

\* 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).

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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