

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

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## INITIAL STATEMENT OF 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

Person * Statement (MM/DD/YY			iiring	3. Issuer Name and Ticker or Trading Symbol  Everi Holdings Inc. [EVRI]							
Mast Capital Management, LLO	7720720										
(Last) (First) (Middle)	4. Relationsh	ip of Rep	orting	g Person(s) to Issuer (Check all applicable)							
200 CLARENDON	Director		<b>X</b> 10% Owner								
STREET, 51ST FLOOR	Officer (give title below)			Other (specify below)							
(Street)	5. If Amendment, Date			6. Individual or Joint/Group Filing (Check Applicable Line)							
BOSTON, MA 02116	Original Filed (MM/DD/YYYY)		Form filed by One Reporting X Form filed by More than On			orting Personan One Re	ng Person One Reporting Person				
(City) (State) (Zip)											
	Table I - Non	-Derivat	tive Se	ecurities Bene	ficially	Owned					
1.Title of Security (Instr. 4)				Securities Owned	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Ownership t (Instr. 5)		rect Beneficial		
Common Stock, \$0.001 par value per share			2063	47 (1)	I		See	Footnote	(2)		
Common Stock, \$0.001 par value per share			3288010		I		See Footnote		(3)		
Common Stock, \$0.001 par value per share			3273	<b>17</b> <sup>(1)</sup>	I	See		Footnote	(4)		
Common Stock, \$0.001 par value per share			80717	79 (1)	(1) I		See	Footnote	(5)		
Table II - Derivative Secu	rities Beneficia	lly Own	ed ( <i>e.</i> ;	g. , puts, calls	, warra	nts, opti	ons,	, convertible	e securities)		
1. Title of Derivate Security (Instr. 4)  2. Date Exercise and Expiration (MM/DD/YYYY)  Date E		able 3. Tit Date Secur Deriv (Instr		Amount or N	of 4. Conve or Exe Price of Deriva Securi		ve	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Exercisable Da	ite		of Shares				(I) (Instr. 5)			

## **Explanation of Responses:**

The filing of this Form 3 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) 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 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.
- (3) Mast OC I Master Fund LP, for which MAST Capital is the investment manager, holds 3,288,010 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 1,327,317 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 807,179 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.

**Reporting Owners** 

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

## **Signatures**

/s/ David J., Steinberg, Authorized Person of MAST Capital Management, LLC	9/11/2015	
** Signature of Reporting Person	Date	
/s/ David J. Steinberg	9/11/2015	
** 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.