
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 24, 2016 (May 23, 2016)

Everi Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

001-32622

(Commission File Number)

20-0723270

(IRS Employer Identification No.)

**7250 S. Tenaya Way, Suite 100
Las Vegas, Nevada**

(Address of Principal Executive Offices)

89113

(Zip Code)

Registrant's telephone number, including area code: **(800) 833-7110**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders (the “Annual Meeting”) of Everi Holdings Inc. (the “Company”) was held on May 23, 2016. The proposals identified herein were previously disclosed in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 22, 2016.

(1) Election of directors:

At the Annual Meeting, the Company’s stockholders (the “Stockholders”) voted to re-elect Geoff Judge, Michael Rumbolz and Ronald Congemi as Class II directors to the Board of Directors of the Company for a term expiring at the 2019 annual meeting of Stockholders, and to hold office until the designated annual meeting or until their successors are elected and qualified, or until their earlier resignation. The table below indicates the voting results:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Geoff Judge	42,343,144	10,841,561	8,316,818
Michael D. Rumbolz	52,084,768	1,099,937	8,316,818
Ronald Congemi	42,335,647	10,849,058	8,316,818

(2) An advisory vote to approve the compensation of the Company’s named executive officers:

The Stockholders also voted to approve, on an advisory (non-binding) basis, the compensation of the Company’s named executive officers. The table below indicates the voting results:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
48,078,829	4,802,334	303,542	8,316,818

(3) Ratification of the appointment of BDO USA, LLP as the Company’s independent auditors:

The Stockholders also voted to ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016. The table below indicates the voting results:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
61,147,133	214,722	139,668

(4) An advisory vote on a shareholder proposal requesting that the Company eliminate supermajority voting:

The Stockholders also voted, on an advisory (non-binding) basis, to eliminate the supermajority provisions in the Company’s existing governance documents. The table below indicates the voting results:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
39,847,646	13,271,259	65,800	8,316,818

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EVERI HOLDINGS INC.

Date: May 24, 2016

By: /s/ Todd A. Valli
Todd A. Valli, Senior Vice President, Corporate
Finance and Chief Accounting Officer