

Everi Holdings Inc.
Form S-4
October 23, 2015

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

As filed with the Securities and Exchange Commission on October 23, 2015

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EVERI PAYMENTS INC.

(as Issuer)

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6199
(Primary Standard Industrial
Classification Code Number)

94-3309549
(I.R.S. Employer
Identification Number)

EVERI HOLDINGS INC.

(as guarantor)

(Exact name of registrant as specified in its charter)

and

the Additional Registrants Listed on Schedule A below

Delaware
(State or other jurisdiction of
incorporation or organization)

6199
(Primary Standard Industrial
Classification Code Number)
7250 S. Tenaya Way, Suite 100
Las Vegas, NV 89113
(800) 833-7110

20-0723270
(I.R.S. Employer
Identification Number)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Juliet A. Lim
Executive Vice President Payments, General Counsel and Secretary
Michael J. Stein
Senior Vice President, Deputy General Counsel
Everi Holdings Inc.
7250 S. Tenaya Way, Suite 100
Las Vegas, NV 89113

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(800) 833-7110

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

**David P. Lewis, Esq.
DLA Piper LLP (US)
2525 East Camelback Road, Suite 1000
Phoenix, Arizona 85016
(480) 606-5100**

**Approximate date of commencement of proposed sale of the securities to the public:
As soon as practicable after this registration statement becomes effective.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issue Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
10.0% Senior Unsecured Notes Due 2022	\$350,000,000	100%	\$350,000,000	\$35,245
Guarantees of 10.0% Senior Unsecured Notes Due 2022(2)				(3)

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended.
- (2) See Schedule A to this cover page for a list of additional registrants, including the guarantors.
- (3) Pursuant to Rule 457(n), no additional registration fee is payable with respect to the guarantees.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the U.S. Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

SCHEDULE A

Additional Registrants

Exact Name of Additional Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number	Address, including Zip Code, and Telephone Number, including Area Code, of Additional Registrant's Principal Executive Offices
Central Credit, LLC	Delaware	6199	88-0431550	(1)
GCA MTL, LLC	Delaware	6199	46-4108114	(1)
Everi Games Holding Inc. (formerly known as Multimedia Games Holding Company, Inc.)	Texas	7900	74-2611034	(1)
Everi Games Inc. (formerly known as Multimedia Games, Inc.)	Delaware	7900	73-1441316	(1)
MGAM Technologies, LLC	Delaware	7900	45-3939521	(1)

(1)

7250 S. Tenaya Way, Suite 100, Las Vegas, NV 89113, Telephone: (800) 833-7110.

Table of Contents

The information contained in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not a solicitation of an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 23, 2015

PRELIMINARY PROSPECTUS

EVERI PAYMENTS INC.

(formerly known as Global Cash Access, Inc.)
(as Issuer)

EVERI HOLDINGS INC.

(formerly known as Global Cash Access Holdings, Inc.)
(as guarantor)

**Exchange Offer for
\$350,000,000 10.00% Senior Unsecured Notes due 2022**

We hereby offer, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (which together constitute the "exchange offer"), to exchange up to \$350,000,000 aggregate principal amount of our 10.00% Senior Unsecured Notes due 2022, and the guarantees thereof, which have been registered under the Securities Act of 1933, as amended (the "Securities Act"), which we refer to as the "exchange notes," for an equal aggregate principal amount of our currently outstanding 10.00% Senior Unsecured Notes due 2022, and the guarantees thereof, that were issued on December 19, 2014, which we refer to as the "old notes." We refer to the old notes and the exchange notes collectively as the "unsecured notes."

**THE EXCHANGE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME,
ON _____, 2015, UNLESS EXTENDED.**

The material terms of the exchange offer are summarized below and are more fully described in this prospectus.

MATERIAL TERMS OF THE EXCHANGE OFFER

The terms of the exchange notes are substantially identical to those of the old notes except that the exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and rights to additional interest applicable to the old notes do not apply to the exchange notes.

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We will exchange all old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tenders of old notes at any time prior to the expiration of the exchange offer.

We will not receive any proceeds from the exchange offer.

The exchange of old notes for exchange notes should not be a taxable event for U.S. federal income tax purposes.

There is no public market for the exchange notes. We have not applied, and do not intend to apply, for listing of the exchange notes on any national securities exchange or automated quotation system.

See "Risk Factors" beginning on page 12 of this prospectus for a discussion of certain risks that you should consider carefully before participating in the exchange offer.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. This prospectus, as amended or supplemented, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes that were acquired by such broker-dealer as a result of market-making or other trading activities. We have agreed that for a period of 180 days after the expiration of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resales. See "Plan of Distribution."

None of the U.S. Securities and Exchange Commission, any state securities commission, the Mississippi Gaming Commission, the Nevada State Gaming Control Board, the Nevada Gaming Commission, the National Indian Gaming Commission or any other gaming authority or other regulatory agency has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2015

Table of Contents

TABLE OF CONTENTS

	Page
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>ii</u>
<u>INCORPORATION OF CERTAIN INFORMATION BY REFERENCE</u>	<u>ii</u>
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>iii</u>
<u>SUMMARY</u>	<u>1</u>
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	<u>11</u>
<u>RISK FACTORS</u>	<u>12</u>
<u>USE OF PROCEEDS</u>	<u>22</u>
<u>CAPITALIZATION</u>	<u>23</u>
<u>DESCRIPTION OF EXISTING INDEBTEDNESS</u>	<u>24</u>
<u>THE EXCHANGE OFFER</u>	<u>29</u>
<u>DESCRIPTION OF EXCHANGE NOTES</u>	<u>38</u>
<u>BOOK-ENTRY, DELIVERY AND FORM</u>	<u>85</u>
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	<u>88</u>
<u>PLAN OF DISTRIBUTION</u>	<u>89</u>
<u>LEGAL MATTERS</u>	<u>89</u>
<u>EXPERTS</u>	<u>89</u>

We have not authorized anyone to give you any information or to make any representations about us or the exchange offer other than those contained in this prospectus. If you are given any information or representations about these matters that is not discussed in this prospectus, you must not rely on that information. This prospectus is not an offer to sell or a solicitation of an offer to buy securities anywhere or to anyone where or to whom we are not permitted to offer or sell securities under applicable law. The delivery of this prospectus does not, under any circumstances, mean that there has not been a change in our affairs since the date of this prospectus. Subject to our obligation to amend or supplement this prospectus as required by law and the rules of the U.S. Securities and Exchange Commission, the information contained in this prospectus is correct only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of these securities.

This prospectus incorporates important business and financial information about us that is not included in or delivered with this document. You may obtain information incorporated by reference, at no cost, by writing or telephoning to the address and telephone set forth below. We will provide, without charge, upon written or oral request, copies of any or all of the documents incorporated by reference into this prospectus (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference therein). You should direct requests for documents to:

Everi Holdings Inc.
7250 S. Tenaya Way, Suite 100
Las Vegas, NV 89113
Attention: Investor Relations
Phone: (800) 833-7110

In order to obtain timely delivery of any copies of filings requested, please write or call us no later than _____, 2015, which is five business days before the expiration date of the exchange offer. See "Where You Can Find More Information" and "Incorporation of Certain Information by Reference" beginning on page ii.

Table of Contents

BASIS OF PRESENTATION

Unless the context indicates otherwise, references to "Holdings," "we," "our" and "us" mean Everi Holdings Inc. (formerly known as Global Cash Access Holdings, Inc.) and its subsidiaries on a consolidated basis and references to the "Company" or the "Issuer" mean Everi Payments Inc. (formerly known as Global Cash Access, Inc.), a wholly owned subsidiary of Holdings.

WHERE YOU CAN FIND MORE INFORMATION

Holdings files annual, quarterly and current reports, proxy statements and other information with the U.S. Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We have also filed with the SEC a registration statement on Form S-4, which you can access on the SEC's Internet site at <http://www.sec.gov>, to register the exchange notes. This prospectus, which forms part of the registration statement, does not contain all of the information included in that registration statement. For further information about us and the exchange notes offered in this prospectus, you should refer to the registration statement and its exhibits. You may read and copy any materials we file with the SEC at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the Public Reference Room. The SEC also maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. You may also obtain certain of these documents on our Internet site at <http://www.everi.com>. Our web site and the information contained on that site, or connected to that site, are not incorporated into and are not a part of this prospectus.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This prospectus incorporates by reference important business and financial information about our company that is not included in or delivered with this document. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the SEC will automatically update and supersede this information. Any statement contained in this prospectus or in any document incorporated or deemed to be incorporated by reference into this prospectus that is modified or superseded by subsequently filed materials shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus. We incorporate by reference the documents set forth below that we have previously filed with the SEC, including all exhibits thereto, and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the initial registration statement and prior to effectiveness of the registration statement and on or after the date of this prospectus and prior to the termination of the exchange offer (excluding any Current Reports on Form 8-K, or portions thereof, to the extent disclosure is furnished and not filed, except as otherwise provided herein):

our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC on March 16, 2015 (including the portions of our Definitive Proxy Statement on Schedule 14A incorporated by reference therein) (excluding Items 1, 7 and 8 thereof, which, for the purposes of this prospectus, are superceded by the comparable Items included in Exhibits 99.1, 99.4 and 99.5 to our Current Report on Form 8-K filed with the SEC on October 23, 2015);

our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2015 filed with the SEC on May 8, 2015, and for the quarter ended June 30, 2015 filed with the SEC on August 6, 2015 (excluding Item 1 thereof, which, for the purposes of this prospectus, is superceded by Exhibit 99.2 to our Current Report on Form 8-K filed with the SEC on October 23, 2015); and

our Current Reports on Form 8-K (or amendments thereto) filed with the SEC on January 22, 2015, February 27, 2015, March 5, 2015, March 23, 2015, April 15, 2015, April 27, 2015 (Exhibit 99.3 only), July 1, 2015, August 14, 2015, September 18, 2015, and October 23, 2015.

Table of Contents

You can obtain any of the documents incorporated by reference into this prospectus from the SEC's web site at the address described above. You may also request a copy of these filings, at no cost, by writing or telephoning to the address and telephone set forth on page i of this prospectus. Exhibits to the filings will not be sent, however, unless those exhibits have been specifically incorporated by reference in this prospectus.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Our disclosure and analysis in this prospectus, including all documents incorporated by reference, contain "forward-looking" statements within the meaning of Section 27A of the Securities Act, Section 21E of the Exchange Act and the Private Securities Litigation Reform Act of 1995. From time to time, we also provide forward-looking statements in other materials we release to the public, as well as oral forward-looking statements. We have tried, wherever possible, to identify such statements by using words such as "anticipate," "believe," "expect," "intend," "estimate," "project," "may," "should," "will," "likely," "will continue," "future," "plan," "target," "goal," "observe," "seek," "strategy" and other words and terms of similar meaning. The forward-looking statements in this prospectus reflect our current views with respect to future events and financial performance.

Forward-looking statements include, but are not limited to, statements regarding the following matters: trends in gaming establishment and patron usage of our products; benefits of the Merger (defined herein), including potential synergies; benefits realized by using our products and services; product development and regulatory approval; gaming regulatory, card association and statutory compliance; the implementation of new or amended card association and payment network rules; consumer collection activities; future competition; future tax liabilities; international expansion; resolution of litigation; dividend policy; new customer contracts and contract renewals; preliminary and future financial information and operating data; future interest rates and interest expense; future borrowings; and future equity incentive activity and compensation expense.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to certain risks and uncertainties, many of which are beyond our control. The following factors, among others, could cause actual results to differ materially from those expressed or implied in the forward looking statements:

integrating the businesses of Holdings and Everi Games Holding Inc. (formerly known as Multimedia Games Holding Company, Inc.) ("Everi Games") may be more difficult and take longer than expected;

anticipated cost and operating synergies may not be achieved or may take longer than planned to achieve;

we may be unable to execute our business strategy;

general economic and business conditions may change;

our ability to replace revenue associated with terminated contracts;

margin degradation from contract renewals;

our ability to introduce new products and services;

our ability to execute on mergers, acquisitions and/or strategic alliances;

gaming establishment and patron preferences;

Table of Contents

our ability to successfully complete the conversion of our third-party processor;

our ability to comply with the Europay, MasterCard and Visa global standard for cards equipped with computer chips;

national and international economic conditions;

changes in gaming regulatory, card association and statutory requirements;

regulatory and licensing difficulties;

competitive pressures;

operational limitations;

gaming market contraction;

changes to tax laws;

uncertainty of litigation outcomes;

interest rate fluctuations;

inaccuracies in underlying operating assumptions;

unanticipated expenses or capital needs;

technological obsolescence;

employee turnover; and

the risks, uncertainties and other factors relating to indebtedness generally and the unsecured notes in particular, as discussed further under "Risk Factors Risks Related to Our Indebtedness and the Exchange Notes" and "Risk Factors Risks Related to the Exchange Offer."

In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained in this prospectus will in fact transpire or prove to be accurate. Readers are cautioned to consider the specific risk factors described herein and in the section of this prospectus entitled "Risk Factors," and not to place undue reliance on the forward-looking statements contained herein, which speak only as of the date hereof.

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We undertake no obligation to update or publicly revise any forward-looking statement whether as a result of new information, future developments or otherwise. All subsequent written or oral forward-looking statements attributable to us or persons acting on its behalf are expressly qualified in their entirety by this paragraph. You are advised, however, to consult any further disclosures we make on related subjects in our reports and other filings with the SEC.

Table of Contents

SUMMARY

The following summary is qualified in its entirety by the more detailed information included elsewhere or incorporated by reference in this prospectus. Because this is a summary, it may not contain all of the information that may be important to you. You should read the entire prospectus carefully, paying particular attention to the matters discussed under the caption "Risk Factors," as well as the information incorporated by reference (including our consolidated financial statements and accompanying notes) and complete your own examination of us and the terms of the exchange offer and the exchange notes before making an investment decision.

Overview

We are a global provider of integrated gaming payments solutions, video and mechanical reel gaming content and technology solutions, as well as compliance and efficiency software. Our Games business, under the Everi Games brand, provides: (a) comprehensive content, electronic gaming units and systems for Native American and commercial casinos, including the award-winning *TournEvent*® slot tournament solution; and (b) the central determinant system for the video lottery terminals installed at racetracks in the State of New York. Our Payments business provides: (i) access to cash at gaming facilities via Automated Teller Machine ("ATM") cash withdrawals, credit card cash access transactions, point-of-sale debit card transactions, and check verification and warranty services; (ii) fully integrated gaming industry kiosks that provide cash access and related services; (iii) products and services that improve credit decision making, automate cashier operations and enhance patron marketing activities for gaming establishments; (iv) compliance, audit and data solutions; and (v) online payment processing solutions for gaming operators in states that offer intra-state, Internet-based gaming and lottery activities.

The Merger and Related Financing Transactions

On December 19, 2014, we completed the acquisition of Everi Games for approximately \$1.2 billion in cash (the "Merger"). The acquisition was effected through the merger of a wholly owned subsidiary of Holdings with and into Everi Games, with Everi Games continuing after the Merger as the surviving corporation and as a wholly owned subsidiary of Holdings. We believe that the combination of the two companies has created a leading provider of cash access and gaming floor solutions that drive and enhance the revenue and profitability of our gaming establishment customers.

Concurrently with the closing of the Merger, the Company issued \$350.0 million aggregate principal amount of 7.75% Senior Secured Notes Due 2021 (the "old secured notes") and \$350.0 million aggregate principal amount of the old notes. In addition, the Company entered into a \$50.0 million, five year senior secured revolving credit facility and a \$500.0 million, six year senior secured term loan (together, the "Credit Facilities"). The net proceeds of the offering of the old secured notes and the old notes, together with borrowings under the Credit Facilities and cash on hand, were used to pay the consideration in connection with the Merger, repay Holdings' and Everi Games' existing debt, and pay the fees and expenses relating to the Merger and the financing transactions.

Old Secured Notes Redemption

In February 2015, we repurchased and retired \$15.0 million in aggregate principal amount of the old secured notes with the proceeds of a settlement agreement related to an outstanding litigation matter.

On April 15, 2015, the Company issued \$335.0 million aggregate principal amount of new 7.25% senior secured notes due 2021 (the "new secured notes"). The proceeds from the issuance of the new secured notes were used to redeem, in full, the outstanding old secured notes from affiliates of Merrill

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Table of Contents

Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as the initial purchasers. See "Description of Existing Indebtedness New Secured Notes."

Corporate Information

Holdings' headquarters are located at 7250 S. Tenaya Way, Suite 100, Las Vegas, NV 89113, and its telephone number is (800) 833-7110. For more information regarding Holdings, see "Where You Can Find More Information" on page ii.

Table of Contents

The Exchange Offer

The following is a brief summary of certain material terms of the exchange offer. For a more complete description of the terms of the exchange offer, see "The Exchange Offer" in this prospectus.

Background

On December 19, 2014, the Company issued \$350.0 million aggregate principal amount of its 7.75% Senior Secured Notes Due 2021, or the old secured notes, and \$350.0 million aggregate principal amount of its 10.00% Senior Unsecured Notes due 2022, or the old notes, in each case to Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as the initial purchasers, in a transaction exempt from the registration requirements of the Securities Act. The Company subsequently redeemed the old secured notes with the proceeds from the issuance of the new secured notes. Thereafter, the initial purchasers subsequently sold the old notes to qualified institutional buyers in reliance on Rule 144A and to persons outside the United States in reliance on Regulation S under the Securities Act. Because the old notes were sold in reliance on exemptions from registration, they are subject to transfer restrictions.

In connection with the issuance of the old notes, we entered into a registration rights agreement with the initial purchasers pursuant to which we agreed, among other things, to register the exchange notes and to deliver this prospectus and to complete an exchange offer for the old notes. We are not required to effect an exchange offer for the new secured notes.

The Exchange Offer

We are offering to exchange up to \$350.0 million aggregate principal amount of our 10.00% Senior Unsecured Notes due 2022, or the exchange notes, for an equal aggregate principal amount of old notes. The terms of the exchange notes are identical in all material respects to the terms of the old notes, except that the exchange notes have been registered under the Securities Act and do not contain transfer restrictions, registration rights or additional interest provisions. You should read the discussion set forth under "Description of Exchange Notes" for further information regarding the exchange notes. In order to be exchanged, an old note must be properly tendered and accepted. All old notes that are validly tendered and not withdrawn will be exchanged. We will issue and deliver the exchange notes promptly after the expiration of the exchange offer.

Table of Contents

Resale of Exchange Notes

Based on interpretations by the Staff of the SEC, as detailed in a series of no-action letters issued to third parties unrelated to us, we believe that the exchange notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as:

you, or the person or entity receiving the exchange notes, acquires the exchange notes in the ordinary course of business;

neither you nor any such person or entity receiving the exchange notes is engaging in or intends to engage in a distribution of the exchange notes within the meaning of the federal securities laws;

neither you nor any such person or entity receiving the exchange notes has an arrangement or understanding with any person or entity to participate in any distribution of the exchange notes;

neither you nor any such person or entity receiving the exchange notes is an "affiliate" of Holdings, as that term is defined in Rule 405 under the Securities Act;

neither you nor any such person or entity receiving the exchange notes is prohibited by any law or policy of the SEC from participating in the exchange offer; and

you are not acting on behalf of any person or entity that could not truthfully make these representations.
If you are a broker-dealer and you will receive exchange notes for your own account in exchange for old notes that were acquired as a result of market-making activities or other trading activities, you will be required to acknowledge that you will deliver a prospectus in connection with any resale of the exchange notes. See "Plan of Distribution" for a description of the prospectus delivery obligations of broker-dealers. Any holder of old notes, including any broker dealer who:

is our affiliate;

does not acquire the exchange notes in the ordinary course of business; or

tenders in the exchange offers with the intention to participate, or for the purpose of participating, in a distribution of the exchange notes, cannot rely on the position the Staff of the SEC expressed in Exxon Capital Holdings Corporation, Morgan Stanley & Co., Incorporated or similar no-action letters and, in the absence of an exemption, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with the resale of the exchange

notes.

4

Table of Contents

	<p>We have not submitted a no-action letter to the SEC and there can be no assurance that the SEC would make a similar determination with respect to the exchange offer. If you do not meet the conditions described above, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with the resale of the exchange notes. If you fail to comply with these requirements you may incur liabilities under the Securities Act, and we will not indemnify you for such liabilities.</p>
Expiration Date	<p>5:00 p.m., New York City time, on _____, 2015, unless, in our sole discretion, we extend or terminate the exchange offer.</p>
Guaranteed Delivery Procedures	<p>If you wish to tender your old notes and your old notes are not immediately available, or you cannot deliver your old notes, the letter of transmittal or any other required documents, or you cannot comply with the procedures under The Depository Trust Company's ("DTC") Automated Tender Offer Program ("ATOP") for transfer of book-entry interests prior to the expiration date, you must tender your old notes according to the guaranteed delivery procedures set forth in this prospectus under "The Exchange Offer Guaranteed Delivery Procedures."</p>
Acceptance of Old Notes and Delivery of Exchange Notes	<p>Subject to customary conditions, we will accept outstanding old notes that are properly tendered in the exchange offer and not withdrawn prior to the expiration date. The exchange notes will be delivered as promptly as practicable following the expiration date.</p>
Withdrawal Rights	<p>You may withdraw tendered old notes at any time prior to 5:00 p.m., New York City time, on the expiration date. See "The Exchange Offer Terms of the Exchange Offer."</p>
Conditions to the Exchange Offer	<p>The exchange offer is subject to certain customary conditions, including our determination that the exchange offer does not violate any law, statute, rule, regulation or interpretation by the Staff of the SEC or any regulatory authority or other foreign, federal, state or local government agency or court of competent jurisdiction, some of which may be waived by us. See "The Exchange Offer Conditions to the Exchange Offer."</p>

Table of Contents

Procedures for Tendering Old Notes

If you wish to participate in the exchange offer, you must follow the procedures established by DTC for tendering unregistered notes held in book-entry form. These procedures require that (i) the exchange agent receive, prior to the expiration date of the exchange offer, a computer generated message known as an "Agent's Message" that is transmitted through DTC's ATOP, and (ii) DTC confirms that:

DTC has received your instructions to exchange your unregistered notes; and

you agree to be bound by the terms of the letter of transmittal. For more information on tendering your unregistered notes, please refer to the section in this prospectus entitled "The Exchange Offer Procedures for Tendering Old Notes."

Consequences of Failure to Exchange

Any old notes not accepted for exchange for any reason will be credited to an account maintained at DTC promptly after the expiration or termination of the exchange offer. Old notes that are not tendered, or that are tendered but not accepted, will be subject to their existing transfer restrictions. We will have no further obligation, except under limited circumstances, to provide for registration under the Securities Act of the old notes. The liquidity of the old notes could be adversely affected by the exchange offer. See "Risk Factors Risks Related to the Exchange Offer If you do not properly tender your old notes, your ability to transfer such outstanding notes will be adversely affected."

Taxation

The exchange of old notes for exchange notes by tendering holders should not be a taxable event for U.S. federal income tax purposes. For more details, see "Material U.S. Federal Income Tax Consequences."

Use of Proceeds

We will not receive any proceeds from the issuance of the exchange notes in the exchange offer. For more details, see "Use of Proceeds."

Exchange Agent

Deutsche Bank Trust Company Americas is serving as the exchange agent in connection with the exchange offer. The address, telephone number and facsimile number of the exchange agent are listed under "The Exchange Offer Exchange Agent."

Risk Factors

An investment in the exchange notes involves substantial risk. See "Risk Factors" for a description of certain of the risks you should consider before investing in the exchange notes.

Table of Contents

Terms of the Exchange Notes

The following is a brief summary of certain material terms of the exchange notes. For more complete information about the exchange notes, see "Description of Exchange Notes" in this prospectus.

Issuer	Everi Payments Inc. (formerly known as Global Cash Access, Inc.)
Notes Offered	\$350.0 million in aggregate principal amount of 10.00% Senior Unsecured Notes due 2022.
Maturity Date	January 15, 2022.
Interest Rate	The exchange notes will accrue interest from December 19, 2014 (or the most recent interest payment date prior to the issuance of the exchange notes) at the rate of 10.00% per year.
Interest Payment Dates	Interest on the exchange notes will be payable semi-annually in arrears on each January 15 and July 15, commencing on July 15, 2015.
Guarantees	The exchange notes will be fully and unconditionally guaranteed, jointly and severally, on a senior basis, by Holdings and each of its domestic restricted subsidiaries that is a guarantor of the old notes.
Ranking	The exchange notes and the related guarantees will be our and the guarantors', respectively, senior unsecured obligations and will rank equally in right of payment to all present and future senior indebtedness and senior in right of payment to all present and future subordinated indebtedness. The exchange notes will be effectively subordinated in right of payment to any of our and the guarantors' secured indebtedness (to the extent of the value of the assets securing such indebtedness), including the obligations under the Credit Facilities and the new secured notes, and structurally subordinated to all existing and future indebtedness and obligations of any non-guarantor subsidiaries. The exchange notes and the guarantees will be unsecured senior indebtedness. As of June 30, 2015, we had approximately \$830.0 million of secured debt outstanding. In addition, as of June 30, 2015, we had \$50.0 million of availability under the Credit Facilities.

Table of Contents

As of June 30, 2015, our non-guarantor subsidiaries had an aggregate of approximately \$15.9 million of total liabilities, all of which are structurally senior to the exchange notes and the related guarantees. For the quarterly period ended June 30, 2015, our non-guarantor subsidiaries accounted for 2.4% of our net sales and 2.9% of our total Adjusted EBITDA. As of June 30, 2015, our non-guarantor subsidiaries accounted for approximately 1.7% of our total consolidated assets.

Optional Redemption

We will have the option to redeem some or all of the exchange notes at any time on or after January 15, 2018, at a redemption price equal to 100% of the principal amount thereof, plus a premium declining ratably on an annual basis to par and accrued and unpaid interest, if any, to the date of redemption. We will also have the option to redeem some or all of the exchange notes at any time before January 15, 2018 at a redemption price of 100% of the principal amount of the exchange notes to be redeemed, plus a "make whole" premium and accrued and unpaid interest, if any, to the date of redemption.

In addition, at any time before January 15, 2018, we may redeem up to 35% of the aggregate principal amount of the exchange notes at a redemption price of 110% of the principal amount of the exchange notes with the proceeds from certain equity issuances plus accrued and unpaid interest, if any, to the date of redemption. See "Description of Exchange Notes - Optional Redemption."

Gaming Redemption

We may be required to redeem a holder's exchange notes following certain determinations by applicable gaming regulatory authorities. See "Description of Exchange Notes - Mandatory Disposition or Redemption Pursuant to Gaming Laws."

Table of Contents

Change of Control

If we experience specific changes of control, we may be required to offer to purchase the exchange notes at 101% of their aggregate principal amount plus accrued and unpaid interest thereon to the date of purchase. Our ability to purchase the exchange notes upon a change of control may be limited by the terms of the Credit Facilities. We cannot assure you that we will have the financial resources to purchase the exchange notes in such circumstances. See "Description of Exchange Notes Repurchase at the Option of Holders Change of Control."

Asset Sales

If we sell certain assets, under certain circumstances we may be required to offer to purchase the exchange notes at 100% of their aggregate principal amount plus accrued and unpaid interest thereon to the date of purchase. See "Description of Exchange Notes Repurchase at the Option of Holders Asset Sales; Event of Loss."

Restrictive Covenants

The indenture that will govern the exchange notes contains covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur additional indebtedness or issue certain preferred stock;

pay dividends or repurchase or redeem capital stock or make other restricted payments;

limit dividends or other payments by our restricted subsidiaries to us or our other restricted subsidiaries;

pay dividends, make investments or make other restricted payments;

incur liens;

enter into certain types of transactions with our affiliates; and

consolidate or merge with or into other companies. These and other covenants contained in the indenture governing the exchange notes are subject to important exceptions and qualifications. See "Description of Exchange Notes Certain Covenants."

Table of Contents

DTC Eligibility

The exchange notes will be issued in book-entry form and will be represented by a permanent global security deposited with a custodian for and registered in the name of the nominee of DTC in New York, New York. Beneficial interests in the global security will be shown on, and transfers will be effected only through, records maintained by DTC and its direct and indirect participants and any such interests may not be exchanged for certificated securities, except in limited circumstances. See "Book-Entry, Delivery and Form."

Absence of Established Markets for the Exchan