

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>PASCAL ANDREW S</u> (Last) (First) (Middle) <u>10150 COVINGTON CROSS DRIVE</u> (Street) <u>LAS VEGAS NV 89144</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PLAYSTUDIOS, Inc. [MYPS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chairman and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock							226,371	D		
Class B Common Stock ⁽¹⁾							327,469	D		
Class B Common Stock ⁽¹⁾							2,913,005	I	by Pascal Family Trust	
Class B Common Stock ⁽¹⁾							9,419,827	I	by DreamStreet Holdings, LLC	
Class A Common Stock							406,300	I	by Pascal Family Trust	

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 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: 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				
Restricted Stock Units	\$0 ⁽²⁾	03/11/2024		A		708,335		(3)	(3)	Class A Common Stock	708,335	\$0 ⁽²⁾	708,335	D	
Performance Stock Units	\$0 ⁽⁴⁾	03/11/2024		A		145,833		(4)	(4)	Class A Common Stock	145,833	\$0 ⁽⁴⁾	145,833	D	
Restricted Stock Units	\$0 ⁽²⁾							(5)	(5)	Class A Common Stock	750,000		750,000	D	
Stock Options	\$1.01							04/17/2021	04/17/2027	Class B Common Stock ⁽¹⁾	1,864,324		1,864,324	D	
Earnout Shares	\$0							(6)	06/21/2026	Class B Common Stock ⁽¹⁾	416,422		416,422	I	by Pascal Family Trust
Earnout Shares	\$0							(6)	06/21/2026	Class B Common Stock ⁽¹⁾	2,296,368		2,296,368	I	by DreamStreet Holdings, LLC

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Earnout Shares	\$0							(6)	06/21/2026	Class B Common Stock ⁽¹⁾	313,322	313,322	D	

Explanation of Responses:

- Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock of the Issuer. Upon transfer, each share of Class B Common Stock will convert into a share of Class A Common Stock, subject to certain limited exceptions. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to conversion rights (noted above) and voting rights. Each share of Class B Common Stock is entitled to twenty votes per share, whereas each share of Class A Common Stock is entitled to one vote per share.
- Each Restricted Stock Unit represents the contingent right to receive, upon vesting and settlement, one share of Class A Common Stock
- Represents a grant of unvested Restricted Stock Units. Each Restricted Stock Unit represents the contingent right to receive, upon vesting and settlement, one share of Class A Common Stock. The Restricted Stock Units are scheduled to vest as follows, subject in each case to the Reporting Person's continued employment with the Company through the applicable vesting date: 208,334 Restricted Stock Units vesting on February 15, 2025; 208,334 Restricted Stock Units vesting on February 15, 2026; and 291,667 Restricted Stock Units vesting on February 15, 2027.
- Each Performance Stock Unit represents the contingent right to receive, upon vesting and settlement, up to one share of Class A Common Stock. The actual number of shares of Class A Common Stock to be issued upon vesting of such Performance Stock Units will be determined based on, and will be contingent upon, the achievement of certain pre-established performance metrics, as determined by the Compensation Committee of the Company's Board of Directors, for the fiscal year ending December 31, 2024.
- On February 22, 2023, the Reporting Person was granted 1,125,000 unvested Restricted Stock Units, which vest in three equal installments, with one-third vested on February 15, 2024, one-third vesting on February 15, 2025, and one-third vesting on February 15, 2026, subject in each case to continued employment with the Company through the applicable vesting date.
- Payable in two equal tranches if the closing price of the Class A Common Stock exceeds \$12.50 and \$15.00 per share, respectively, for any 20 trading days within any 30-trading day period commencing on or after the 150th day following the closing (the "Closing") of the business combination pursuant to the Agreement and Plan of Merger, dated as of February 1, 2021, to which the Issuer is a party, and ending no later than the five-year anniversary of the Closing. The Earnout Shares are also subject to potential vesting based on the price targets in connection with a sale of the Issuer.

Remarks:

/s/ Joel Agena, Attorney-in-Fact 03/13/2024

** 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.

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 Number.