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

SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 3)

PLAYSTUDIOS, INC.  
(Name of Subject Company (Issuer))

PLAYSTUDIOS, INC. (Offeror)  
(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

Warrants exercisable for Class A Common Stock at an exercise price of \$11.50 per share  
(Title of Class of Securities)

72815G116  
(CUSIP Number of Class of Securities)

Andrew Pascal  
Chief Executive Officer  
PLAYSTUDIOS, Inc.  
10150 Covington Cross Drive  
Las Vegas, NV 89144  
(725) 877-7000

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*With copies to:*

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Joel Agena  
General Counsel  
PLAYSTUDIOS, Inc.  
10150 Covington Cross Drive  
Las Vegas, NV 89144  
(725) 877-7000

Rachel Paris, Esq.  
DLA Piper LLP (US)  
2000 University Avenue  
East Palo Alto, CA 94303  
(650) 833-2234

Check the box if the filing relates solely to preliminary communications before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)  
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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## EXPLANATORY NOTE

This Amendment No. 3 (“Amendment No. 3”) further amends the Tender Offer Statement on Schedule TO filed by PLAYSTUDIOS, Inc., a Delaware corporation (the “Company”), on April 1, 2022, as amended by the Amendment No. 1 to the Tender Offer Statement on Schedule TO filed by the Company on April 14, 2022, as further amended by Amendment No. 2 to the Tender Offer Statement on Schedule TO filed by the Company on April 28, 2022 (together with any additional amendments and supplements, the “Schedule TO”), relating to the tender offer by the Company to purchase for cash up to 10,996,361 of its outstanding warrants to purchase Class A common stock, par value \$0.0001, at a price of \$1.00 per warrant, without interest (the “Offer Purchase Price”), on the terms and conditions set forth in the Amended and Restated Offer to Purchase and Consent Solicitation and the Amended and Restated Letter of Transmittal and Consent filed by the Company as exhibits to the Schedule TO. The Amended and Restated Offer to Purchase and Consent Solicitation and the Amended and Restated Letter of Transmittal and Consent, together with any amendments or supplements thereto, collectively constitute the “Offer”.

Concurrently with the Offer, the Company also solicited consents from holders of its outstanding warrants to amend (the “Warrant Amendment”) the Warrant Agreement, dated as of October 22, 2020, by and between the Company and Continental Stock Transfer & Trust Company (the “Warrant Agreement”), which governs all of the warrants, to permit the Company to redeem each outstanding warrant for \$0.90 in cash, without interest (the “Redemption Price”), which Redemption Price is 10% less than the Offer Purchase Price.

This Amendment No. 3 is being filed to report the results of the Offer.

### **Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following paragraph:

“The Offer expired midnight, Eastern Time, at the end of the day on May 13, 2022 (the “Expiration Date”), in accordance with its terms. Broadridge Corporate Issuer Solutions, Inc., the depository for the Offer, has indicated that as of the Expiration Date, (i) 1,792,463 outstanding Public Warrants, or approximately 25% of the outstanding Public Warrants were validly tendered and not withdrawn in the Offer, and (ii) none of the outstanding Private Placement Warrants had been validly tendered and not validly withdrawn from the Offer. Pursuant to the terms of the Offer, the Company expects to pay an aggregate of \$1,792,463 in cash in exchange for such Public Warrants. The Company received the approval of approximately 25% of the outstanding Public Warrants to the Warrant Amendment, which is less than the 65% of the outstanding Public Warrants required to effect the Warrant Amendment as it relates to the Public Warrants.

On May 17, 2022, the Company issued a press release announcing the results of the Offer as set forth above. A copy of the press release is filed as Exhibit (a)(5)(iv) to the Schedule TO and is incorporated herein by reference.”

Only those items amended are reported in this Amendment No. 3. Except as amended hereby to the extent specifically provided herein, the information contained in the Schedule TO, the Amended and Restated Offer to Purchase and Consent Solicitation, the Amended and Restated Letter of Transmittal and Consent and the other exhibits to the Schedule TO remains unchanged and are hereby expressly incorporated into this Amendment No. 3 by reference. This Amendment No. 3 should be read with the Schedule TO.

**Item 12. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)*	<a href="#">Amended and Restated Offer to Purchase and Consent Solicitation, dated April 28, 2022 (incorporated by reference to Exhibit (a)(1)(A) to Amendment No. 2 to Schedule TO filed April 28, 2022).</a>
(a)(1)(B)*	<a href="#">Amended and Restated Letter of Transmittal and Consent (including Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Form W-9) (incorporated by reference to Exhibit (a)(1)(B) to Amendment No. 2 to Schedule TO filed April 28, 2022).</a>
(a)(1)(C)*	<a href="#">Form of Notice of Guaranteed Delivery (incorporated by reference to Exhibit (a)(1)(C) to Schedule TO filed April 1, 2022).</a>
(a)(1)(D)*	<a href="#">Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated April 1, 2022 (incorporated by reference to Exhibit (a)(1)(D) to Schedule TO filed April 1, 2022).</a>
(a)(1)(E)*	<a href="#">Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated April 1, 2022 (incorporated by reference to Exhibit (a)(1)(E) to Schedule TO filed April 1, 2022).</a>
(a)(2)-(4)	Not Applicable
(a)(5)(i)*	<a href="#">Press Release, dated April 1, 2022, announcing cash tender offer for PLAYSTUDIOS, Inc. warrants (incorporated by reference to Exhibit (a)(5)(i) to Schedule TO filed April 1, 2022).</a>
(a)(5)(ii)*	<a href="#">Summary Advertisement, dated April 1, 2022, announcing cash tender offer for PLAYSTUDIOS, Inc. warrants (incorporated by reference to Exhibit (a)(5)(ii) to Schedule TO filed April 1, 2022).</a>
(a)(5)(iii)*	<a href="#">Press Release, dated April 28, 2022, announcing the extension of the expiration date of the cash tender offer for PLAYSTUDIOS, Inc. warrants (incorporated by reference to Exhibit (a)(5)(iii) to Amendment No. 2 to Schedule TO filed April 28, 2022).</a>
(a)(5)(iv)	<a href="#">Press Release, dated May 17, 2022, announcing the results of the cash tender offer for PLAYSTUDIOS, Inc. warrants.</a>
(b)	Not Applicable
(d)(1)	<a href="#">Warrant Agreement, dated October 22, 2020, between Acies Acquisition Corp. and Continental Stock Transfer &amp; Trust Company, as warrant agent (incorporated by reference to Exhibit 4.1 to Acies Acquisition Corp.'s Current Report on Form 8-K filed October 27, 2020).</a>
(d)(2)	<a href="#">Amended and Restated Registration Rights Agreement, dated as of June 21, 2021, by and among Acies Acquisition Corp., Acies Acquisition LLC, and certain stockholders of PLAYSTUDIOS, Inc. (incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K filed June 25, 2021).</a>
(g)	Not Applicable
(h)	Not Applicable
107	<a href="#">Filing Fee Table.</a>

\*Previously filed.

**Item 12(b). Exhibits.**

Filing Fee Exhibit

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

Dated: May 17, 2022

**PLAYSTUDIOS, Inc.**

By: /s/ Andrew Pascal

Name: Andrew Pascal

Title: Chief Executive Officer

## Calculation of Filing Fee Tables

SC TO-1/A  
(Form Type)

**PLAYSTUDIOS, INC.**  
(Exact name of registrant as specified in its charter)

**Table 1 – Transaction Valuation**

	<u>Transaction Valuation</u>	<u>Fee Rate</u>	<u>Amount of Filing Fee</u>
Fees to Be Paid	\$ 10,996,331.00	\$92.70 per \$1,000,000	\$ 1,019.39
Fees Previously Paid			1,019.39
<b>Total Transaction Valuation</b>			
<b>Total Fees Due for Filing</b>			<u>\$ 1,019.39</u>
<b>Total Fees Previously Paid</b>			1,019.39
<b>Total Fee Offsets</b>			—
<b>Net Fee Due</b>			<u>\$ —</u>

The transaction valuation is estimated for purposes of calculating the amount of the filing fee only. The amount is based upon the offer to purchase up to 10,996,631 warrants for a purchase price of \$1.00 per Warrant, for a transaction valuation of \$10,996,631. The fee of \$1,019.39 was paid in connection with the filing of the Schedule TO-1 by PLAYSTUDIOS, Inc. (File No. 005-91799) on April 1, 2022.



**PLAYSTUDIOS, INC. ANNOUNCES RESULTS OF THE  
OFFER TO PURCHASE AND CONSENT SOLICITATION  
RELATING TO ITS WARRANTS**

Las Vegas, Nevada – May 17, 2022 – PLAYSTUDIOS, Inc. (NASDAQ: MYPS) (“PLAYSTUDIOS” or the “Company”), the creator of the playAWARDS loyalty platform and an award-winning developer of free-to-play mobile and social games, today announced the results of its offer to purchase (the “Offer”) all of its outstanding public warrants and private placement warrants (collectively, the “Warrants”) to purchase shares of its Class A common stock, par value \$0.0001 per share, at a purchase price of \$1.00 in cash per Warrant, without interest, which expired at 12:00 midnight, Eastern Time at the end of the day on May 13, 2022.

PLAYSTUDIOS also solicited consents (the “Consent Solicitation”) to amend the Warrant Agreement, dated as of October 22, 2020, by and between PLAYSTUDIOS and Continental Stock Transfer & Trust Company, which governs all of the Warrants (the “Warrant Agreement”), to permit PLAYSTUDIOS to redeem each outstanding Warrant for \$0.90 in cash, without interest, which is 10% less than the price applicable to the Offer (such amendment, the “Warrant Amendment”). Pursuant to the terms of the Warrant Agreement, the adoption of the Warrant Amendment required the consent of holders of at least 65% of the outstanding public warrants as it relates to the public warrants and the consent of holders of at least 65% of the outstanding private placement warrants as it relates to the private placement warrants.

The Company has been advised that (i) a total of 1,792,463 public warrants were properly tendered and not properly withdrawn, which amount represents approximately 25% of the outstanding public warrants, and (ii) none of the outstanding private placement warrants were properly tendered and not properly withdrawn. Pursuant to the terms of the Offer, the Company expects to pay an aggregate of \$1,792,463 in cash in exchange for such public warrants. Such payment will be made promptly. Based on the percentage of warrants tendered, the Warrant Amendment was not approved.

The Offer was made pursuant to an Offer to Purchase and Consent Solicitation and Letter of Transmittal and Consent, and certain other materials contained in the Company’s tender offer statement on Schedule TO originally filed with the SEC on April 1, 2022, as amended from time to time (the “Offer to Purchase”), and available at [www.sec.gov](http://www.sec.gov).

PJT Partners LP acted as the Dealer Manager for the Offer. Alliance Advisors, LLC acted as the Information Agent for the Offer, and Broadridge Corporate Issuer Solutions, Inc. acted as the Depository for the Offer. All questions concerning the Offer should be directed to Alliance Advisors, LLC at (800) 429-6652 (toll-free).

This announcement is for informational purposes only and shall not constitute an offer to purchase or a solicitation of an offer to sell the Warrants. The Offer and Consent Solicitation were made only through the Schedule TO and Offer to Purchase.

#### **About PLAYSTUDIOS, Inc**

PLAYSTUDIOS, Inc. (Nasdaq: MYPS) creator of the groundbreaking playAWARDS loyalty platform is a publisher and developer of award-winning mobile games, including the iconic Tetris® mobile app, POP! Slots, myVEGAS Slots, myVEGAS Blackjack, my KONAMI Slots, myVEGAS Bingo, and MGM Slots Live. The playAWARDS loyalty platform enables players to earn real-world rewards from a global collection of iconic hospitality, entertainment, and leisure brands. playAWARDS partners include MGM Resorts International, Wolfgang Puck, Norwegian Cruise Line, Resorts World, IHG, Bowlero, Gray Line Tours, and Hippodrome Casino among others. Founded by a team of veteran gaming, hospitality, and technology entrepreneurs, PLAYSTUDIOS apps combine the best elements of popular casual games with compelling real-world benefits. To learn more about PLAYSTUDIOS, visit [www.playstudios.com](http://www.playstudios.com).

#### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the results for the Offer and Consent Solicitation. Actual results may differ materially from the results predicted, and reported results should not be considered as an indication of future performance. Forward-looking statements include all statements that are not historical facts and can be identified by terms such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “intends,” “believes,” “estimates,” “predicts,” “potential,” or “continue,” the negative of these terms and other comparable terminology that conveys uncertainty of future events or outcomes. These forward-looking statements involve known and unknown risks, uncertainties, assumptions, and other factors that may cause actual results to differ materially from statements made in this press release, including the number of warrant holders that responded and elected to participate in the Offer and Consent Solicitation; our ability to recognize the anticipated benefits of the Offer and Consent Solicitation; changes in applicable laws or regulations, including those that pertain to tender offers; and the possibility that we may be adversely affected by legal and regulatory developments and general market, political, economic and business conditions. Other potential risks and uncertainties that could cause actual results to differ from the results predicted include, among others, those risks and uncertainties included under the caption “Risk Factors” in our Annual Report on Form 10-K for the twelve months ended December 31, 2021, filed with the SEC on March 3, 2022

and in other filings we make with the SEC from time to time. All information provided in this release is based on information available to us as of the date of this press release and any forward-looking statements contained herein are based on assumptions that we believe are reasonable as of this date. Undue reliance should not be placed on the forward-looking statements in this press release, which are inherently uncertain. We undertake no duty to update this information unless required by law.

SOURCE: PLAYSTUDIOS, Inc.

**PLAYSTUDIOS CONTACTS**

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