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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>Peterson Scott Edward</u> (Last) (First) (Middle) 10150 COVINGTON CROSS DRIVE (Street) LAS VEGAS NV 89144 (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) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____ <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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							459,629	I	by Scott E Peterson Trust	
Class A Common Stock							6,076	I	By Spouse ⁽¹⁾	
Class A Common Stock	05/15/2024		M		150,000 ⁽²⁾	A	\$0	150,000	D	
Class A Common Stock	05/15/2024		M		183,334 ⁽³⁾	A	\$0	333,334	D	
Class A Common Stock	05/15/2024		J ⁽⁴⁾		27,798	D	\$0	305,536	D	
Class A Common Stock	05/15/2024		F		131,167 ⁽⁵⁾	D	\$2.38	174,369	D	
Class A Common Stock	05/15/2024		J ⁽⁶⁾		174,369	D	\$0	0	D	
Class A Common Stock	05/15/2024		J ⁽⁶⁾		174,369	A	\$0	633,998	I	by Scott E Peterson Trust
Class A Common Stock	05/15/2024		J ⁽⁴⁾		27,798	A	\$0	33,874	I	By Spouse ⁽¹⁾

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
Restricted Stock Units	\$0 ⁽⁷⁾	05/15/2024		M			183,334	(8)	(8)	Class A Common Stock	183,334	\$0	583,335	D	
Restricted Stock Units	\$0 ⁽⁷⁾	05/15/2024		M			150,000	(9)	(9)	Class A Common Stock	150,000	\$0	0	D	
Performance Stock Units	\$0 ⁽¹⁰⁾							(10)	(10)	Class A Common Stock	83,333		83,333	D	
Stock Options	\$1.01							04/01/2021	04/01/2027	Class A Common Stock	67,974		67,974	D	
Stock Options	\$1.44							01/01/2023	01/01/2029	Class A Common Stock	67,971		67,971	D	

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				
Earnout Shares	\$0							(11)	06/21/2026	Class A Common Stock	12,840		12,840	D	
Earnout Shares	\$0							(11)	06/21/2026	Class A Common Stock	50,518		50,518	I	by Scott E Peterson Trust

Explanation of Responses:

- Reflects shares owned by the reporting person's spouse. The reporting person disclaims beneficial ownership of the shares held by his spouse, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.
- Represents shares of Class A common stock, \$0.0001 par value per share ("Class A Common Stock"), issued upon settlement of fully vested Restricted Stock Units awarded to the Reporting Person on February 23, 2022.
- Represents shares of Class A Common Stock issued upon settlement of fully vested Restricted Stock Units awarded to the Reporting Person on March 11, 2024.
- Reflects the transfer of shares of Class A Common Stock to the Reporting Person's spouse.
- Represents the number of shares of Class A Common Stock that have been withheld by the Issuer to satisfy income tax withholding and remittance obligations in connection with the net settlement of Restricted Stock Units and does not represent an open market sale.
- Reflects the transfer of shares of Class A Common Stock to the Reporting Person's trust and, as a result of such transfer, a change in the form of ownership of such shares from Direct to Indirect.
- Each Restricted Stock Unit represents the contingent right to receive, upon vesting and settlement, one share of Class A Common Stock.
- On March 11, 2024, the Reporting Person was granted 766,669 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: 183,334 Restricted Stock Units vesting on May 15, 2024; 250,001 Restricted Stock Units vesting on May 15, 2025; 166,667 Restricted Stock Units vesting on May 15, 2026; and 166,667 Restricted Stock Units vesting on May 15, 2027.
- On February 23, 2022, the Reporting Person was granted 450,000 unvested Restricted Stock Units. The Restricted Stock Units vest in three equal installments, with one-third vesting on May 15, 2022, one-third vesting on May 15, 2023, and one-third vesting on May 15, 2024, subject in each case to continued employment with the Company through the applicable vesting date.
- 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.
- 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 05/17/2024

** 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.