

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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).

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) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2023</u>	
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 B Common Stock								327,469	D	
Class B Common Stock								2,913,005	I	by Pascal Family Trust
Class B Common Stock								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					
Restricted Stock Units	\$0.0	02/22/2023		A		1,125,000		(1)	(1)	Class A Common Stock	\$0	1,125,000	D	
Stock Options	\$1.01							04/17/2021	04/17/2027	Class B Common Stock ⁽²⁾		1,864,324	D	
Earnout Shares	\$0.0							(3)	06/21/2026	Class B Common Stock ⁽²⁾		416,422	I	by Pascal Family Trust
Earnout Shares	\$0.0							(3)	06/21/2026	Class B Common Stock ⁽²⁾		2,296,368	I	by DreamStreet Holdings, LLC
Earnout Shares	\$0.0							(3)	06/21/2026	Class B Common Stock ⁽²⁾		313,322	D	

Explanation of Responses:

- Represents a grant of unvested Restricted Stock Units. Each Restricted Stock Unit represents the contingent right to receive, upon vesting, one share of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), of the Issuer. The Restricted Stock Units will vest in three equal annual installments, with one-third vesting 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.
- 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. 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.
- 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, by and among Acies Acquisition Corp., Catalyst Merger Sub I, Inc., Catalyst Merger Sub II, LLC, and Old PLAYSTUDIOS, and ending no later than the five-year anniversary of the Closing (the earnout consideration will also vest based on the price targets in connection with a sale of the Issuer).

Remarks:

/s/ Joel Agena, Attorney-in-Fact 02/24/2023

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Joel Avena, Scott Peterson and Scott Shulak as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or member of the Board of Directors of PLAYSTUDIOS, Inc. (the "Company"), Forms 3, 4 and 5, inclu
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of June, 2021.

Signature: /s/ Andrew Pascal
Name: Andrew Pascal