

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

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

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

1. Name and Address of Reporting Person* <u>Raino Matthew W</u> _____ (Last) (First) (Middle) <u>C/O MADISON DEARBORN PARTNERS, LLC</u> <u>70 W. MADISON STREET, SUITE 4600</u> _____ (Street) <u>CHICAGO IL 60602</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>EVO Payments, Inc. [EVOP]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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 D Common Stock, par value \$0.0001 per share	08/15/2019		D ⁽¹⁾		2,691,966	D	(1)	3,615,532	I	See Footnotes ⁽³⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾
Class D Common Stock, par value \$0.0001 per share	08/15/2019		D ⁽¹⁾		27,741	D	(1)	37,257	I	See Footnotes ⁽⁴⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾
Class D Common Stock, par value \$0.0001 per share	08/15/2019		J ⁽²⁾		530,293	D	(2)	712,222	I	See Footnotes ⁽⁵⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾
Class D Common Stock, par value \$0.0001 per share	08/15/2019		D ⁽¹⁾		530,293	D	(1)	0	I	See Footnotes ⁽⁶⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾
Class A Common Stock, par value \$0.0001 per share								652,500	I	See Footnotes ⁽⁷⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾
Class D Common Stock, par value \$0.0001 per share								3,346,467	I	See Footnotes ⁽⁸⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾

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				
Units of EVO Investco, LLC	(9)	08/15/2019		D ⁽¹⁰⁾		2,691,966		(9)	(9)	Class A Common Stock, \$0.0001 par value	2,691,966	\$28.25	3,615,532	I	See Footnotes ⁽³⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾
Units of EVO Investco, LLC	(9)	08/15/2019		D ⁽¹⁰⁾		27,741		(9)	(9)	Class A Common Stock, \$0.0001 par value	27,741	\$28.25	37,257	I	See Footnotes ⁽⁴⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾
Units of EVO Investco, LLC	(9)	08/15/2019		J ⁽²⁾		530,293		(9)	(9)	Class A Common Stock, \$0.0001 par value	530,293	(2)	712,222	I	See Footnotes ⁽⁵⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾
Units of EVO Investco, LLC	(9)	08/15/2019		D ⁽¹¹⁾		530,293		(9)	(9)	Class A Common Stock, \$0.0001 par value	530,293	\$28.25 ⁽¹¹⁾	0	I	See Footnotes ⁽⁶⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾

**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				
Units of EVO Investco, LLC	(9)							(9)	(9)	Class D Common Stock, \$0.0001 par value	3,346,467		3,346,467	I	See Footnotes ⁽⁸⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾

Explanation of Responses:

- Reflects the cancellation for no consideration of Class D Common Stock in connection with the sale and transfer of a corresponding number of units of EVO Investco, LLC ("EVO LLC") to EVO Payments, Inc. (the "Issuer"), pursuant to an Exchange Agreement among the Issuer and certain of the reporting persons (the "Exchange Agreement").
- Reflects the pro rata distribution for no consideration of these securities by MDCP VI-C Cardservices Splitter, L.P. ("Splitter") to MDCP VI-C Cardservices Blocker Corp. ("Blocker").
- These securities are held of record by Madison Dearborn Capital Partners VI-B, L.P. ("MDCP VI-B").
- These securities are held of record by Madison Dearborn Capital Partners VI Executive-B, L.P. ("MDCP Exec VI-B").
- These securities are held of record by Splitter.
- Following the disposition of these securities to the Issuer, Blocker does not own any securities of record but is the indirect beneficial owner of the securities owned of record by Splitter as described in Footnote (12).
- These securities are held of record by Madison Dearborn Capital Partners VI-C, L.P. ("MDCP VI-C").
- These securities are held of record by MDCP Cardservices, LLC ("MDCP Cardservices").
- Units of EVO LLC are exchangeable, together with an equal number of shares of Class D common stock of the Issuer, on a one-for-one basis for shares of Class A common stock of the Issuer pursuant to the Exchange Agreement.
- Reflects the sale of units of EVO LLC to the Issuer pursuant to the Exchange Agreement and in accordance with the Registration Rights Agreement among the Issuer and the stockholders party thereto, including the reporting persons.
- Reflects the transfer of units by Blocker to the Issuer upon the Issuer's exercise of a related call option purchased from MDCP VI-C, for an aggregate price of \$28.25, representing the price per unit of the call option and the exercise price thereunder.
- MDCP VI-B may be deemed to share beneficial ownership of the securities held by MDCP Cardservices, as its controlling member. Madison Dearborn Partners VI-B, L.P. ("MDP VI-B") may be deemed to share beneficial ownership of the securities held by MDCP VI-B, MDCP Exec VI-B and Splitter, as each of their general partners. MDCP VI-C may be deemed to share beneficial ownership of the securities held by Splitter to the extent of its pecuniary interest therein by virtue of the rights granted with respect to the disposition of such securities under the Exchange Agreement and the call option issued by Blocker. Blocker may be deemed to share beneficial ownership of the securities held by Splitter to the extent of its pecuniary interest therein by virtue of the rights granted with respect to the disposition of such securities under the call option.
- (Continued from Footnote (12)) Madison Dearborn Partners VI-A&C, L.P. ("MDP VI-A&C"), as the general partner of MDCP VI-C, may be deemed the beneficial owner of the securities beneficially owned by MDCP VI-C. Madison Dearborn Partners, LLC ("MDP LLC"), as the general partner of each of MDP VI-B and MDP VI-A&C may be deemed to share beneficial ownership of the reported securities. As the sole members of the limited partner committees of MDP VI-B and MDP VI-A&C, which have the power, acting by unanimous vote, to vote or dispose of the securities beneficially owned by MDP VI-B and MDP VI-A&C, respectively, Paul J. Finnegan and Samuel M. Menco may be deemed to have shared voting and investment power over such securities.
- Mr. Matthew W. Raino is a Managing Director of MDP LLC and maybe deemed to share beneficial ownership of the reported securities. Mr. Raino disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. The record and other beneficial owners of the reported securities have separately filed Form 4's reporting these transactions.

Remarks:

/s/ Annie S. Terry as Attorney-in-Fact 08/15/2019

** 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.