

BLACKHAWK NETWORK HOLDINGS, INC
Form SC 13G
March 18, 2015

SCHEDULE 13G

CUSIP No: 09238E104

1) **NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:** Lazard Asset Management LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) (b)

3) **SEC USE ONLY**

4) **CITIZENSHIP OR PLACE OF ORGANIZATION:** Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5) **SOLE VOTING POWER:** 1,652,239

6) **SHARED VOTING POWER:** -

7) **SOLE DISPOSITIVE POWER:** 2,535,922

8) **SHARED DISPOSITIVE POWER:** -

9) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:** 2,535,922

10) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

11) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):** 19.41%

12) **TYPE OF REPORTING PERSON:** IA

Item 1(a). Name of Issuer:

Blackhawk Network Holdings Inc

Item 1(b). Address of Issuer's Principal Executive Offices:

5918 STONERIDGE MALL ROAD

Pleasanton, CA 94588

Item 2(a). Name of Person Filing:

Lazard Asset Management LLC

Item 2(b). Address of Principal Business Office or, if None, Residence:

30 Rockefeller Plaza

New York, New York 10112

Item 2(c):Citizenship:

Delaware Limited Liability Company

Item 2(d):Title of Class of Securities:

Common Stock

Item 2(e):CUSIP Number:

09238E104

Item 3:If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

o

(a) Broker or Dealer Registered Under Section 15 of the Act

◆ (e) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

Item 4: Ownership.

(a)Amount beneficially owned: 2,535,922

(b)percent of class: 19.41%

(c)Number of shares as to which such person has:

(i)Sole power to vote or to direct the vote: 1,652,239

(ii)Shared power to vote or to direct the vote: -

(iii)Sole power to dispose or to direct the disposition of: 2,535,922

(iv)Shared power to dispose or to direct the disposition of: -

Item 5:Ownership of Five Percent or Less of a Class:

Not applicable

Item 6:Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7:Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable

Item 8: Identification and Classification of Members of the Group:

Not applicable

Item 9: Notice of Dissolution of Group:

Not applicable

Item 10: Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: March 9, 2015

Mark Anderson

Chief Compliance Officer

t-family:Times New Roman" SIZE="2">Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

.. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

.. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

Item 3.03 Material Modification to Rights of Security Holders

Upon issuance of the Series J Preferred Stock (defined in Item 5.03 below) on August 13, 2013, the ability of Zions Bancorporation (the Registrant) to declare or pay dividends on, or purchase, redeem or otherwise acquire, shares of its common stock will be subject to certain restrictions in the event that the Registrant fails to pay dividends on its Series J Preferred Stock. These restrictions are set forth in the Articles of Amendment establishing the terms of the Series J Preferred Stock, a copy of which is listed as Exhibits 3.1 and 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On August 9, 2013, the Registrant filed Articles of Amendment to its Restated Articles of Incorporation with the Utah Division of Corporations and Commercial Code, setting forth the terms of its Series J Fixed/Floating Rate Non-Cumulative Perpetual Preferred Stock, liquidation preference \$1,000 per share (the Series J Preferred Stock). A copy of the Articles of Amendment relating to the Series J Preferred Stock is listed as Exhibits 3.1 and 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events

On August 8, 2013, the Registrant issued a press release announcing the pricing of its public offering of shares of the Company s Series J Preferred Stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Additional exhibits are filed herewith in connection with the offering, issuance and sale of the Depositary Shares under the Registrant s Registration Statement on Form S-3 (No. 333-173299) previously filed with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement, dated August 8, 2013, between Zions Bancorporation and Deutsche Bank Securities Inc. and Goldman, Sachs & Co., as representatives of the several underwriters.
3.1, 4.1	Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation with respect to the Series J Fixed/Floating Rate Non-Cumulative Perpetual Preferred Stock, dated August 8, 2013.

Exhibit No.	Description
4.2	Form of certificate representing the Series J Fixed/Floating Rate Non-Cumulative Perpetual Preferred Stock.
5.1	Opinion of Callister Nebeker & McCullough, a Professional Corporation.
99.1	Zions Bancorporation Press Release dated August 8, 2013.
99.2	Information relating to Item 14 of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZIONS BANCORPORATION

Date: August 13, 2013

By: /s/ Thomas E. Laursen

Name: Thomas E. Laursen

Title: Executive Vice President, General Counsel and Secretary

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