

VERIFONE SYSTEMS, INC.

Form 4

April 04, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rothman Marc E

(Last) (First) (Middle)

C/O VERIFONE SYSTEMS,
INC., 88 WEST PLUMERIA
DRIVE

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
VERIFONE SYSTEMS, INC. [PAY]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	04/01/2017		M		8,701	A \$ 0 ⁽¹⁾	155,376 D
Common Stock, par value \$0.01 per share	04/01/2017		F		4,542	D \$ 18.53	150,834 D
Common Stock, par value \$0.01	04/02/2017		M		1,503	A \$ 0 ⁽²⁾	152,337 D

per share

Common
Stock, par
value \$0.01
per share

04/02/2017

F

785

D

\$
18.53

151,552

D

Common
Stock, par
value \$0.01
per share

04/04/2017

M

1,775

A

\$ 0 ⁽³⁾

153,327

D

Common
Stock, par
value \$0.01
per share

04/04/2017

F

927

D

\$
18.19

152,400

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	04/01/2017		M		2,507		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	2,507	\$
Restricted Stock Units	<u>(1)</u>	04/01/2017		M		6,194		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	6,194	\$
Restricted Stock	<u>(2)</u>	04/02/2017		M		1,503		<u>(2)</u>	<u>(2)</u>	Common Stock, par	1,503	\$

Units

value
\$0.01 per
share

Restricted

Stock

(3)

04/04/2017

M

1,775

(3)

(3)

Units

Common
Stock, par
value 1,775
\$0.01 per
share

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Rothman Marc E
C/O VERIFONE SYSTEMS, INC.
88 WEST PLUMERIA DRIVE
SAN JOSE, CA 95134

EVP & CFO

Signatures

/s/ Marc Rothman, by Albert Liu, his
Attorney-in-Fact

04/04/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) On April 1, 2017, shares of the issuer's common stock underlying these restricted stock units became deliverable without the payment of any consideration and were delivered to the reporting person.
- (2) On April 2, 2017, shares of the issuer's common stock underlying these restricted stock units became deliverable without the payment of any consideration and were delivered to the reporting person.
- (3) On April 4, 2017, shares of the issuer's common stock underlying these restricted stock units became deliverable without the payment of any consideration and were delivered to the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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