

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers.

On October 4, 2017, Jeffrey H. Fox provided Blackhawk Network Holdings, Inc. (“Blackhawk”) with notice of his resignation from the Board of Directors (the “Board”), effective immediately, due to other commitments. His resignation is not due to any disagreement with the Board or Blackhawk.

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.

Date: October 6, 2017 **BLACKHAWK NETWORK
HOLDINGS, INC.**

By: /s/ Kirsten E. Richesson
Name: Kirsten E. Richesson
Title: General Counsel and Secretary