

VERIFONE SYSTEMS, INC.
Form 4
January 06, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O VERIFONE, INC., 2099
GATEWAY PLACE, SUITE 600

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VERIFONE SYSTEMS, INC. [PAY]

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

01/02/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	01/02/2015		M	2,506	A \$ 0 ⁽¹⁾	69,696	D
Common Stock, par value \$0.01 per share	01/02/2015		F	1,466	D \$ 37.35	68,230	D
Common Stock, par value \$0.01 per share	01/02/2015		M	6,194	A \$ 0 ⁽¹⁾	74,424	D

Common
 Stock, par
 value \$0.01 01/02/2015 F 3,250 D \$ 71,174 D
 37.35
 per share

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

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 control number. 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
				Code	V	(A)	(D)		Amount or Number of Shares	
Restricted Stock Units	\$ 0 ⁽¹⁾	01/02/2015		M			2,506	⁽¹⁾ ⁽¹⁾	Common Stock, par value \$0.01 per share	2,506
Restricted Stock Units	\$ 0 ⁽¹⁾	01/02/2015		M			6,194	⁽¹⁾ ⁽¹⁾	Common Stock, par value \$0.01 per share	6,194
Restricted Stock Units	\$ 0	01/02/2015		A			24,050	⁽²⁾ ⁽²⁾	Common Stock, par value \$0.01 per share	24,050
Restricted Stock Units	\$ 0	01/02/2015		A			24,050	⁽³⁾ ⁽³⁾	Common Stock, par value \$0.01 per share	24,050

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rothman Marc E
C/O VERIFONE, INC.
2099 GATEWAY PLACE, SUITE 600
SAN JOSE, CA 95110

EVP & CFO

Signatures

/s/ Marc E. Rothman, by Jun Zheng, his
Attorney-in-Fact

01/06/2015

__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 January 2, 2015, 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) 25% of these restricted stock units will vest on the first anniversary of the grant date. Thereafter, 6.25% of these restricted stock units will vest at the end of each subsequent three month period until these restricted stock units have fully vested.

The grant is subject to achievement of certain performance criteria prior to January 2, 2018 and will vest based on achievement of such
 - (3) criteria. The number of restricted stock units reported is the targeted amount to be achieved. Depending on the actual level of achievement, the reporting person may receive between 0% and 200% of such targeted amount.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.