

VARMA VIKRAM
Form 3
April 04, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â VARMA VIKRAM | | (Month/Day/Year) | VERIFONE SYSTEMS, INC. [PAY] | |
| (Last) | (First) | (Middle) | 04/04/2018 | |
| C/O VERIFONE SYSTEMS, INC., Â 88 W PLUMERIA DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | General Counsel and Secretary | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| SAN JOSE, Â CA Â 95134 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 44,392 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|----------------------------|------------------|-----------------|--|----------------------------|---------------|---------------------------------------|---|
| Non-Qualified Stock Option | Â <u>(1)</u> | 07/01/2018 | Common Stock, par value \$0.01 per share | 13,625 | \$ 44.1 | D | Â |
| Non-Qualified Stock Option | Â <u>(1)</u> | 10/01/2020 | Common Stock, par value \$0.01 per share | 25,000 | \$ 23 | D | Â |
| Non-Qualified Stock Option | Â <u>(2)</u> | 01/02/2025 | Common Stock, par value \$0.01 per share | 5,000 | \$ 17.68 | D | Â |
| Restricted Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock, par value \$0.01 per share | 3,600 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock, par value \$0.01 per share | 9,571 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock, par value \$0.01 per share | 6,603 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock, par value \$0.01 per share | 11,404 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock, par value \$0.01 per share | 13,044 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | Â <u>(9)</u> | Â <u>(9)</u> | Common Stock, par value | 14,122 | \$ <u>(4)</u> | D | Â |

| | | | | | | | |
|------------------------|--------|--------|-------------------------|--------|--------|---|---|
| | | | \$0.01 per share | | | | |
| | | | Common Stock, par value | 14,122 | \$ (4) | D | Â |
| Restricted Stock Units | Â (10) | Â (10) | \$0.01 per share | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VARMA VIKRAM C/O VERIFONE SYSTEMS, INC. 88 W PLUMERIA DRIVE SAN JOSE, CA 95134 | Â | Â | Â General Counsel and Secretary | Â |

Signatures

/s/Vikram
Varma

04/04/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The stock options underlying this grant are fully exercisable as they previously vested.
- (2) 25% of these stock options will vest on January 2, 2019. Thereafter, 6.25% of these stock options will vest at the end of each subsequent three month period until these stock options have fully vested.
- (3) The grant consists of 3,600 restricted stock units, of which, 93.75% have vested and converted to Common Stock, par value \$0.01 per share. The remainder of these restricted stock units will vest on July 1, 2018.
- (4) Each restricted stock unit converts, without payment, upon vesting into one share of Common Stock, par value \$0.01 per share, which will be issued to the reporting person upon vesting.
- (5) The grant consists of 9,571 restricted stock units, of which, 68.75% have vested and converted to Common Stock, par value \$0.01 per share. 6.25% of the restricted stock units underlying this grant will vest on July 1, 2018 and at the end of each subsequent three month period thereafter until these restricted stock units have fully vested.
- (6) The grant consists of 6,603 restricted stock units, of which, 43.75% have vested and converted to Common Stock, par value \$0.01 per share. 6.25% of the restricted stock units underlying this grant will vest on July 1, 2018 and at the end of each subsequent three month period thereafter until these restricted stock units have fully vested.
- (7) The grant is subject to achievement of certain performance criteria prior to January 3, 2020 and will vest based on achievement of such 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 150% of such targeted amount.
- (8) The grant consists of 13,044 restricted stock units, of which, 31.25% have vested and converted to Common Stock, par value \$0.01 per share. 6.25% of the restricted stock units underlying this grant will vest on July 3, 2018 and at the end of each subsequent three month period thereafter until these restricted stock units have fully vested.
- (9) 100% of these restricted stock units will vest on January 2, 2021.
- (10)

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25% of these restricted stock units will vest on January 2, 2019. 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.

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.