

VARMA VIKRAM
Form 4
August 22, 2018

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 *
VARMA VIKRAM

(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)
08/20/2018

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)
General Counsel and Secretary

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	08/20/2018		D		45,733	D	0

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 23	08/20/2018		D	25,000	<u>(8)</u>	10/01/2020	Common Stock, par value \$0.01 per share	25,000
Stock Option (right to buy)	\$ 17.68	08/20/2018		D	5,000	08/20/2018 ⁽²⁾⁽³⁾	01/02/2025	Common Stock, par value \$0.01 per share	5,000
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D	8,153	08/20/2018 ⁽⁵⁾	<u>(5)</u>	Common Stock, par value \$0.01 per share	8,153
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D	2,392	08/20/2018 ⁽⁵⁾	<u>(5)</u>	Common Stock, par value \$0.01 per share	2,392
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D	3,301	08/20/2018 ⁽⁵⁾	<u>(5)</u>	Common Stock, par value \$0.01 per share	3,301
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D	14,122	08/20/2018 ⁽⁵⁾	<u>(5)</u>	Common Stock, par value \$0.01 per share	14,122
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D	14,122	08/20/2018 ⁽⁵⁾	<u>(5)</u>	Common Stock, par value \$0.01 per share	14,122

Restricted Stock Units ⁽⁶⁾	\$ 0	08/20/2018	D	11,404	08/20/2018 ⁽⁷⁾	⁽⁷⁾	share Common Stock, par value \$0.01 per share
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Reporting Owners

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

Signatures

/s/ Vikram Varma
08/21/2018

^{**}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) At the effective time of the merger contemplated by the Agreement and Plan of Merger, dated as of April 9, 2018, by and among VeriFone Systems, Inc. (the "Company"), Vertex Holdco LLC, and Vertex Merger Sub LLC (the "Effective Time"), (a) each issued and outstanding share of common stock of the Company (each, a "Share") (other than 17,500 issued and outstanding Shares that were rolled over into common units of Vertex Holdco LLC ("Rollover Stock Awards")) held by Mr. Varma was converted into the right to receive \$23.04 in cash, without interest; and (b) each Rollover Stock Award was cancelled and converted into 17,500 shares of common units of Vertex Holdco LLC.

(2) At the Effective Time, (a) each outstanding vested option (or vested portion thereof) to purchase Shares (each, a "Vested Company Option") was cancelled and converted into the right to receive (without interest), no later than three business days after the Effective Time, an amount in cash equal to the product obtained by multiplying (i) the total number of Shares subject to such Vested Company Option immediately prior to the Effective Time by (ii) the excess, if any, of \$23.04 over the exercise price per Share of such Vested Company Option, less withholding taxes; and (b) each outstanding unvested option (or unvested portion thereof) to purchase Shares (each, an "Unvested Company Option") was cancelled and converted into the right to receive an amount in cash, without interest, equal to the product obtained by multiplying (i) the total number of Shares subject to such Unvested Company Option immediately prior to the Effective Time by (ii) the excess, if any,

(3) (Continued from Footnote 2) of (A) \$23.04 over (B) the exercise price per Share of such Unvested Company Option less withholding taxes, which remains subject to the same vesting schedule that applied to such Unvested Company Option immediately prior to the Effective Time.

(4) Represents restricted stock units subject only to service-based vesting conditions (a "Company RSU") under the Company's stock plans.

(5) At the Effective Time, each outstanding Company RSU under the Company's stock plans was converted into the right to receive an amount in cash (without interest) equal to the product obtained by multiplying (i) the total number of Shares subject to such Company RSU immediately prior to the Effective Time by (ii) \$23.04, less withholding taxes, and otherwise remains subject to the same vesting schedule that applied immediately prior to the Effective Time.

(6) Represents restricted stock units subject to performance-based vesting conditions (a "Company P-RSU") under the Company's stock plans.

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- At the Effective Time, each outstanding Company P-RSU was converted into the right to receive an amount in cash (without interest)
- (7) equal to the product obtained by multiplying (i) the total number of Shares subject to such Company P-RSU immediately prior to the Effective Time based on the actual performance through the Effective Time by (ii) \$23.04, less withholding taxes, and otherwise remains subject to the same vesting schedule that applied immediately prior to the Effective Time.
- (8) The Vested Company Options underlying this grant are fully exercisable as they previously vested.

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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