

VERIFONE SYSTEMS, INC.  
Form 4  
January 06, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Miles Jennifer

(Last) (First) (Middle)

C/O VERIFONE SYSTEMS, 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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
President, Verifone Americas

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, par value \$0.01 per share | 01/02/2015                           |  | M                              |   | 1,538   | A  | \$ 0 <sup>(1)</sup> 2,021                             |
| Common Stock, par value \$0.01 per share | 01/02/2015                           |  | F                              |   | 819   | D  | \$ 37.35 1,202  |
| Common Stock, par value \$0.01           | 01/05/2015                           |  | M                              |   | 715   | A  | \$ 0 <sup>(2)</sup> 1,917                             |

|  |            |                  |       |   |                 |       |   |
|--|------------|------------------|-------|---|-----------------|-------|---|
| per share                                |            |                  |       |   |                 |       |   |
| Common Stock, par value \$0.01 per share | 01/05/2015 | F                | 381   | D | \$ 36.96        | 1,536 | D |
| Common Stock, par value \$0.01 per share | 01/06/2015 | M <sup>(3)</sup> | 4,375 | A | \$ 19.99        | 5,911 | D |
| Common Stock, par value \$0.01 per share | 01/06/2015 | M <sup>(3)</sup> | 3,647 | A | \$ 14.29        | 9,558 | D |
| Common Stock, par value \$0.01 per share | 01/06/2015 | S <sup>(3)</sup> | 8,022 | D | \$ 36.72<br>(4) | 1,536 | D |
| Common Stock, par value \$0.01 per share | 01/06/2015 | M <sup>(3)</sup> | 6,250 | A | \$ 7.68         | 7,786 | D |
| Common Stock, par value \$0.01 per share | 01/06/2015 | S <sup>(3)</sup> | 6,250 | D | \$ 36.67<br>(5) | 1,536 | D |
| Common Stock, par value \$0.01 per share | 01/06/2015 | S <sup>(3)</sup> | 1,053 | D | \$ 36.86<br>(6) | 483   | D |

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.**

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(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 Security (Instr. 3 and 4) |       |                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount or Number |

|                              |                     |            |                  |        |            |            |  |  | of Sha |
|------------------------------|---------------------|------------|------------------|--------|------------|------------|--|--|--------|
| Restricted Stock Units       | \$ 0 <sup>(1)</sup> | 01/02/2015 | M                | 1,538  | <u>(1)</u> | <u>(1)</u> |  | Common Stock, par value \$0.01 per share | 1,53   |
| Restricted Stock Units       | \$ 0 <sup>(2)</sup> | 01/05/2015 | M                | 715    | <u>(2)</u> | <u>(2)</u> |  | Common Stock, par value \$0.01 per share | 715    |
| Restricted Stock Units       | \$ 0                | 01/02/2015 | A                | 13,750 | <u>(7)</u> | <u>(7)</u> |  | Common Stock, par value \$0.01 per share | 13,7   |
| Restricted Stock Units       | \$ 0                | 01/02/2015 | A                | 13,750 | <u>(8)</u> | <u>(8)</u> |  | Common Stock, par value \$0.01 per share | 13,7   |
| Stock Options (right to buy) | \$ 19.99            | 01/06/2015 | M <sup>(3)</sup> | 4,375  | <u>(9)</u> | 09/02/2015 |  | Common Stock, par value \$0.01 per share | 4,37   |
| Stock Options (right to buy) | \$ 7.68             | 01/06/2015 | M <sup>(3)</sup> | 6,250  | <u>(9)</u> | 07/01/2016 |  | Common Stock, par value \$0.01 per share | 6,25   |
| Stock Options (right to buy) | \$ 14.29            | 01/06/2015 | M <sup>(3)</sup> | 3,647  | <u>(9)</u> | 11/06/2016 |  | Common Stock, par value \$0.01 per share | 3,64   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Miles Jennifer<br>C/O VERIFONE SYSTEMS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 |               |           | President, Verifone Americas |       |

## Signatures

/s/ Jennifer Miles, by Jun Zheng, her  
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) On January 5, 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.
- (3) Transaction effected pursuant to a Rule 10b5-1 Plan.
- (4) Shares sold between \$36.57 and \$36.96 per share at a weighted average price of \$36.72. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares sold at each separate price.
- (5) Shares sold between \$36.55 and \$36.92 per share at a weighted average price of \$36.67. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares sold at each separate price.
- (6) Shares sold between \$36.62 and \$36.96 per share at a weighted average price of \$36.86. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares sold at each separate price.
- (7) 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 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.
- (9) The stock 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. 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.