

D'Agostino Vincent
Form 4
January 04, 2018

FORM 4

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

OMB APPROVAL

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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 *
D'Agostino Vincent

(Last) (First) (Middle)

C/O VERIFONE SYSTEMS, INC., 88 W. 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)

01/02/2018

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)

EVP, Chief Strategy Officer

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 | 01/02/2018 | | M | | 432 | A | \$ 0 ⁽¹⁾ |
| Common Stock, par value \$0.01 per share | 01/02/2018 | | F | | 184 | D | \$ 17.68 |

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

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (1) | 01/02/2018 | | M | 432 | (1) (1) | Common Stock, par value \$0.01 per share 432 |
| Stock Option (Right to Buy) | \$ 17.68 | 01/02/2018 | | A | 25,000 | (2) 01/02/2025 | Common Stock, par value \$0.01 per share 25,000 |
| Restricted Stock Units | \$ 0 | 01/02/2018 | | A | 22,595 | (3) (3) | Common Stock, par value \$0.01 per share 22,595 |
| Restricted Stock Units | \$ 0 | 01/02/2018 | | A | 23,585 | (4) (4) | Common Stock, par value \$0.01 per share 23,585 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| D'Agostino Vincent C/O VERIFONE SYSTEMS, INC. 88 W. PLUMERIA DRIVE SAN JOSE, CA 95134 | | | EVP, Chief Strategy Officer | |

Signatures

/s/Vincent D'Agostino, by Vik Varma, his
Attorney-in-Fact

01/04/2018

__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) On January 2, 2018, 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 stock options will vest on the first anniversary of the grant date. 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) 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, 2021 and will vest based on achievement of such
- (4) 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.

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.