

BLACKHAWK NETWORK HOLDINGS, INC

Form 4/A

March 05, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
TAUSCHER WILLIAM Y2. Issuer Name and Ticker or Trading  
Symbol  
BLACKHAWK NETWORK  
HOLDINGS, INC [HAWK]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
6220 STONERIDGE MALL ROAD  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
02/23/2015☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Executive Officer

PLEASANTON, CA 94588

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/26/20156. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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)
Class A Common Stock				(A) or (D)	1,001 <sup>(1)</sup>	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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Number of Shares
Stock Option (Right to Buy)	\$ 39.11	02/23/2015		A	165,150	(2) 02/23/2022	Class A Common Stock 165,150
Restricted Stock Unit (RSU)	(3)	02/23/2015		A	50,500	(4) (4)	Class A Common Stock 50,500
Performance Shares (PSU)	(5)	02/23/2015		A	61,338	(6) (6)	Class A Common Stock 61,338

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TAUSCHER WILLIAM Y 6220 STONERIDGE MALL ROAD PLEASANTON, CA 94588	X Chief Executive Officer

## Signatures

/s/ Suzan S. Rowland, as Attorney-in-Fact for William Y. Tauscher 03/05/2015

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) Includes 64 shares acquired under the Blackhawk Network Holdings, Inc. 2013 Employee Stock Purchase Plan ("ESPP") on October 31, 2014. The ESPP shares were acquired in transactions exempt from Section 16(b).

The shares vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on each of the (2) first, second, third, and fourth anniversary of February 23, 2015, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

(3) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

The restricted stock units vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on (4) each of the first, second, third, and fourth anniversary of February 23, 2015, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

Represents the performance shares earned under the 2014 performance share award as of February 23, 2015, at which date the (5) Compensation Committee certified the extent to which the 2014 performance criteria were met. Each earned performance share represents the contingent right to receive one share of Class A Common Stock.

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(6) Each performance share will convert into one share of Class A Common Stock upon vesting and settlement on January 3, 2017.

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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