

VERIFONE SYSTEMS, INC.

Form 4

May 05, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ozayaz Bulent

(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)

05/01/2014

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 SERMEA

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(A) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock, par value \$0.01 per share	05/01/2014		M ⁽¹⁾	2,344	A \$ 5.3 6,355	D	
Common Stock, par value \$0.01 per share	05/01/2014		M ⁽¹⁾	1,563	A \$ 7.68 7,918	D	
	05/01/2014		M ⁽¹⁾	2,772	A 10,690	D	

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Common Stock, par value \$0.01 per share						\$ 14.29		
Common Stock, par value \$0.01 per share	05/01/2014	M ⁽¹⁾	4,557	A		\$ 14.29	15,247	D
Common Stock, par value \$0.01 per share	05/01/2014	M ⁽¹⁾	4,557	A		\$ 14.29	19,804	D
Common Stock, par value \$0.01 per share	05/01/2014	S ⁽¹⁾	18,975	D		\$ 33.35 (2)	829	D

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

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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 Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 5.3	05/01/2014		M ⁽¹⁾	2,344	⁽³⁾	01/02/2016	Common Stock, par value \$0.01 per share	2,344
	\$ 7.68	05/01/2014		M ⁽¹⁾	1,563	⁽³⁾	07/01/2016		1,563

Stock Options (right to buy)								Common Stock, par value \$0.01 per share	
Stock Options (right to buy)	\$ 14.29	05/01/2014	M ⁽¹⁾	2,772	⁽³⁾	11/06/2016		Common Stock, par value \$0.01 per share	2,772
Stock Options (right to buy)	\$ 14.29	05/01/2014	M ⁽¹⁾	4,557	⁽³⁾	11/06/2016		Common Stock, par value \$0.01 per share	4,557
Stock Options (right to buy)	\$ 14.29	05/01/2014	M ⁽¹⁾	4,557	⁽³⁾	11/06/2016		Common Stock, par value \$0.01 per share	4,557

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ozayaz Bulent C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			President, VeriFone SERMEA	

Signatures

Bulent Ozayaz, by Jun Zheng, his Attorney-in-Fact 05/05/2014

__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) Transaction effected pursuant to a Rule 10b5-1 Plan.
- (2) Shares sold between \$33.20 and \$33.52 per share at a weighted average price of \$33.35. 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.
- (3) 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.