

Galant Paul
Form 4
August 22, 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 *
Galant Paul

(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)
CEO

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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	08/20/2018		D	236,267	D 0.01 0	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Stock Option (right to buy)	\$ 23	08/20/2018		D	500,000	<u>(8)</u>	09/30/2020	Common Stock, par value \$0.01 per share	500,000
Restricted Stock Units <u>(4)</u>	\$ 0	08/20/2018		D	141,219	08/20/2018 <u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.01 per share	141,219
Restricted Stock Units <u>(4)</u>	\$ 0	08/20/2018		D	90,578	08/20/2018 <u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.01 per share	90,578
Restricted Stock Units <u>(4)</u>	\$ 0	08/20/2018		D	26,625	08/20/2018 <u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.01 per share	26,625
Restricted Stock Units <u>(4)</u>	\$ 0	08/20/2018		D	7,225	08/20/2018 <u>(5)</u>	<u>(5)</u>	Common Stock, par value \$0.01 per share	7,225
Restricted Stock Units <u>(6)</u>	\$ 0	08/20/2018		D	147,406	08/20/2018 <u>(7)</u>	<u>(7)</u>	Common Stock, par value \$0.01 per share	147,406
Restricted Stock Units <u>(6)</u>	\$ 0	08/20/2018		D	126,711	08/20/2018 <u>(7)</u>	<u>(7)</u>	Common Stock, par value \$0.01 per share	126,711

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25% of these Vested Company Options vested on the first anniversary of October 1, 2014. Thereafter, 6.25% of these Vested Company Options vested at the end of each subsequent three month period until these Vested Company Options had fully vested.

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