

VARMA VIKRAM

Form 4

August 22, 2018

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 *
VARMA VIKRAM

(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
X Officer (give title _____ Other (specify
below) below)

General Counsel and Secretary

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. 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	08/20/2018		D		45,733	D	0

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

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information contained in this form are not
required to respond unless the form
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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 or Number of Shares
Stock Option (right to buy)	\$ 23	08/20/2018		D		25,000		<u>(8)</u>	10/01/2020	Common Stock, par value \$0.01 per share	25,000
Stock Option (right to buy)	\$ 17.68	08/20/2018		D		5,000		08/20/2018 ⁽²⁾⁽³⁾	01/02/2025	Common Stock, par value \$0.01 per share	5,000
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D		8,153		08/20/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share	8,153
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D		2,392		08/20/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share	2,392
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D		3,301		08/20/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share	3,301
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D		14,122		08/20/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share	14,122
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D		14,122		08/20/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share	14,122

Restricted Stock Units ⁽⁶⁾	\$ 0	08/20/2018	D	11,404	08/20/2018 ⁽⁷⁾	⁽⁷⁾	share Common Stock, par value 11 \$0.01 per share
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARMA VIKRAM C/O VERIFONE SYSTEMS, INC. 88 WEST PLUMERIA DRIVE SAN JOSE, CA 95134			General Counsel and Secretary	

Signatures

/s/ Vikram
Varma

08/21/2018

__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) At the effective time of the merger contemplated by the Agreement and Plan of Merger, dated as of April 9, 2018, by and among VeriFone Systems, Inc. (the "Company"), Vertex Holdco LLC, and Vertex Merger Sub LLC (the "Effective Time"), (a) each issued and outstanding share of common stock of the Company (each, a "Share") (other than 17,500 issued and outstanding Shares that were rolled over into common units of Vertex Holdco LLC ("Rollover Stock Awards")) held by Mr. Varma was converted into the right to receive \$23.04 in cash, without interest; and (b) each Rollover Stock Award was cancelled and converted into 17,500 shares of common units of Vertex Holdco LLC.

(2) At the Effective Time, (a) each outstanding vested option (or vested portion thereof) to purchase Shares (each, a "Vested Company Option") was cancelled and converted into the right to receive (without interest), no later than three business days after the Effective Time, an amount in cash equal to the product obtained by multiplying (i) the total number of Shares subject to such Vested Company Option immediately prior to the Effective Time by (ii) the excess, if any, of \$23.04 over the exercise price per Share of such Vested Company Option, less withholding taxes; and (b) each outstanding unvested option (or unvested portion thereof) to purchase Shares (each, an "Unvested Company Option") was cancelled and converted into the right to receive an amount in cash, without interest, equal to the product obtained by multiplying (i) the total number of Shares subject to such Unvested Company Option immediately prior to the Effective Time by (ii) the excess, if any,

(3) (Continued from Footnote 2) of (A) \$23.04 over (B) the exercise price per Share of such Unvested Company Option less withholding taxes, which remains subject to the same vesting schedule that applied to such Unvested Company Option immediately prior to the Effective Time.

(4) Represents restricted stock units subject only to service-based vesting conditions (a "Company RSU") under the Company's stock plans.

(5) At the Effective Time, each outstanding Company RSU under the Company's stock plans was converted into the right to receive an amount in cash (without interest) equal to the product obtained by multiplying (i) the total number of Shares subject to such Company RSU immediately prior to the Effective Time by (ii) \$23.04, less withholding taxes, and otherwise remains subject to the same vesting schedule that applied immediately prior to the Effective Time.

(6) Represents restricted stock units subject to performance-based vesting conditions (a "Company P-RSU") under the Company's stock plans.

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- At the Effective Time, each outstanding Company P-RSU was converted into the right to receive an amount in cash (without interest)
- (7) equal to the product obtained by multiplying (i) the total number of Shares subject to such Company P-RSU immediately prior to the Effective Time based on the actual performance through the Effective Time by (ii) \$23.04, less withholding taxes, and otherwise remains subject to the same vesting schedule that applied immediately prior to the Effective Time.
- (8) The Vested Company 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.

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