VERIFONE SYSTEMS, INC.

Form 4

August 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Rothman Marc E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

VERIFONE SYSTEMS, INC. [PAY]

(Middle)

(Check all applicable)

below)

C/O VERIFONE, INC., 2099

(Street)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

08/01/2013

Director X_ Officer (give title

10% Owner Other (specify

GATEWAY PLACE, SUITE 600

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

EVP & CFO

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SAN JOSE, CA 95110

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Ir
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	08/01/2013		A	,	70,500		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	70,500	
Restricted Stock Unit	\$ 0	08/01/2013		A	,	70,500		(2)	(2)	Common Stock, par value \$0.01 per share	70,500	

Reporting Owners

Reporting Owner Name / Address				
• 0	Director	10% Owner	Officer	Other
Rothman Marc E				
C/O VERIFONE, INC.			EVP & CFO	

SAN JOSE, CA 95110

Signatures

/s/ Marc E. Rothman by Jun Zheng, his Attorney-in-Fact

2099 GATEWAY PLACE, SUITE 600

08/05/2013 Date

**Signature of Reporting Person

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) The grant is subject to achievement of certain performance criteria prior to April 30, 2014 and will vest on the first anniversary of the date of grant based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.
- (2) 100% of these restricted stock units will vest on the second anniversary of the date of grant.

Remarks:

Ex. 24.1 Power of Attorney

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.

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