

VERIFONE SYSTEMS, INC.  
Form 4  
February 17, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LIU ALBERT**

(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)  
**02/13/2015**

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)  
**EVP, Corp Dev & Gen Counsel**

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 Indirect Beneficial Ownership (Instr. 4) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|  |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock, par value \$0.01 per share | 02/13/2015                           |  | M <sup>(1)</sup>               | 14,063  | A   | \$ 7.68  | 60,092  | D |
| Common Stock, par value \$0.01 per share | 02/13/2015                           |  | S <sup>(1)</sup>               | 14,063  | D   | \$ 35  | 46,029  | D |
|  | 02/13/2015                           |  | M <sup>(1)</sup>               | 65,625  | A   |  | 111,654   | D |

|  |            |                  |        |   |  |                           |             |
|--|------------|------------------|--------|---|--|---------------------------|-------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |                  |        |   |  | \$<br>11.41               |             |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 02/13/2015 | S <sup>(1)</sup> | 65,625 | D |  | \$<br>35.04<br><u>(2)</u> | 46,029<br>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)

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy)               | \$ 7.68  | 02/13/2015                           |  | M <sup>(1)</sup>               | 14,063  | <sup>(3)</sup> 07/01/2016                                | Common Stock, par value \$0.01 per share                      | 14,063                        |
| Stock Options (right to buy)               | \$ 11.41   | 02/13/2015                           |  | M <sup>(1)</sup>               | 65,625  | <sup>(3)</sup> 11/03/2015                                | Common Stock, par value \$0.01 per share                      | 65,625                        |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                             |       |
|--------------------------------|---------------|-----------|-----------------------------|-------|
|                                | Director      | 10% Owner | Officer                     | Other |
|                                |               |           | EVP, Corp Dev & Gen Counsel |       |

LIU ALBERT  
C/O VERIFONE SYSTEMS, INC.  
2099 GATEWAY PLACE, SUITE 600  
SAN JOSE, CA 95110

## Signatures

/s/ Albert Liu, by Jun Zheng, his  
Attorney-in-Fact

02/17/2015

\_\_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) Transaction effected pursuant to a Rule 10b5-1 Plan.
  - (2) Shares sold between \$35.00 and \$35.21 per share at a weighted average price of \$35.04. 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.