

AUSTIN KAREN A
 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 *
 AUSTIN KAREN A

(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)

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 | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$0.01 per share | 08/20/2018 | | D | 14,394 | D | 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 08/20/2018 | | D | 9,650 | 08/20/2018 ⁽³⁾ | ⁽³⁾ | Common Stock, par value \$0.01 per share | 9,650 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/20/2018 | | D | 885 | 02/15/2018 | ⁽⁵⁾ | Common Stock, par value \$0.01 per share | 885 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/20/2018 | | D | 1,301 | 11/15/2017 | ⁽⁵⁾ | Common Stock, par value \$0.01 per share | 1,301 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/20/2018 | | D | 1,235 | 08/15/2017 | ⁽⁵⁾ | Common Stock, par value \$0.01 per share | 1,235 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/20/2018 | | D | 1,277 | 05/15/2017 | ⁽⁵⁾ | Common Stock, par value \$0.01 per share | 1,277 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 08/20/2018 | | D | 8,484 | 04/03/2018 | ⁽⁵⁾ | Common Stock, par value \$0.01 per share | 8,484 |
| Restricted Stock | \$ 0 | 08/20/2018 | | D | 1,190 | 02/15/2017 | ⁽⁵⁾ | Common Stock, par | 1,190 |

Units ⁽⁴⁾

value
\$0.01 per
share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AUSTIN KAREN A C/O VERIFONE SYSTEMS, INC. 88 WEST PLUMERIA DRIVE SAN JOSE, CA 95134 | X | | | |

Signatures

/s/ Karen Austin, by Vik Varma, her
Attorney-in-Fact

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"), each issued and outstanding share of common stock of the Company (each, a "Share") held by Ms. Austin was converted into the right to receive \$23.04 in cash, without interest.
- (2) Represents restricted stock units subject only to service-based vesting conditions (a "Company RSU") under the Company's stock plans. 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, and otherwise remains subject to the same vesting schedule that applied immediately prior to the Effective Time.
- (3) Represents deferred stock units of the Company (a "Company DSU") under the Company's Director Deferred Compensation Plan. At the Effective Time, each outstanding Company DSU was 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 Company DSU immediately prior to the Effective Time by (ii) \$23.04.

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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