

VERIFONE SYSTEMS, INC.

Form 4

October 27, 2014

FORM 4

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

OMB APPROVAL

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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 *
Miles Jennifer

(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)

10/23/2014

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)
President, VeriFone Americas

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	10/23/2014		S ⁽¹⁾		1,499	D	\$ 34.17 <u>(2)</u>
Common Stock, par value \$0.01 per share	10/27/2014		M ⁽¹⁾		1,713	A	\$ 14.29
	10/27/2014		S ⁽¹⁾		1,713	D	56,803

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Common Stock, par value \$0.01 per share						\$ 36.15 (3)		
Common Stock, par value \$0.01 per share	10/27/2014		M ⁽¹⁾	14,063	A	\$ 19.28	70,866	D
Common Stock, par value \$0.01 per share	10/27/2014		S ⁽¹⁾	14,063	D	\$ 35.42 (4)	56,803	D
Common Stock, par value \$0.01 per share	10/27/2014		S ⁽¹⁾	46,371	D	\$ 35.6 (5)	10,432	D

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

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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (right to buy)	\$ 14.29	10/27/2014		M ⁽¹⁾	1,713	(6)	11/06/2016	Common Stock, par value \$0.01 per share	1,713
Stock Options	\$ 19.28	10/27/2014		M ⁽¹⁾	14,063	(6)	07/01/2017	Common Stock, par	14,063

(right to
buy)

value
\$0.01 per
share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miles Jennifer C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			President, VeriFone Americas	

Signatures

/s/ Jennifer Miles, by Jun Zheng, her
Attorney-in-Fact

10/27/2014

__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 \$33.82 and \$34.34 per share at a weighted average price of \$34.17. 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) Shares sold between \$35.81 and \$36.35 per share at a weighted average price of \$36.15. 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.
- (4) Shares sold between \$35.11 and \$36.35 per share at a weighted average price of \$35.42. 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.
- (5) Shares sold between \$35.30 and \$36.35 per share at a weighted average price of \$35.60. 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.
- (6) 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.

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