BLACKHAWK NETWORK HOLDINGS, INC

Form 4/A March 24, 2015

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

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 *

Ulrich Jerry N

(Last)

(City)

Security

(Instr. 3)

1(b).

2. Issuer Name and Ticker or Trading

Symbol

BLACKHAWK NETWORK HOLDINGS, INC [HAWK]

6220 STONERIDGE MALL ROAD

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 02/23/2015

(Street)

Filed(Month/Day/Year) 02/25/2015

4. If Amendment, Date Original

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title below)

below)

CFO & Chief Admin Officer

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

PLEASANTON, CA 94588

1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(State)

(Zip)

Execution Date, if

3. (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Reported (A) 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.

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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

Conversion or Exercise

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

any

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

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares (PSU)	<u>(2)</u>	02/23/2015		A		18,810		(3)	(3)	Class A Common Stock	18,810

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 5	Director	10% Owner	Officer	Other				
Ulrich Jerry N 6220 STONERIDGE MALL ROAD PLEASANTON, CA 94588			CFO & Chief Admin Officer					

Signatures

/s/ Suzan S. Rowland, as Attorney-in-Fact for Jerry Ulrich

**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).
 - This Form 4/A is being filed to correct the number of shares earned by the Reporting Person under the 2014 performance share award reported on the Form 4/A filed on March 5, 2015. On March 20, 2015, the Compensation Committee certified a higher percentage

03/24/2015

- attainment of 2014 performance criteria. This Form 4/A reports the adjusted aggregate number of shares earned by the Reporting Person under the 2014 performance share award.
 - Represents the performance shares earned under the 2014 performance share award as of February 23, 2015, at which date the
- (2) Compensation Committee originally certified the extent to which the 2014 performance criteria were met. Each earned performance share represents the contingent right to receive one share of Class A Common Stock.
- (3) Each performance share will convert into one share of Class A Common Stock upon vesting and settlement on January 3, 2017.

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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