

VERIFONE SYSTEMS, INC.

Form 3

December 28, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

D'Agostino Vincent

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/16/2015

3. Issuer Name **and** Ticker or Trading Symbol
VERIFONE SYSTEMS, INC. [PAY]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

88 W. PLUMERIA DRIVE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
EVP, Verifone Services6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

SAN JOSE, CA 95134

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share

3,728

D

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option	Â (1)	02/03/2021	Common Stock, par value \$0.01 per share	34,800	\$ 27.77	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock, par value \$0.01 per share	14,100	\$ 0 (3)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock, par value \$0.01 per share	6,900	\$ 0 (3)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock, par value \$0.01 per share	6,900	\$ 0 (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Agostino Vincent 88 W. PLUMERIA DRIVE SAN JOSE, CA 95134	Â	Â	Â EVP, Verifone Services	Â

Signatures

/s/ Vincent D'Agostino, by Vik Varma, his attorney-in-fact

12/28/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) 43.75% of the stock options underlying this grant have vested. 6.25% of the stock options underlying this grant will vest on 02/03/2016 and at the end of each subsequent three month period thereafter until these stock options have fully vested.

- (2) The grant consists of 14,100 restricted stock units, of which 43.75% have vested and converted to Common Stock, par value \$0.01 per share. 6.25% of the restricted stock units underlying this grant will vest on 02/03/2016 and at the end of each subsequent three month period thereafter until these restricted stock units have fully vested.

- (3) Each restricted stock unit converts, without payment, upon vesting into one share of Common Stock, par value \$0.01 per share, which will be issued to the reporting person upon vesting.

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- (4) 25% of these restricted stock units will vest on January 2, 2016. Thereafter, 6.25% of these restricted stock units will vest at the end of each subsequent three month period until these restricted stock units have fully vested.

- The grant is subject to achievement of certain performance criteria prior to January 2, 2018 and will vest based on achievement of such
- (5) criteria. The number of restricted stock units reported is the targeted amount to be achieved. Depending on the actual level of achievement, the reporting person may receive between 0% and 200% of such targeted amount.

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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