

AUSTIN KAREN A  
 Form 4  
 June 04, 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)  
 06/01/2018

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 | 06/01/2018                           |  | M                              | 6,556   | A   | 10,556   | D                                 |
| Common Stock, par value \$0.01 per share | 06/01/2018                           |  | M                              | 1,232   | A   | 11,788   | D                                 |
| Common Stock, par value \$0.01           | 06/01/2018                           |  | M                              | 1,358   | A   | 13,146   | D                                 |

per share

Common Stock, par value \$0.01 per share  
 06/01/2018 M 363 A (1) 13,509 D

Common Stock, par value \$0.01 per share  
 06/01/2018 M 885 A (1) 14,394 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.**

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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. Pr Deriv Secur (Instr.                |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                    | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0 <u>(1)</u>  | 06/01/2018                           |  | M                              | 6,556   | <u>(1)</u>   | <u>(1)</u>  | Common Stock, par value \$0.01 per share | 6,556                      |
| Restricted Stock Units                     | \$ 0 <u>(1)</u>  | 06/01/2018                           |  | M                              | 1,232   | <u>(1)</u>   | <u>(1)</u>  | Common Stock, par value \$0.01 per share | 1,232                      |
| Restricted Stock Units                     | \$ 0 <u>(1)</u>  | 06/01/2018                           |  | M                              | 1,358   | <u>(1)</u>   | <u>(1)</u>  | Common Stock, per value \$0.01 per share | 1,358                      |
|  | \$ 0 <u>(1)</u>  | 06/01/2018                           |  | M                              | 363   | <u>(1)</u>   | <u>(1)</u>  |  | 363                        |

|                              |                     |            |  |   |     |            |            |  |     |
|------------------------------|---------------------|------------|--|---|-----|------------|------------|--|-----|
| Restricted<br>Stock<br>Units |                     |            |  |   |     |            |            | Common<br>Stock, par<br>value<br>\$0.01 per<br>share |     |
| Restricted<br>Stock<br>Units | \$ 0 <sup>(1)</sup> | 06/01/2018 |  | M | 885 | <u>(1)</u> | <u>(1)</u> | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 885 |

## Reporting Owners

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

## Signatures

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

06/04/2018

          \*\*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) On June 1, 2018, shares of the issuer's common stock underlying these restricted stock units became deliverable without the payment of any consideration and were delivered to the reporting person.

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.