

Rothman Marc E
Form 4
August 22, 2018

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rothman Marc E

(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
X Officer (give title _____ Other (specify
below) below)

EVP & CFO

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	08/20/2018		D		170,352	D	0

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

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information contained in this form are not
required to respond unless the form
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.68	08/20/2018		D		50,000		08/20/2018 ⁽²⁾⁽³⁾	01/02/2025	Common Stock, par value \$0.01 per share	50,000
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D		39,542		08/20/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share	39,542
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D		25,363		08/20/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share	25,363
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D		10,650		08/20/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share	10,650
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D		3,006		08/20/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock, par value \$0.01 per share	3,006
Restricted Stock Units ⁽⁶⁾	\$ 0	08/20/2018		D		41,274		08/20/2018 ⁽⁷⁾	⁽⁷⁾	Common Stock, par value \$0.01 per share	41,274
Restricted Stock Units ⁽⁶⁾	\$ 0	08/20/2018		D		35,479		08/20/2018 ⁽⁷⁾	⁽⁷⁾	Common Stock, par value \$0.01 per	35,479

Restricted								share
Stock	\$ 0	08/20/2018	D	28,850	08/20/2018 ⁽⁷⁾	⁽⁷⁾	Common	
Units ⁽⁶⁾							Stock, par	28
							value	
							\$0.01 per	
							share	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rothman Marc E C/O VERIFONE SYSTEMS, INC. 88 WEST PLUMERIA DRIVE SAN JOSE, CA 95134			EVP & CFO	

Signatures

/s/ Marc Rothman, by Vik Varma, his
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"), (a) each issued and outstanding share of common stock of the Company (each, a "Share") (other than 108,507 issued and outstanding Shares that were rolled over into common units of Vertex Holdco LLC ("Rollover Stock Awards")) held by Mr. Rothman was converted into the right to receive \$23.04 in cash, without interest; and (b) each Rollover Stock Award was cancelled and converted into 108,507 shares of common units of Vertex Holdco LLC.

(2) At the Effective Time, (a) each outstanding vested option (or vested portion thereof) to purchase Shares (each, a "Vested Company Option") was cancelled and 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 Vested Company Option immediately prior to the Effective Time by (ii) the excess, if any, of \$23.04 over the exercise price per Share of such Vested Company Option, less withholding taxes;

(3) (Continued from Footnote 2) and (b) each outstanding unvested option (or unvested portion thereof) to purchase Shares (each, an "Unvested Company Option") was cancelled and 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 Unvested Company Option immediately prior to the Effective Time by (ii) the excess, if any, of (A) \$23.04 over (B) the exercise price per Share of such Unvested Company Option less withholding taxes, which remains subject to the same vesting schedule that applied to such Unvested Company Option immediately prior to the Effective Time.

(4) Represents restricted stock units subject only to service-based vesting conditions (a "Company RSU") under the Company's stock plans.

(5) 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, less withholding taxes, and otherwise remains subject to the same vesting schedule that applied immediately prior to the Effective Time.

(6) Represents restricted stock units subject to performance-based vesting conditions (a "Company P-RSU") under the Company's stock plans.

(7)

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At the Effective Time, each outstanding Company P-RSU 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 P-RSU immediately prior to the Effective Time based on the actual performance through the Effective Time by (ii) \$23.04, less withholding taxes, and otherwise remains subject to the same vesting schedule that applied immediately prior to the Effective Time.

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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