

Rothman Marc E
Form 4
August 22, 2018

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 *
Rothman Marc E

2. Issuer Name and Ticker or Trading Symbol

VERIFONE SYSTEMS, INC. [PAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VERIFONE SYSTEMS,
INC., 88 WEST PLUMERIA
DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

(Street)
SAN JOSE, CA 95134

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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		
Common Stock, par value \$0.01 per share	08/20/2018		D	170,352	D 0.01	0	D

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

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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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
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
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D	39,542	08/20/2018 ⁽⁵⁾ ⁽⁵⁾	Common Stock, par value \$0.01 per share
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D	25,363	08/20/2018 ⁽⁵⁾ ⁽⁵⁾	Common Stock, par value \$0.01 per share
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D	10,650	08/20/2018 ⁽⁵⁾ ⁽⁵⁾	Common Stock, par value \$0.01 per share
Restricted Stock Units ⁽⁴⁾	\$ 0	08/20/2018		D	3,006	08/20/2018 ⁽⁵⁾ ⁽⁵⁾	Common Stock, par value \$0.01 per share
Restricted Stock Units ⁽⁶⁾	\$ 0	08/20/2018		D	41,274	08/20/2018 ⁽⁷⁾ ⁽⁷⁾	Common Stock, par value \$0.01 per share
Restricted Stock Units ⁽⁶⁾	\$ 0	08/20/2018		D	35,479	08/20/2018 ⁽⁷⁾ ⁽⁷⁾	Common Stock, par value \$0.01 per

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