

VARMA VIKRAM  
Form 3  
April 04, 2018

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â VARMA VIKRAM		(Month/Day/Year)	VERIFONE SYSTEMS, INC. [PAY]	
(Last)	(First)	(Middle)	04/04/2018	
C/O VERIFONE SYSTEMS, INC., Â 88 W PLUMERIA DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				(Check all applicable)
SAN JOSE, Â CA Â 95134			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			General Counsel and Secretary	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. 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	44,392	D	Â

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	Â <u>(1)</u>	07/01/2018	Common Stock, par value \$0.01 per share	13,625	\$ 44.1	D	Â
Non-Qualified Stock Option	Â <u>(1)</u>	10/01/2020	Common Stock, par value \$0.01 per share	25,000	\$ 23	D	Â
Non-Qualified Stock Option	Â <u>(2)</u>	01/02/2025	Common Stock, par value \$0.01 per share	5,000	\$ 17.68	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock, par value \$0.01 per share	3,600	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock, par value \$0.01 per share	9,571	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock, par value \$0.01 per share	6,603	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock, par value \$0.01 per share	11,404	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock, par value \$0.01 per share	13,044	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock, par value	14,122	\$ <u>(4)</u>	D	Â

			\$0.01 per share				
			Common Stock, par value	14,122	\$ (4)	D	Â
Restricted Stock Units	Â (10)	Â (10)	\$0.01 per share				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARMA VIKRAM C/O VERIFONE SYSTEMS, INC. 88 W PLUMERIA DRIVE SAN JOSE, CA 95134	Â	Â	Â General Counsel and Secretary	Â

## Signatures

/s/Vikram  
Varma

04/04/2018

\*\*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) The stock options underlying this grant are fully exercisable as they previously vested.
- (2) 25% of these stock options will vest on January 2, 2019. Thereafter, 6.25% of these stock options will vest at the end of each subsequent three month period until these stock options have fully vested.
- (3) The grant consists of 3,600 restricted stock units, of which, 93.75% have vested and converted to Common Stock, par value \$0.01 per share. The remainder of these restricted stock units will vest on July 1, 2018.
- (4) 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.
- (5) The grant consists of 9,571 restricted stock units, of which, 68.75% 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 July 1, 2018 and at the end of each subsequent three month period thereafter until these restricted stock units have fully vested.
- (6) The grant consists of 6,603 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 July 1, 2018 and at the end of each subsequent three month period thereafter until these restricted stock units have fully vested.
- (7) The grant is subject to achievement of certain performance criteria prior to January 3, 2020 and will vest based on achievement of such 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 150% of such targeted amount.
- (8) The grant consists of 13,044 restricted stock units, of which, 31.25% 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 July 3, 2018 and at the end of each subsequent three month period thereafter until these restricted stock units have fully vested.
- (9) 100% of these restricted stock units will vest on January 2, 2021.
- (10)

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25% of these restricted stock units will vest on January 2, 2019. 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.

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.