

Bergeron Douglas  
Form 4  
January 04, 2013

**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 \*  
Bergeron Douglas

(Last) (First) (Middle)

C/O VERIFONE SYSTEMS,  
INC., 2099 GATEWAY PLACE,  
SUITE 600

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VERIFONE SYSTEMS, INC. [PAY]

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

01/02/2013

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)  
CEO

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)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

## Edgar Filing: Bergeron Douglas - Form 4

| Security (Instr. 3)    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                      |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------|
|                        |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount Number Shares |
| Stock Options          | \$ 29.75                                 | 01/02/2013           | A               |   | 259,500          |                  | <u>(1)</u>       | 01/02/2020      | Common Stock | 259,500              |
| Restricted Stock Units | \$ 0                                     | 01/02/2013           | A               | V   | 98,200           |                  | <u>(2)</u>       | 01/02/2020      | Common Stock | 98,200               |
| Restricted Stock Units | \$ 0                                     | 01/02/2013           | A               |   | 167,200          |                  | <u>(3)</u>       | 01/02/2020      | Common Stock | 167,200              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Bergeron Douglas<br>C/O VERIFONE SYSTEMS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 | X             |           | CEO     |       |

## Signatures

/s/ Doug Bergeron, by Carolyn Belamide, his Attorney in Fact 01/04/2013

\*\*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) 33.3% of these stock options will become exercisable on 1/2/2014 and thereafter 33.3% of these stock options will become exercisable at the end of each subsequent one year period until these stock options are fully vested.
- The grant is subject to achievement of certain performance criteria prior to October 31, 2013 and will vest based on achievement of such criteria. The number of derivative securities 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. The performance criteria are not tied to the market price of the Issuer's securities.
- (2) The grant is subject to achievement of certain performance criteria prior to January 2, 2016 and will vest based on achievement of such criteria. The number of derivative securities 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.
- (3) The grant is subject to achievement of certain performance criteria prior to January 2, 2016 and will vest based on achievement of such criteria. The number of derivative securities 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. 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.