

VERIFONE SYSTEMS, INC.

Form 4

August 05, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

C/O VERIFONE, 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)

08/01/2013

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 below) ____ Other (specify 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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.**

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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. I

Edgar Filing: VERIFONE SYSTEMS, INC. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 6)	(Instr. 7)	(Instr. 9)	(Instr. 10)	(Instr. 11)	(Instr. 12)	(Instr. 13)	(Instr. 14)	(Instr. 15)	(Instr. 16)	(Instr. 17)	(Instr. 18)	(Instr. 19)	(Instr. 20)	(Instr. 21)	(Instr. 22)	(Instr. 23)	(Instr. 24)	(Instr. 25)	(Instr. 26)	(Instr. 27)	(Instr. 28)	(Instr. 29)	(Instr. 30)	(Instr. 31)	(Instr. 32)	(Instr. 33)	(Instr. 34)	(Instr. 35)	(Instr. 36)	(Instr. 37)	(Instr. 38)	(Instr. 39)	(Instr. 40)	(Instr. 41)	(Instr. 42)	(Instr. 43)	(Instr. 44)	(Instr. 45)	(Instr. 46)	(Instr. 47)	(Instr. 48)	(Instr. 49)	(Instr. 50)	(Instr. 51)	(Instr. 52)	(Instr. 53)	(Instr. 54)	(Instr. 55)	(Instr. 56)	(Instr. 57)	(Instr. 58)	(Instr. 59)	(Instr. 60)	(Instr. 61)	(Instr. 62)	(Instr. 63)	(Instr. 64)	(Instr. 65)	(Instr. 66)	(Instr. 67)	(Instr. 68)	(Instr. 69)	(Instr. 70)	(Instr. 71)	(Instr. 72)	(Instr. 73)	(Instr. 74)	(Instr. 75)	(Instr. 76)	(Instr. 77)	(Instr. 78)	(Instr. 79)	(Instr. 80)	(Instr. 81)	(Instr. 82)	(Instr. 83)	(Instr. 84)	(Instr. 85)	(Instr. 86)	(Instr. 87)	(Instr. 88)	(Instr. 89)	(Instr. 90)	(Instr. 91)	(Instr. 92)	(Instr. 93)	(Instr. 94)	(Instr. 95)	(Instr. 96)	(Instr. 97)	(Instr. 98)	(Instr. 99)	(Instr. 100)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares																																																																																									
Restricted Stock Unit	\$ 0	08/01/2013	A		70,500		(1)	(1)	Common Stock, par value \$0.01 per share	70,500																																																																																									
Restricted Stock Unit	\$ 0	08/01/2013	A		70,500		(2)	(2)	Common Stock, par value \$0.01 per share	70,500																																																																																									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rothman Marc E C/O VERIFONE, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110			EVP & CFO	

Signatures

/s/ Marc E. Rothman by Jun Zheng, his
Attorney-in-Fact 08/05/2013

__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) The grant is subject to achievement of certain performance criteria prior to April 30, 2014 and will vest on the first anniversary of the date of grant based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.
- (2) 100% of these restricted stock units will vest on the second anniversary of the date of grant.

Remarks:

Ex. 24.1 Power of Attorney

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.