

FIRST DATA CORP
Form 4
October 22, 2015

FORM 4

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

OMB APPROVAL

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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 *
Marino Anthony S

(Last) (First) (Middle)

C/O 225 LIBERTY STREET, 29TH FLOOR

(Street)

NEW YORK, NY 10281

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRST DATA CORP [FDC]

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2015

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)

See Remarks

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		
Class A Common Stock	10/14/2015		A ⁽¹⁾		79,091	A	\$ 0 79,091	D	
Class A Common Stock	10/20/2015		P ⁽²⁾		100	A	\$ 16 79,191	D	
Class A Common Stock	10/20/2015		P ⁽²⁾		100	A	\$ 16 100	I	See footnote ⁽³⁾

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

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(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 (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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(4)	05/12/2015		A	41,127 (5)	(4)(6)	(4)	Class A Common Stock	41,127 (5)
Stock Options (right to buy)	\$ 16	10/14/2015		A(7)	79,091	(7)	10/14/2025	Class A Common Stock	79,091

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marino Anthony S C/O 225 LIBERTY STREET 29TH FLOOR NEW YORK, NY 10281			See Remarks	

Signatures

/s/ Gretchen A. Herron, by power of attorney

10/22/2015

**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).

Represents a grant of restricted Class A common stock ("Class A Common Stock") under the First Data Corporation 2015 Omnibus Incentive Plan (the "2015 Plan") of First Data Corporation (the "Issuer"), effective on the date of effectiveness of the Issuer's Form S-8 Registration Statement related to the 2015 Plan.

(2)

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Reflects shares of Class A Common Stock of the Issuer purchased under the Issuer's Directed Share Program in connection with the Issuer's initial public offering.

- (3) Held by the reporting person's children.

Shares of Class B common stock of the Issuer (the "Class B Common Stock") are convertible into shares of Class A Common Stock on a one-for-one basis at any time at the option of the holder with the prior written consent of the Issuer, automatically upon transfer, and upon certain other events.

- (5) Reported on a post-split basis following the merger of First Data Holdings Inc. with and into the Issuer and the Issuer's reverse stock split of 3.16091-for-1 in connection with the Issuer's initial public offering.

- (6) Includes 70,091 shares of restricted Class B Common Stock, of which (i) 20% will vest upon the expiration of the 180-day lock-up period in connection with the Issuer's initial public offering, (ii) 40% will vest on February 24, 2017 and (iii) the remaining 40% will vest on February 24, 2018, subject to continued employment through the applicable vesting date.

- (7) Represents a grant of stock options which, subject to the reporting person's continued service through each applicable vesting date, will vest two thirds over time, with one fourth of such amount vesting on each of December 31, 2017, 2018, 2019 and 2020, and one third upon the Issuer's achievement of a closing trading price of its Class A Common Stock equal to or greater than \$32.00 per share over any ten consecutive trading-day period following the Issuer's initial public offering.

Remarks:

Title - Executive Vice President, Head of Human Resources

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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