VERIFONE SYSTEMS, INC.

Form 4 May 05, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer which the statement of CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

SECURITIES

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ozayaz Bulent			2. Issuer Name and Ticker or Trading Symbol VERIFONE SYSTEMS, INC. [PAY]				5	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O VERIFONE SYSTEMS, INC., 2099 GATEWAY PLACE, SUITE 600			3. Date of Earliest Transaction (Month/Day/Year) 05/01/2014				(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) President, VeriFone SERMEA				
(Street) SAN JOSE, CA 95110			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securit	ties Acqu	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Execution	med on Date, if Day/Year)	3. Transact Code (Instr. 8)		isposed 4 and 5 (A) or	of (D)	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)	
Common Stock, par value \$0.01 per share	05/01/2014			M(1)	2,344		\$ 5.3	6,355	D		
Common Stock, par value \$0.01 per share	05/01/2014			M <u>(1)</u>	1,563	A	\$ 7.68	7,918	D		
	05/01/2014			M(1)	2,772	A		10,690	D		

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Common Stock, par value \$0.01 per share					\$ 14.29		
Common Stock, par value \$0.01 per share	05/01/2014	M <u>(1)</u>	4,557	A	\$ 14.29	15,247	D
Common Stock, par value \$0.01 per share	05/01/2014	M <u>(1)</u>	4,557	A	\$ 14.29	19,804	D
Common Stock, par value \$0.01 per share	05/01/2014	S(1)	18,975	D	\$ 33.35 (2)	829	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)

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. 5. Nu Transactiom De Code Secur (Instr. 8) Acqu (A) o Dispo (D) (Instr. and 5		rivative ities ired rosed of . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 5.3	05/01/2014		M(1)		2,344	(3)	01/02/2016	Common Stock, par value \$0.01 per share	2,344
	\$ 7.68	05/01/2014		M(1)		1,563	(3)	07/01/2016		1,563

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Stock Options (right to buy)							Common Stock, par value \$0.01 per share	
Stock Options (right to buy)	\$ 14.29	05/01/2014	M <u>(1)</u>	2,772	(3)	11/06/2016	Common Stock, par value \$0.01 per share	2,772
Stock Options (right to buy)	\$ 14.29	05/01/2014	M <u>(1)</u>	4,557	(3)	11/06/2016	Common Stock, par value \$0.01 per share	4,557
Stock Options (right to buy)	\$ 14.29	05/01/2014	M <u>(1)</u>	4,557	(3)	11/06/2016	Common Stock, par value \$0.01 per share	4,557

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			

Ozayaz Bulent C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110

President, VeriFone SERMEA

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Signatures

Bulent Ozayaz, by Jun Zheng, his Attorney-in-Fact 05/05/2014

**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) Transaction effected pursuant to a Rule 10b5-1 Plan.
- (2) Shares sold between \$33.20 and \$33.52 per share at a weighted average price of \$33.35. The reporting person will provide to the Commission, the issuer and any stockholder, upon request, full information regarding the number of shares sold at each separate price.
- (3) The stock options underlying this grant are fully exercisable as they previously 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.

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