VERIFONE SYSTEMS, INC.

Form 4 June 19, 2014

1(b).

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DENEND LESLIE G Issuer Symbol VERIFONE SYSTEMS, INC. [PAY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title C/O VERIFONE SYSTEMS. 06/17/2014 below) INC., 2099 GATEWAY PLACE, SUITE 600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95110

(City)	(City) (State) (Zip) 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	06/17/2014		M		3,500	A	\$ 0 (1)	3,500 (3)	D	
Common Stock, par value \$0.01 per share	06/17/2014		G	V	3,500 (2)	D	\$ 0	0	D	
Common Stock, par value \$0.01	06/17/2014		G	V	3,500 (2)	A	\$ 0	10,500 (3)	I	By Trust

OMB APPROVAL

2005

0.5

per share

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. Transactic Code (Instr. 8)	5. Number proof 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)		8. Pr Deri Secu (Inst	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Units	(1)	06/17/2014		M	3,500	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	3,500	3	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DENEND LESLIE G C/O VERIFONE SYSTEMS, INC. 2099 GATEWAY PLACE, SUITE 600 SAN JOSE, CA 95110	X					

Signatures

Dr. Leslie G. Denend, by Jun Zheng, his Attorney-in-Fact

06/19/2014

**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)

Reporting Owners 2

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On June 17, 2014, following the issuer's annual meeting of stockholders, the board of directors of the issuer approved the acceleration of vesting of these restricted stock units from July 1, 2014 to June 17, 2014 in connection with the reporting person's completion of the one year term of service as a director through the annual meeting. Accordingly, these restricted stock units vested on June 17, 2014.

- (2) This transaction involved a gift of securities by the reporting person to a trust for the benefit of the reporting person and a certain member of the reporting person's family. The reporting person and such family member are the trustees of such trust.
- 7,000 shares of the issuer's common stock that are held by the trust referred to in Footnote 2 were previously reported as directly owned by the reporting person in prior filings. Please also see Footnote 4.
- These securities are held in the trust referred to in Footnote 2. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

Remarks:

Note: The reporting person ceased to be a member of the board of directors of the issuer following the issuer's annual meeting 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.