

VERIFONE SYSTEMS, INC.  
Form 3  
January 10, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                   |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Ozayaz Bulent   |         | (Month/Day/Year)                     | VERIFONE SYSTEMS, INC. [PAY]                       |  |
| (Last)  | (First) | (Middle)                             | 01/01/2014   |  |
| C/O VERIFONE SYSTEMS, INC., Â 2099 GATEWAY PLACE, SUITE 600 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)  |         |                                      | (Check all applicable)                             |  |
| SAN JOSE, Â CA Â 95110                                      |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)  | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | President, VeriFone SERMEA                         | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 2,434  | D   | Â  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                             | Date Exercisable          | Expiration Date | Title                                    | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|---------------------------|-----------------|--|----------------------------|----------|---------------------------------------|---|
| Stock Option (right to buy) | Â <u>(1)</u>              | 01/02/2016      | Common Stock, par value \$0.01 per share | 2,344                      | \$ 5.3   | D                                     | Â |
| Stock Option (right to buy) | Â <u>(1)</u>              | 07/01/2016      | Common Stock, par value \$0.01 per share | 1,563                      | \$ 7.68  | D                                     | Â |
| Stock Option (right to buy) | Â <u>(1)</u>              | 11/06/2016      | Common Stock, par value \$0.01 per share | 4,557                      | \$ 14.29 | D                                     | Â |
| Stock Option (right to buy) | Â <u>(1)</u>              | 11/06/2016      | Common Stock, par value \$0.01 per share | 4,557                      | \$ 14.29 | D                                     | Â |
| Stock Option (right to buy) | Â <u>(1)</u>              | 11/06/2016      | Common Stock, par value \$0.01 per share | 2,772                      | \$ 14.29 | D                                     | Â |
| Stock Option (right to buy) | Â <u>(1)</u>              | 01/04/2017      | Common Stock, par value \$0.01 per share | 6,875                      | \$ 17.19 | D                                     | Â |
| Stock Option (right to buy) | 04/01/2014 <sup>(2)</sup> | 07/01/2017      | Common Stock, par value \$0.01 per share | 5,000                      | \$ 19.28 | D                                     | Â |
| Stock Option (right to buy) | 04/01/2014 <sup>(3)</sup> | 07/01/2018      | Common Stock, par value \$0.01 per share | 17,000                     | \$ 44.1  | D                                     | Â |
| Stock Option (right to buy) | 03/01/2014 <sup>(4)</sup> | 03/01/2019      | Common Stock, par value                  | 25,000                     | \$ 47.9  | D                                     | Â |

|                        |       |       |  |        |          |   |   |
|------------------------|-------|-------|--|--------|----------|---|---|
|                        |       |       | \$0.01 per share                         |        |          |   |   |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock, par value \$0.01 per share | 21,000 | \$ 0 (8) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock, par value \$0.01 per share | 70,500 | \$ 0 (8) | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock, par value \$0.01 per share | 70,500 | \$ 0 (8) | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Ozayaz Bulent<br>C/O VERIFONE SYSTEMS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 | Â             | Â         | Â President, VeriFone SERMEA | Â     |

## Signatures

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

01/10/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 stock options underlying this grant are fully exercisable as they previously vested.
- (2) 87.5% of the stock options underlying this grant have vested. 6.25% of the stock options underlying this grant will vest on such date and at the end of each subsequent three month period thereafter until these stock options have fully vested.
- (3) 62.5% of the stock options underlying this grant have vested. 6.25% of the stock options underlying this grant will vest on such date and at the end of each subsequent three month period thereafter until these stock options have fully vested.
- (4) 43.75% of the stock options underlying this grant have vested. 6.25% of the stock options underlying this grant will vest on such date and at the end of each subsequent three month period thereafter until these stock options have fully vested.
- (5) The grant consists of 24,000 restricted stock units, of which 12.5% have vested and converted to Common Stock, par value \$0.01 per share. 37.5% of the restricted stock units underlying this grant will vest in three equal annual installments commencing on March 1, 2014 and the remaining 50% will vest on March 1, 2015.
- (6) 100% of these restricted stock units will vest on August 1, 2015.

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- The grant is subject to achievement of certain performance criteria prior to April 30, 2014 and will vest based on achievement of such criteria. The performance criteria are not tied to the market price of the issuer's securities. 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 100% of such targeted amount.
- (7)
- (8) Each restricted stock unit converts, without payment, upon vesting into one share of Common Stock, par value \$0.01 per share, which will be issued to the reporting person upon vesting.

Â

### Remarks:

ExhibitÂ 24.1Â PowerÂ ofÂ Attorney

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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