

VERIFONE SYSTEMS, INC.  
Form 3  
December 28, 2015

**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 D'Agostino Vincent		(Month/Day/Year)	VERIFONE SYSTEMS, INC. [PAY]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
88 W. PLUMERIA DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
SAN JOSE,Â CAÂ 95134			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			EVP, Verifone Services	
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 (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	3,728	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

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

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option	Â (1)	02/03/2021	Common Stock, par value \$0.01 per share	34,800	\$ 27.77	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock, par value \$0.01 per share	14,100	\$ 0 (3)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock, par value \$0.01 per share	6,900	\$ 0 (3)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock, par value \$0.01 per share	6,900	\$ 0 (3)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Agostino Vincent 88 W. PLUMERIA DRIVE SAN JOSE, CA 95134	Â	Â	Â EVP, Verifone Services	Â

## Signatures

/s/ Vincent D'Agostino, by Vik Varma, his attorney-in-fact

12/28/2015

\*\*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) 43.75% of the stock options underlying this grant have vested. 6.25% of the stock options underlying this grant will vest on 02/03/2016 and at the end of each subsequent three month period thereafter until these stock options have fully vested.

(2) The grant consists of 14,100 restricted stock units, of which 43.75% have vested and converted to Common Stock, par value \$0.01 per share. 6.25% of the restricted stock units underlying this grant will vest on 02/03/2016 and at the end of each subsequent three month period thereafter until these restricted stock units have fully vested.

(3) 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.

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- (4) 25% of these restricted stock units will vest on January 2, 2016. Thereafter, 6.25% of these restricted stock units will vest at the end of each subsequent three month period until these restricted stock units have fully vested.

- The grant is subject to achievement of certain performance criteria prior to January 2, 2018 and will vest based on achievement of such
- (5) criteria. The number of restricted stock units reported is the targeted amount to be achieved. Depending on the actual level of achievement, the reporting person may receive between 0% and 200% of such targeted amount.

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.