

VERIFONE SYSTEMS, INC.  
Form 4  
January 21, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Bergeron Douglas

(Last) (First) (Middle)

C/O VERIFONE SYSTEMS, INC., 2099 GATEWAY PLACE, SUITE 600

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VERIFONE SYSTEMS, INC. [PAY]

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

01/06/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Former CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 01/06/2014                           |  | S                              | 100,000   | D   | \$ 25.3909 (1)   | 971,834 I By Family Trust (2)                         |
| Common Stock                    | 01/06/2014                           |  | S                              | 100,000   | D   | \$ 25.3895 (3)   | 627,000 I By Children Trust (4)                       |
| Common Stock                    | 01/07/2014                           |  | S                              | 46,606  | D   | \$ 25.6012 (5)   | 925,228 I By Family Trust (2)                         |
| Common Stock                    | 01/07/2014                           |  | S                              | 46,145  | D   | \$   | 580,855 I By Children                                 |

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|              |            |   |         |   |                              |         |   |                              |
|--------------|------------|---|---------|---|------------------------------|---------|---|------------------------------|
| Stock        |            |   |         |   | 25.6048<br><u>(6)</u>        |         |   | Trust <u>(4)</u>             |
| Common Stock | 01/08/2014 | S | 50,000  | D | \$<br>26.0443<br><u>(7)</u>  | 875,228 | I | By Family Trust <u>(2)</u>   |
| Common Stock | 01/08/2014 | S | 50,000  | D | \$<br>26.0474<br><u>(8)</u>  | 530,855 | I | By Children Trust <u>(4)</u> |
| Common Stock | 01/09/2014 | S | 50,000  | D | \$<br>26.0002<br><u>(9)</u>  | 825,228 | I | By Family Trust <u>(2)</u>   |
| Common Stock | 01/09/2014 | S | 50,000  | D | \$<br>26.0002<br><u>(10)</u> | 480,855 | I | By Children Trust <u>(4)</u> |
| Common Stock | 01/09/2014 | S | 50,000  | D | \$<br>26.0278<br><u>(11)</u> | 775,228 | I | By Family Trust <u>(2)</u>   |
| Common Stock | 01/09/2014 | S | 50,000  | D | \$<br>26.0116<br><u>(12)</u> | 430,855 | I | By Children Trust <u>(4)</u> |
| Common Stock | 01/10/2014 | S | 100,000 | D | \$<br>26.8518<br><u>(13)</u> | 675,228 | I | By Family Trust <u>(2)</u>   |
| Common Stock | 01/10/2014 | S | 100,000 | D | \$<br>26.8513<br><u>(14)</u> | 330,855 | I | By Children Trust <u>(4)</u> |
| Common Stock | 01/13/2014 | S | 99,266  | D | \$<br>27.6587<br><u>(15)</u> | 575,962 | I | By Family Trust <u>(2)</u>   |
| Common Stock | 01/13/2014 | S | 98,776  | D | \$<br>27.6594<br><u>(16)</u> | 232,079 | I | By Children Trust <u>(4)</u> |
| Common Stock | 01/14/2014 | S | 150,000 | D | \$ 28.882<br><u>(17)</u>     | 425,962 | I | By Family Trust <u>(2)</u>   |
| Common Stock | 01/14/2014 | S | 150,000 | D | \$<br>28.8774<br><u>(18)</u> | 82,079  | I | By Children Trust <u>(4)</u> |
| Common Stock | 01/15/2014 | S | 15,160  | D | \$<br>29.0941<br><u>(19)</u> | 410,802 | I | By Family Trust <u>(2)</u>   |
| Common Stock | 01/15/2014 | S | 82,079  | D | \$<br>29.0251<br><u>(20)</u> | 0       | I | By Children Trust <u>(4)</u> |

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|              |            |     |         |   |                 |         |   |                         |
|--------------|------------|-----|---------|---|-----------------|---------|---|-------------------------|
| Common Stock | 01/15/2014 | S   | 100,000 | D | \$ 29           | 28,000  | I | By DGB Investments (21) |
| Common Stock | 01/16/2014 | G V | 100,000 | D | \$ 29.085       | 310,802 | I | By Family Trust (2)     |
| Common Stock | 01/16/2014 | S   | 20,177  | D | \$ 29.007 (22)  | 290,625 | I | By Family Trust (2)     |
| Common Stock | 01/16/2014 | S   | 28,000  | D | \$ 29.0242 (23) | 0       | I | By DGB Investments (22) |
| Common Stock | 01/17/2014 | S   | 290,625 | D | \$ 29.0818 (24) | 0       | I | By Family Trust (2)     |

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |            |       |
|---|---------------|-----------|------------|-------|
|   | Director      | 10% Owner | Officer    | Other |
| Bergeron Douglas<br>C/O VERIFONE SYSTEMS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 | X             |           | Former CEO |       |

## Signatures

/s/ Douglas  
Bergeron

01/21/2014

\*\*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) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$25.24 to \$25.64 per share. Full information on the numbers of shares sold at each sale price is available upon request.  
  
The securities are held in trusts for the benefit of members the reporting person's family. 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 an admission that the reporting person is the beneficial ownership of these securities for the purposes of Section 16 or any other purpose.
  - (2) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$25.26 to \$25.64 per share. Full information on the numbers of shares sold at each sale price is available upon request.  
  
The securities are held in an irrevocable trust managed by a third party trustee for the benefit of the reporting person's children, and over which neither the reporting person nor any of his family members has beneficial ownership. Although such shares were previously included in prior Form 4 filings, pursuant to the terms of the trust, the reporting person does not have beneficial ownership over the shares held by the trust.
  - (3) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$25.42 to \$25.86 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (4) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$25.43 to \$25.86 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (5) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$25.42 to \$25.63 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (6) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$25.63 to \$26.42 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (7) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$26 to \$26.09 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (8) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$26 to \$26.06 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (9) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$26 to \$26.09 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (10) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$26 to \$26.055 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (11) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$26.25 to \$27.59 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (12) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$26.25 to \$27.59 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (13) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$27.5 to \$27.89 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (14) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$27.5 to \$27.88 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (15) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$28.53 to \$29.37 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (16) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$28.53 to \$29.36 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (17) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$28.53 to \$29.36 per share. Full information on the numbers of shares sold at each sale price is available upon request.
  - (18) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$28.53 to \$29.36 per share. Full information on the numbers of shares sold at each sale price is available upon request.

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- (19) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$29 to \$29.36 per share. Full information on the numbers of shares sold at each sale price is available upon request.
- (20) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$29 to \$29.36 per share. Full information on the numbers of shares sold at each sale price is available upon request.
- (21) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 for any other purpose.
- (22) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$29 to \$29.07 per share. Full information on the numbers of shares sold at each sale price is available upon request.
- (23) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$29 to \$29.14 per share. Full information on the numbers of shares sold at each sale price is available upon request.
- (24) Represents the weighted average sale price for the entire number of shares sold. The sale prices range from \$29 to \$29.21 per share. Full information on the numbers of shares sold at each sale price is available upon request.

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.