

FIRST DATA CORP
Form 4
October 22, 2015

FORM 4

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

OMB APPROVAL

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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 *
Neborak Michael K

(Last) (First) (Middle)

C/O FIRST DATA CORPORATION, 225 LIBERTY STREET, 29TH FLOOR

(Street)

NEW YORK, NY 10281

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRST DATA CORP [FDC]

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 10/14/2015 | | A ⁽¹⁾ | | 79,091 | A | \$ 0 79,091 | D |
| Class A Common Stock | 10/20/2015 | | P ⁽²⁾ | | 30,000 | A | \$ 16 109,091 | D |
| Class A Common Stock | 10/20/2015 | | P ⁽²⁾ | | 5,000 | A | \$ 16 5,000 | I |
| | | | | | | | | See footnote ⁽³⁾ |
| Class A Common Stock | 10/20/2015 | | P ⁽²⁾ | | 3,000 | A | \$ 16 3,000 | I |
| | | | | | | | | See |

Common
Stock

footnote ⁽⁴⁾

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) | \$ 16 | 10/14/2015 | | A ⁽⁵⁾ | 79,091 | ⁽⁵⁾ 10/14/2025 | Class A Common Stock | 79,091 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Neborak Michael K
C/O FIRST DATA CORPORATION
225 LIBERTY STREET, 29TH FLOOR
NEW YORK, NY 10281

See Remarks

Signatures

/s/ Gretchen A. Herron, by power of attorney

10/22/2015

__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).

Represents a grant of restricted Class A common stock ("Class A Common Stock") under the First Data Corporation 2015 Omnibus Incentive Plan (the "2015 Plan") of First Data Corporation (the "Issuer"), effective on the date of effectiveness of the Issuer's Form S-8 Registration Statement related to the 2015 Plan.

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- (2) Reflects shares of Class A Common Stock of the Issuer purchased under the Issuer's Directed Share Program in connection with the Issuer's initial public offering.
- (3) Held by the reporting person's spouse.
- (4) Held by the reporting person's children.

- Represents a grant of stock options which, subject to the reporting person's continued service through each applicable vesting date, will vest two thirds over time, with one fourth of such amount vesting on each of December 31, 2017, 2018, 2019 and 2020, and one third upon the Issuer's achievement of a closing trading price of its Class A Common Stock equal to or greater than \$32.00 per share over any ten consecutive trading-day period following the Issuer's initial public offering.
- (5)

Remarks:

Title - Executive Vice President, Director of Finance

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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