#### BLACKHAWK NETWORK HOLDINGS, INC

Form 4/A March 24, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* TATE DAVID C

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

BLACKHAWK NETWORK HOLDINGS, INC [HAWK]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director X\_ Officer (give title

10% Owner Other (specify

6220 STONERIDGE MALL RD

(Street)

02/23/2015

(Month/Day/Year)

below) SVP, Products and Marketing

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 02/25/2015

(Instr. 8)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PLEASANTON, CA 94588

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (T) (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: BLACKHAWK NETWORK HOLDINGS, INC - Form 4/A

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares Performance Class A Shares (PSU) <u>(2)</u> 02/23/2015 Α 14,310 (3) Common 14,310 (1) Stock

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TATE DAVID C 6220 STONERIDGE MALL RD PLEASANTON, CA 94588

SVP, Products and Marketing

# **Signatures**

/s/ Suzan S. Rowland, as Attorney-in-Fact for David Tate

03/24/2015

\*\*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).
- This Form 4/A is being filed to correct the number of shares earned by the Reporting Person under the 2014 performance share award reported on the Form 4/A filed on March 5, 2015. On March 20, 2015, the Compensation Committee certified a higher percentage attainment of 2014 performance criteria. This Form 4/A reports the adjusted aggregate number of shares earned by the Reporting Person under the 2014 performance share award.
  - Represents the performance shares earned under the 2014 performance share award as of February 23, 2015, at which date the
- (2) Compensation Committee originally certified the extent to which the 2014 performance criteria were met. Each earned performance share represents the contingent right to receive one share of Class A Common Stock.
- (3) Each performance share will convert into one share of Class A Common Stock upon vesting and settlement on January 3, 2017.

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.

Reporting Owners 2