SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
TATE DAVID C (Last) (First) (Middle) 6220 STONERIDGE MALL RD (Street) PLEASANTON CA 94588 (City) (State) (Zip)	BLACKHAWK NETWORK HOLDINGS, INC [HAWK] 3. Date of Earliest Transaction (Month/Day/Year) 01/04/2018 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director — 10% Owner X Officer (give title below) — Other (specify below) SVP, U.S. Retail 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/04/2018		M		4,537	A	$0.00(1)	40,968	D	
Common Stock	01/04/2018		F(2)		1,885(2)	D	$36(3)	39,083	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Units (PSU)	(4)	01/04/2018		M			4,537(5)	01/04/2018	01/04/2018	Common Stock	4,537(5)	$0.00	0	D	

Explanation of Responses:

1. The Reporting Person acquired the shares upon settlement of the Performance Share Units certified on February 22, 2016.
2. Shares tendered in payment of the tax withholding obligation.
3. Represents the closing price of the common stock on the date of forfeiture.
4. Represents the performance shares earned under the 2015 performance share award as of February 22, 2016, at which date the Compensation Committee certified the extent to which the 2015 performance criteria were met. Each earned performance share represents the contingent right to receive one share of the Issuer's common stock.
5. Reflects a correction (due to rounding) in the number of performance share units earned upon satisfaction of the applicable performance criteria as certified by the Compensation Committee of the Issuer.

Remarks:

/s/ SHELDON QUAN, Attorney-in-Fact — 01/08/2018

** Signature of Reporting Person — Date

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

* 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).

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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