

BLACKHAWK NETWORK HOLDINGS, INC

Form 3

May 05, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Richesson Kirsten E

(Last)

(First)

(Middle)

6220 STONERIDGE MALL
ROAD

(Street)

PLEASANTON,Â CAÂ 94588

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/27/2015

3. Issuer Name **and** Ticker or Trading SymbolBLACKHAWK NETWORK HOLDINGS, INC
[HAWK]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

General Counsel and Secretary

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 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)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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(I)
(Instr. 5)

Stock Option (Right to Buy)	Â (1)	10/18/2018	Class B Common Stock	1,500	\$ 21.03	D	Â
Stock Option (Right to Buy)	Â (2)	03/26/2020	Class B Common Stock	13,125	\$ 20	D	Â
Stock Option (Right to Buy)	Â (3)	03/12/2021	Class A Common Stock	7,837	\$ 26.73	D	Â
Stock Option (Right to Buy)	Â (4)	02/23/2022	Class A Common Stock	7,450	\$ 39.11	D	Â
Stock Appreciation Rights	Â (5)	05/14/2019	Class B Common Stock	6,000	\$ 18.49	D	Â
Restricted Stock Unit (RSU)	Â (6)	Â (6)	Class A Common Stock	7,125	\$ 0	D	Â
Restricted Stock Unit (RSU)	Â (7)	Â (7)	Class A Common Stock	6,850	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richesson Kirsten E 6220 STONERIDGE MALL ROAD PLEASANTON, CA 94588	Â	Â	Â General Counsel and Secretary	Â

Signatures

/s/ Suzan S. Rowland, as Attorney-in-Fact for Kirsten E.
Richesson

05/05/2015

__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).

The shares vest pursuant to the following schedule: Twenty Percent (20%) of the shares subject to the option vest on each of the first, second, third, fourth and fifth anniversary of March 14, 2011, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

The shares vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on each of the first, second, third, and fourth anniversary of March 26, 2013, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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- (3) The shares vest pursuant to the following schedule: Twenty Percent (20%) of the shares subject to the option vest on each of the first, second, third, fourth and fifth anniversary of March 14, 2012, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

- (4) The shares vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on each of the first, second, third, and fourth anniversary of February 23, 2015, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

- (5) The stock appreciation rights (SAR) vest pursuant to the following schedule: Twenty Percent (20%) of the shares subject to the SAR vest on each of the first, second, third, fourth and fifth anniversary of March 14, 2012, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

- (6) The restricted stock units vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on each of the first, second, third, and fourth anniversary of March 12, 2014, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

- (7) The restricted stock units vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on each of the first, second, third, and fourth anniversary of February 23, 2015, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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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