



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.

On June 20, 2016, Lawrence F. Probst III resigned from the Board of Directors of Blackhawk Network Holdings, Inc. His resignation is not due to any disagreement with the Board or Blackhawk.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 20, 2016      BLACKHAWK NETWORK  
   HOLDINGS, INC.

By:     /s/ Kirsten E. Richesson  
Name: Kirsten E. Richesson  
Title:  General Counsel and Secretary