

FIRST DATA CORP
Form 4
February 26, 2016

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 *
Marin Gustavo

(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 | 02/24/2016 | | A ⁽²⁾ | 98,082 | A | \$ 0 | 177,173 | D |

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

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number.

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 ⁽³⁾ | 79,091 | <u>(3)</u> 10/14/2025 | Class A Common Stock | 79,091 |
| Stock Options (right to buy) | \$ 12.52 | 02/24/2016 | | A ⁽⁴⁾ | 61,919 | <u>(4)</u> 02/24/2026 | Class A Common Stock | 61,919 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Marin Gustavo 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
02/26/2016

__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 previous grant of restricted Class A common stock ("Class A Common Stock") of First Data Corporation (the "Issuer"), of which, subject to the reporting person's continued employment through each applicable vesting date, two thirds will vest over time, with
- (1) one fourth of such amount vesting on each of December 31, 2017, 2018, 2019 and 2020, and one third will vest upon the Issuer's achievement of a closing trading price of the 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.
 - (2) Represents a grant of restricted shares of Class A Common Stock which, subject to the reporting person's continued employment through each applicable vesting date, will vest 20% on February 24, 2017, 40% on February 24, 2018 and 40% on February 24, 2019.

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- Represents a previous 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.
- (3)
- (4) Represents a grant of stock options which, subject to the reporting person's continued employment through each applicable vesting date, will vest in equal annual installments on each of the first three anniversaries of February 24, 2016.

Remarks:

Title - Executive Vice President, Head of Latin America Region

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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