

TATE DAVID C
Form 4
February 26, 2018

FORM 4

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

OMB APPROVAL

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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 *
TATE DAVID C

2. Issuer Name and Ticker or Trading Symbol
BLACKHAWK NETWORK HOLDINGS, INC [HAWK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6220 STONERIDGE MALL RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, U.S. Retail

PLEASANTON, CA 94588

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock	02/22/2018		M		2,113 (1) A \$ 0 (1)	D	
Common Stock	02/22/2018		F		730 (2) D \$ 44.65 (3)	D	
Common Stock	02/23/2018		M		1,512 (1) A \$ 0 (1)	D	
Common Stock	02/23/2018		F		522 (2) D \$ 44.7 (3)	D	

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

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- (3) Represents the closing price of the common stock on the date of forfeiture.

Twenty-Five Percent (25%) of the RSUs vest on each of first, second, third and fourth anniversaries of February 22, 2016, subject to the

- (4) Reporting Person's continued employment or service relationship with the Issuer on each such vesting date, of which an aggregate of 4,226 RSUs have vested and settled in shares of common stock as of the date of this Report.

- (5) The RSUs terminate upon earlier of (i) the vesting thereof and settlement in shares of common stock, or (ii) the termination of the employment or service relationship of the Reporting Person with the Issuer.

- (6) Each RSU represents a contingent right to receive one share of the Issuer's common stock.

Twenty-Five Percent (25%) of the RSUs vest on each of first, second, third and fourth anniversaries of February 23, 2015, subject to the

- (7) Reporting Person's continued employment or service relationship with the Issuer on each such vesting date, of which an aggregate of 4,538 RSUs have vested and settled in shares of common stock as of the date of this Report.

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.