

VERIFONE SYSTEMS, INC.  
Form 8-K  
March 24, 2016

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

FORM 8 K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 24, 2016

VERIFONE SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

Commission File Number: 001-32465

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

04-3692546  
(IRS Employer Identification No.)

88 West Plumeria Drive  
San Jose, CA 95134  
(Address of principal executive offices, including zip code)

408-232-7800  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting on March 24, 2016. The matters submitted to a vote of stockholders at the Annual Meeting and the final results for each matter submitted are as follows:

1. The Company's stockholders elected each of the following nine director nominees to serve a one-year term on the Company's Board of Directors. The vote results were as follows:

| Director             | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------------|-------------|------------------|
| Robert W. Alspaugh   | 86,837,742 | 981,215       | 40,381      | 12,490,313       |
| Karen Austin         | 87,367,857 | 449,313       | 42,168      | 12,490,313       |
| Paul Galant          | 87,368,499 | 447,989       | 42,850      | 12,490,313       |
| Alex W. (Pete) Hart  | 87,191,315 | 625,536       | 42,487      | 12,490,313       |
| Robert B. Henske     | 83,653,295 | 4,163,074     | 42,969      | 12,490,313       |
| Wenda Harris Millard | 83,738,128 | 4,073,772     | 47,438      | 12,490,313       |
| Eitan Raff           | 87,357,250 | 457,510       | 44,578      | 12,490,313       |
| Jonathan I. Schwartz | 83,740,514 | 4,076,970     | 41,854      | 12,490,313       |
| Jane J. Thompson     | 76,011,127 | 11,805,280    | 42,931      | 12,490,313       |

2. The Company's stockholders re-approved the Amended and Restated Verifone Bonus Plan. The vote results were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 85,190,524 | 2,590,872     | 77,942      | 12,490,313       |

3. The Company's stockholders did not approve, on an advisory basis, the compensation of the Company's named executive officers as set forth in its Proxy Statement. The vote results were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 39,403,237 | 48,385,416    | 70,685      | 12,490,313       |

4. The Company's stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2016. The vote results were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 99,457,031 | 819,211       | 73,409      | --               |

SIGNATURES

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

VERIFONE SYSTEMS, INC.

Date: March 24, 2016

By: /s/ Albert Liu

Name: Albert Liu

Title: Executive Vice President, Corporate Development and General Counsel