

BLACKHAWK NETWORK HOLDINGS, INC  
 Form 3  
 May 05, 2015

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

OMB APPROVAL

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**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)

|   |   |   |  |
|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Richesson Kirsten E</p> <p>(Last) (First) (Middle)</p> <p>6220 STONERIDGE MALL ROAD</p> <p>(Street)</p> <p>PLEASANTON,Â CAÂ 94588</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/27/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BLACKHAWK NETWORK HOLDINGS, INC [HAWK]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 General Counsel and Secretary</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |   |  |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |  |   |   |   |  |
|---|--|---|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D) or Indirect</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|---|---|---|--|

(I)  
(Instr. 5)

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Richesson Kirsten E<br>6220 STONERIDGE MALL ROAD<br>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, (1) 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 (2) 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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