

Pein Alasdair Jonathan Kemsley  
 Form 4  
 May 19, 2009

**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 \*  
 Pein Alasdair Jonathan Kemsley

2. Issuer Name and Ticker or Trading Symbol  
 NET 1 UEPS TECHNOLOGIES INC [UEPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/18/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

PRESIDENT PLACE, 4TH FLOOR,  
 CNR, JAN SMUTS AVENUE AND  
 BOLTON ROAD

(Street)

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

ROSEBANK,  
 JOHANNESBURG, T3

(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) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |                  |
|                                 |                                      |  |                                | Code  | V   | Amount   | (D)                               | Price            |
| Common Stock                    | 05/18/2009                           |  | M                              | 16,888  | A   | \$ 3   | 25,001                            | D <sup>(1)</sup> |

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

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SEC 1474  
 (9-02)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 3   | 05/18/2009                           |  | M                              | 16,888  | <sup>(2)</sup> 06/07/2014                                | Common Stock 16,888   |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Pein Alasdair Jonathan Kemsley  
PRESIDENT PLACE, 4TH FLOOR, CNR  
JAN SMUTS AVENUE AND BOLTON ROAD  
ROSEBANK, JOHANNESBURG, T3

X

## Signatures

/s/ Herman Kotze, Attorney-in-Fact for  
Alasdair Pein

05/19/2009

\_\_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).

(1) The reporting person is a limited partner of Brenthurst Private Equity II Limited ("Brenthurst"). Under Brenthurst's partnership agreement, the reporting person was deemed to hold the reported option for the benefit of Brenthurst, and was required to exercise the options solely upon the direction of Brenthurst, which was entitled to the shares issued upon exercise. Brenthurst may be deemed the indirect beneficial owner of the options, and the reporting person may be deemed the indirect beneficial owner of the options through his interest in Brenthurst. The reporting person disclaims beneficial ownership of the option (and the shares underlying the option) except to the extent of his pecuniary interest therein.

(2) The options are part of an original grant of 41,667 options, which became exercisable in five equal annual installments commencing June 7, 2004. The shares become transferable eleven months after they become exercisable.

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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