

Lockie Joan B  
Form 4  
June 15, 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 \*  
Lockie Joan B

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 ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/15/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 06/15/2018                           |  | M                              | 1,987 (1) A \$ 0  | 0 (1)   | D  |   |
| Common Stock                    | 06/15/2018                           |  | M                              | 4,800 (1) A \$ 0  | 0 (1)   | D  |   |
| Common Stock                    | 06/15/2018                           |  | D(2)                           | 15,117 D \$ 45.25   | 0 (2)   | D  |   |
| Common Stock                    | 06/15/2018                           |  | D(1)                           | 7,762 D \$ 45.25  | 0 (1)   | D  |   |
| Common Stock                    | 06/15/2018                           |  | D(1)                           | 2,138 D \$ 45.25  | 0 (1)   | D  |   |

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Common Stock      06/15/2018      D<sup>(3)</sup>      8,839      D      (3)      0      (3)      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0   | 06/15/2018                           |  | M                              | 1,987   | 06/15/2018 <sup>(1)</sup>                                | <sup>(1)</sup>  | Common Stock               | 1,987                      |
| Restricted Stock Units                     | \$ 0   | 06/15/2018                           |  | M                              | 4,800   | 06/15/2018 <sup>(1)</sup>                                | <sup>(1)</sup>  | Common Stock               | 4,800                      |
| Stock Option (Right to Purchase)           | \$ 20  | 06/15/2018                           |  | D <sup>(4)</sup>               | 20,000  | 03/26/2017   | <sup>(4)</sup>  | Common Stock               | 20,000                     |
| Stock Option (Right to Purchase)           | \$ 26.73   | 06/15/2018                           |  | D <sup>(4)</sup>               | 8,550   | 03/12/2018   | <sup>(4)</sup>  | Common Stock               | 8,550                      |
| Stock Option (Right to Purchase)           | \$ 39.11   | 06/15/2018                           |  | D <sup>(4)</sup>               | 8,650   | 06/15/2018 <sup>(4)</sup>                                | <sup>(4)</sup>  | Common Stock               | 8,650                      |
| Stock Option (Right to Purchase)           | \$ 38.85   | 06/15/2018                           |  | D <sup>(4)</sup>               | 10,100  | 06/15/2018 <sup>(4)</sup>                                | <sup>(4)</sup>  | Common Stock               | 10,100                     |
| Stock Appreciation Rights                  | \$ 18.49   | 06/15/2018                           |  | D <sup>(5)</sup>               | 12,500  | 03/14/2017   | <sup>(5)</sup>  | Common Stock               | 12,500                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

