

Richesson Kirsten E  
 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 \*  
 Richesson Kirsten E

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)  
 General Counsel and Secretary

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 or (D) Price		
Common Stock	06/15/2018		M		1,712 (1)	A	\$ 0 0 (1) D
Common Stock	06/15/2018		M		5,000 (1)	A	\$ 0 0 (1) D
Common Stock	06/15/2018		M		3,974 (1)	A	\$ 0 0 (1) D
Common Stock	06/15/2018		D(2)		24,315	D	\$ 45.25 0 (2) D
Common Stock	06/15/2018		D(1)		2,125	D	\$ 45.25 0 (1) D

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Common Stock	06/15/2018		D <sup>(1)</sup>	9,525	D	\$ 45.25	0 <sup>(1)</sup>	D
Common Stock	06/15/2018		D <sup>(3)</sup>	8,839	D	<u>(3)</u>	0 <sup>(3)</sup>	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 Securities (Instr. 3 and 4)	8. 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	1,712	06/15/2018 <sup>(1)</sup>	<sup>(1)</sup>	Common Stock	1,712
Restricted Stock Units	\$ 0	06/15/2018		M	5,000	06/15/2018 <sup>(1)</sup>	<sup>(1)</sup>	Common Stock	5,000
Restricted Stock Units	\$ 0	06/15/2018		M	3,974	06/15/2018 <sup>(1)</sup>	<sup>(1)</sup>	Common Stock	3,974
Stock Option (Right to Purchase)	\$ 26.73	06/15/2018		D <sup>(4)</sup>	2,612	03/12/2018	<sup>(4)</sup>	Common Stock	2,612
Stock Option (Right to Purchase)	\$ 39.11	06/15/2018		D <sup>(4)</sup>	7,450	06/15/2018 <sup>(4)</sup>	<sup>(4)</sup>	Common Stock	7,450
Stock Option (Right to Purchase)	\$ 38.85	06/15/2018		D <sup>(4)</sup>	8,350	06/15/2018 <sup>(4)</sup>	<sup>(4)</sup>	Common Stock	8,350

