

BLACKHAWK NETWORK HOLDINGS, INC  
Form SC 13G  
February 12, 2014

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. \_\_\_\_)

Blackhawk Network Holdings, Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

09238E104

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(CUSIP Number)

December 31, 2013

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 09238E104

- 1 Name of Reporting Persons  
First Investors Management Company, Inc.
- 2 Check the Appropriate Box if a Member of a Group  
(a)  
(b)
- 3 SEC Use Only
- 4 Citizen Or Place Of Organization

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First Investors Management Company, Inc.  
40 Wall Street - 10th Floor  
New York, New York 10005

|  |   |                                   |
|--|---|-----------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With: | 5 | Sole Voting Power<br>963,475      |
|  | 6 | Shared Voting Power               |
|  | 7 | Sole Dispositive Power<br>963,475 |
|  | 8 | Shared Dispositive Power          |

9 Aggregate Amount Beneficially Owned By Each Reporting Person  
963,475

10 Check If The Aggregate Amount In Row (9) Excludes Certain Shares  
N/A

11 Percent Of Class Represented By Amount In Row 9  
8.3%

12 Type Of Reporting Person  
IV

Item 1.

- (a) Name of Issuer:  
Blackhawk Network Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices:  
Blackhawk Network Holdings, Inc.  
6220 Stoneridge Mall Road  
Pleasanton, CA 94588

Item 2.

- (a) Name of Person Filing  
First Investors Management Company, Inc.
- (b) Address of Principal Business Office, or, if none, Residence  
First Investors Management Company, Inc.  
40 Wall Street - 10th Floor  
New York, New York 10005
- (c) Citizenship  
United States
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
09238E104

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or (c), check whether the person filing is:

- (a)  Broker or dealer registered under section 15 of the Act (14 U.S.C. 78o).

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- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Section 40.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(J);

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 963,475
- (b) Percent of class: 8.3%
- (c) Number of shares as to which the person has:
  - i. Sole power to vote or to direct the vote: 963,475
  - ii. Shared power to vote or to direct the vote:
  - iii. Sole power to dispose or to direct the disposition of: 963,475
  - iv. Shared power to dispose or to direct the disposition of:

Item 5. Ownership of Five Percent or Less of a Class N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company N/A

Item 8. Identification and Classification of Members of the Group N/A

Item 9. Notice of Dissolution of Group N/A

Item 10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

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Signature

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Name/Title