

Brown Gregory Scott
 Form 3
 August 15, 2017

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)

1. Name and Address of Reporting Person *

Â Brown Gregory Scott
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 08/14/2017

3. Issuer Name and Ticker or Trading Symbol

BLACKHAWK NETWORK HOLDINGS, INC
 [HAWK]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner
 Officer ___ Other
 (give title below) (specify below)
 SVP, International

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

C/O BLACKHAWK NETWORK HOLDINGS, INC.,Â 6220 STONERIDGE MALL ROAD

(Street)

PLEASANTON,Â CAÂ 94588

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

5,963

D Â

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)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	06/30/2022	Common Stock	8,850	\$ 41.2	D	Â
Employee Stock Option (Right to Buy)	Â (2)	02/22/2023	Common Stock	3,750	\$ 38.85	D	Â
Employee Stock Option (Right to Buy)	Â (3)	03/11/2023	Common Stock	4,300	\$ 33.9	D	Â
Restricted Stock Unit (RSU)	Â (4)	Â (4)	Common Stock	4,050	\$ 0	D	Â
Restricted Stock Unit (RSU)	Â (5)	Â (5)	Common Stock	2,662	\$ 0	D	Â
Restricted Stock Unit (RSU)	Â (6)	Â (6)	Common Stock	3,075	\$ 0	D	Â
Restricted Stock Unit (RSU)	Â (7)	Â (7)	Common Stock	5,350	\$ 0	D	Â
Restricted Stock Unit (RSU)	Â (8)	Â (8)	Common Stock	35,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Gregory Scott C/O BLACKHAWK NETWORK HOLDINGS, INC. 6220 STONERIDGE MALL ROAD PLEASANTON, CA 94588	Â	Â	Â SVP, International	Â

Signatures

/s/ Yang Liu, 08/15/2017
Attorney-In-Fact

**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-Five Percent (25%) of the shares subject to the option vest on each of the
- (1) first, second, third, and fourth anniversary of June 30, 2015, 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 February 22, 2016, 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-Five Percent (25%) of the shares subject to the option vest on each of the first, second, third, and fourth anniversary of March 1, 2016, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

(4) 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 June 30, 2015, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

(5) 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 22, 2016, 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 1, 2016, subject to the Reporting Person's continued employment or service relationship with the Company 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 13, 2017, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

(8) 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 April 24, 2017, subject to the Reporting Person's continued employment or service relationship with the Company on each such vesting date.

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Remarks:

Ex 24 - Power of Attorney

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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