

FIRST DATA CORP

Form 3

October 15, 2015

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 Gelb Andrew

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/15/2015

3. Issuer Name **and** Ticker or Trading Symbol
FIRST DATA CORP [FDC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

See Remarks

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O FIRST DATA
CORPORATION,Â 225
LIBERTY STREET, 29TH
FLOOR

(Street)

NEW YORK,Â NYÂ 10281

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Class A Common Stock

158,182 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

**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.****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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: FIRST DATA CORP - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Class B Common Stock	Â (2)(3)	Â (2)(3)	Class A Common Stock	169,386 (3)	\$ (2)	D	Â
Stock Options (right to buy)	Â (4)	11/12/2024	Class B Common Stock (2)	189,818	\$ 12.65	D	Â
Stock Options (right to buy)	Â (5)	01/28/2025	Class B Common Stock (2)	28,560	\$ 14.23	D	Â
Stock Options (right to buy)	Â (6)	10/14/2025	Class A Common Stock	158,182	\$ 16	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gelb Andrew C/O FIRST DATA CORPORATION 225 LIBERTY STREET, 29TH FLOOR NEW YORK, NY 10281	Â	Â	Â See Remarks	Â

Signatures

By: /s/ Gretchen A. Herron,
attorney-in-fact

10/15/2015

__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).

- Represents a grant of restricted Class A common stock ("Class A Common Stock") of First Data Corporation (the "Issuer"), of which, subject to the reporting person's continued employment through each applicable vesting date, two thirds will vest over time, with one
- (1) fourth of such amount vesting on each of December 31, 2017, 2018, 2019 and 2020, and one third will vest upon the Issuer's achievement of a closing trading price of the Class A Common Stock equal to or greater than \$32.00 per share over any ten consecutive trading-day period following the Issuer's initial public offering.
 - (2) Shares of Class B common stock of the Issuer ("Class B Common Stock") are convertible into shares of Class A Common Stock on a one-for-one basis at any time at the option of the holder with the prior written consent of the Issuer, automatically upon transfer, with certain exceptions, and upon certain other events.
 - (3) Includes 169,386 shares of restricted Class B Common Stock, including 126,545 of which will vest on November 12, 2017 and 42,841 of which (i) 20% will vest upon the expiration of the 180-day lock-up period in connection with the Issuer's initial public offering, (ii) 40% will vest on January 1, 2017 and (iii) the remaining 40% will vest on January 1, 2018, subject to continued employment through the applicable vesting dates.

Edgar Filing: FIRST DATA CORP - Form 3

- (4) These stock options vest in equal annual installments on each of the first five anniversaries of November 12, 2014, subject to continued employment through each applicable vesting date.
- (5) These stock options vest in equal annual installments on each of the first three anniversaries of January 1, 2015, subject to continued employment through each applicable vesting date.

- Of the 158,182 stock options granted, subject to the reporting person's continued service through each applicable vesting date, two thirds will vest over time, with one fourth of such amount vesting on each of December 31, 2017, 2018, 2019 and 2020, and one third will vest upon the Issuer's achievement of a closing trading price of the Class A Common Stock equal to or greater than \$32.00 per share over any ten consecutive trading-day period following the Issuer's initial public offering.
- (6)

Â

Remarks:

TitleÂ -Â ExecutiveÂ ViceÂ President,Â Co-HeadÂ ofÂ GlobalÂ FinancialÂ Solutions

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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