

FIRST DATA CORP
Form 3
October 15, 2015

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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Gelb Andrew</p> <p>(Last) (First) (Middle)</p> <p>C/O FIRST DATA CORPORATION,Â 225 LIBERTY STREET, 29TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10281</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/15/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FIRST DATA CORP [FDC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

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) |
|------------------------------------|--|---|--|
| 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)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | 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.

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- (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:

Title - Â Executive Â Vice Â President, Â Co-Head Â of Â Global Â Financial Â Solutions

Exhibit Â 24 Â - Â Power Â of Â 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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