

BLACKHAWK NETWORK HOLDINGS, INC  
Form 8-K  
June 20, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): June 20, 2016

BLACKHAWK NETWORK HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)  
Delaware  
(State or other jurisdiction of incorporation)  
001-35882                      43-2099257  
(Commission File Number) (IRS Employer Identification Number)  
6220 Stoneridge Mall Road  
Pleasanton, CA 94588  
(Address of principal executive offices, including Zip Code)  
Registrant's telephone number, including area code: (925) 226-9990

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.

On June 20, 2016, Lawrence F. Probst III resigned from the Board of Directors of Blackhawk Network Holdings, Inc. His resignation is not due to any disagreement with the Board or Blackhawk.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 20, 2016      BLACKHAWK NETWORK  
   HOLDINGS, INC.

By:    /s/ Kirsten E. Richesson  
Name: Kirsten E. Richesson  
Title: General Counsel and Secretary