

BLACKHAWK NETWORK HOLDINGS, INC  
Form 8-A12B  
March 31, 2014

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**BLACKHAWK NETWORK HOLDINGS, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of other jurisdiction of incorporation)**

**43-2099257**  
**(IRS Employer Identification Number)**

**6220 Stoneridge Mall Road**  
**Pleasanton, CA**  
**(Address of principal executive offices)**

**94588**  
**(Zip Code)**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Class B Common Stock, par value \$0.001 par value</b>	<b>The NASDAQ Global Select Market</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-187325.**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

**Item 1. Description of Registrant's Securities to be Registered.**

The Description of Capital Stock section included in the Registration Statement on Form S-1 (SEC File No. 333-187325) of Blackhawk Network Holdings, Inc. (the Company), as amended, which Registration Statement was initially filed with the Securities and Exchange Commission (the SEC) on March 18, 2013, is incorporated herein by reference.

**Item 2. Exhibits.**

**Exhibit**

No.	Description	Reference
3.1	Amended and Restated Certificate of Incorporation of Blackhawk Network Holdings, Inc.	Filed as Exhibit 3.2 to the Company's Form 8-K filed with the SEC on April 25, 2013, and incorporated herein by reference.
3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Blackhawk Network Holdings, Inc.	Filed as Exhibit 3.1 to the Company's Form 8-K filed with the SEC on March 5, 2014, and incorporated herein by reference.
3.3	Amended and Restated Bylaws of Blackhawk Network Holdings, Inc.	Filed as Exhibit 3.1 to the Company's Form 8-K filed with the SEC on April 25, 2013, and incorporated herein by reference.
4.1	Specimen stock certificate for Class B common stock.	Filed herewith.

**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: March 31, 2014

BLACKHAWK NETWORK HOLDINGS, INC.

By: /s/ David E. Durant

Name: David E. Durant

Title: Secretary and General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>	<b>Reference</b>
3.1	Amended and Restated Certificate of Incorporation of Blackhawk Network Holdings, Inc.	Filed as Exhibit 3.2 to the Company's Form 8-K filed with the SEC on April 25, 2013, and incorporated herein by reference.
3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Blackhawk Network Holdings, Inc.	Filed as Exhibit 3.1 to the Company's Form 8-K filed with the SEC on March 5, 2014, and incorporated herein by reference.
3.3	Amended and Restated Bylaws of Blackhawk Network Holdings, Inc.	Filed as Exhibit 3.1 to the Company's Form 8-K filed with the SEC on April 25, 2013, and incorporated herein by reference.
4.1	Specimen stock certificate for Class B common stock.	Filed herewith.