

Brown Michael J
Form 4
March 04, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Brown Michael J

2. Issuer Name and Ticker or Trading Symbol
EURONET WORLDWIDE INC
[EFT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President of EWI Inc.

C/O EURONET WORLDWIDE, INC., 3500 COLLEGE BOULEVARD

(Street)

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

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

LEAWOOD, KS 66211

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.02 per share | 02/28/2019 | | A ⁽¹⁾ | 20,538 A | \$ 0 1,421,231 | D | |
| Common Stock, par value \$0.02 per share | 02/28/2019 | | F ⁽²⁾ | 7,992 D | \$ 134.32 1,413,239 | D | |

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| | | | |
|--|---------|---|---------------------------------|
| Common Stock, par value \$0.02 per share | 5,406 | I | By 401(k) Plan |
| Common Stock, par value \$0.02 per share | 206,000 | I | See ⁽³⁾ |
| Common Stock, par value \$0.02 per share | 52,000 | I | By Family Trusts ⁽⁴⁾ |
| Common Stock, par value \$0.02 per share | 34,000 | I | By spouse |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|-------------------------------------|-------|
| Brown Michael J C/O EURONET WORLDWIDE, INC. 3500 COLLEGE BOULEVARD LEAWOOD, KS 66211 | X | | CEO and President of EWI Inc. | |

Signatures

/s/ By Jeffrey B. Newman, Attorney in Fact for Michael J.
Brown

03/04/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Vesting of shares from performance-based restricted stock awards granted on December 10, 2013 (2,177 shares), December 10, 2014 (1,778 shares), December 10, 2015 (13,651 shares), December 13, 2016 (1,628 shares) and December 12, 2017 (1,304 shares).
- (2) Represents shares surrendered to Euronet Worldwide, Inc by Reporting Person to satisfy tax withholding liability obligations associated with the vesting of performance-based restricted stock.
- (3) Shares held by Mr. Brown's spouse as custodian for his children.
- (4) Shares held by four family trusts for the benefit of Mr. Brown's children, of which Mr. Brown's spouse is the trustee.

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.