

BLACKHAWK NETWORK HOLDINGS, INC  
Form 8-A12B  
April 16, 2013

**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 incorporation

or organization)

**43-2099257**  
(I.R.S. Employer

Identification No.)

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

94588  
(Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Class A Common Stock, \$0.001 per share par value	The NASDAQ Stock Market LLC

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 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

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

A description of the Class A common stock, \$0.001 per share par value, to be registered hereunder is set forth under the caption "Description of Capital Stock" in the prospectus that constitutes a part of the Registrant's Registration Statement on Form S-1, File No. 333-187325, initially filed with the U.S. Securities and Exchange Commission on March 18, 2013, as subsequently amended by any amendments to such Registration Statement and by any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, in connection with such Registration Statement (as so amended, the "Registration Statement"). Such Registration Statement, and any form of prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that includes such description, are hereby incorporated by reference herein.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**BLACKHAWK NETWORK HOLDINGS, INC.**

Date: April 16, 2013

By: /s/ David Durant

Name: David Durant

Title: Group Vice President, General Counsel & Secretary