

Brown Michael J
Form 4
October 31, 2018

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)
10/29/2018

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.02 per share | 10/29/2018 | | M | | 8,413 | A | \$ 10.1 |
| Common Stock, par value \$0.02 per share | 10/29/2018 | | S | | 8,413 | D | \$ 111.26 <u>(1)</u> |

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| | | | | | | | | |
|--|------------|---|-------|---|----------------------------|-----------|---|----------------------|
| Common Stock, par value \$0.02 per share | 10/30/2018 | M | 5,000 | A | \$ 10.1 | 1,457,207 | D | |
| Common Stock, par value \$0.02 per share | 10/30/2018 | S | 5,000 | D | \$ <u>107.83</u> (2) | 1,452,207 | D | |
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|

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| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|---------|------------|------|---|---------------------|--------------------|-----------------|--|
| | | | Code | V | (A) | (D) | | |
| Employee Stock Option (right to buy) | \$ 10.1 | 10/29/2018 | M | | | | Common Stock | 8,413 |
| | | | | | (5) | | | |
| Employee Stock Option (right to buy) | \$ 10.1 | 10/30/2018 | M | | | | Common Stock | 5,000 |
| | | | | | (5) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | 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

10/31/2018

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.12 to \$111.39, inclusive. The Reporting Person undertakes to provide to Euronet Worldwide, Inc., any security holder of Euronet Worldwide, Inc., or the staff of Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range referred herein.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.56 to \$107.98, inclusive. The Reporting Person undertakes to provide to Euronet Worldwide, Inc., any security holder of Euronet Worldwide, Inc., or the staff of Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range referred herein.
 - (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.
 - (5) This option vests with respect to 40% of the shares on December 16, 2010 and 20% each anniversary thereafter provided the that price of Euronet Common Stock averages at least \$16.00 per share for a 30-day calendar period prior to December 16, 2011.

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.