

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers.

As previously reported on the Current Report on Form 8-K filed with the Securities and Exchange Commission on September 1, 2016, Christopher C. Crum's, Senior Vice President, Sales, of Blackhawk Network Holdings, Inc. (the "Company"), departure from the Company was effective as of September 30, 2016. In connection with his departure, the Company and Mr. Crum entered into a separation agreement on October 17, 2016 pursuant to which Mr. Crum will release claims against the Company and receive (a) twenty-six (26) weeks base salary, (b) reimbursement of six (6) months of COBRA insurance premiums and (c) acceleration of the vesting date with respect to seven thousand one hundred fifty-five (7,155) performance shares that have performance-vested under the Blackhawk Network Holdings, Inc. 2013 Equity Incentive Award Plan; and Mr. Crum will forfeit any payments made under (a) above if he is employed by a competing company during the period of twelve (12) months following his termination date.

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.

BLACKHAWK NETWORK HOLDINGS, INC.

Date: October 19, 2016

By: /s/ Jerry Ulrich

Name: Jerry Ulrich

Title: Chief Financial Officer and Chief Administrative Officer