

NET 1 UEPS TECHNOLOGIES INC

Form 4

March 20, 2014

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 *
GENERAL ATLANTIC LLC

2. Issuer Name and Ticker or Trading Symbol
NET 1 UEPS TECHNOLOGIES INC [UEPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
55 EAST 52ND STREET, 32ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2014

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
*See Remarks

(Street)
NEW YORK, NY 10055

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/18/2014 | | S | 968 D \$ 10.27 | 2,916,912 | D (1) (8) | |
| Common Stock | 03/18/2014 | | S | 853 D \$ 10.27 | 2,565,233 | D (2) (8) | |
| Common Stock | 03/18/2014 | | S | 34 D \$ 10.27 | 102,317 | D (3) (8) | |
| Common Stock | 03/18/2014 | | S | 4 D \$ 10.27 | 10,865 | D (4) (8) | |
| Common Stock | 03/18/2014 | | S | 1 D \$ 10.27 | 1,831 | D (5) (8) | |

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|--------------|------------|---|-----|---|----------|---------|-------------------------|
| Common Stock | 03/18/2014 | S | 112 | D | \$ 10.27 | 338,709 | D <u>(6)</u> <u>(8)</u> |
| Common Stock | 03/18/2014 | S | 28 | D | \$ 10.27 | 84,719 | D <u>(7)</u> <u>(8)</u> |

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

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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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| GENERAL ATLANTIC LLC 55 EAST 52ND STREET 32ND FLOOR NEW YORK, NY 10055 | | X | | *See Remarks |
| General Atlantic Partners 80, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | | X | | *See Remarks |
| General Atlantic Partners 82, L.P. C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | | X | | *See Remarks |
| GAPSTAR LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC | | X | | *See Remarks |

55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055

GAPCO GMBH & CO KG
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055

X

*See
Remarks

GAP Coinvestments CDA, L.P.
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055

X

*See
Remarks

GAP COINVESTMENTS III LLC
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055

X

*See
Remarks

GAP COINVESTMENTS IV LLC
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055

X

*See
Remarks

GAPCO MANAGEMENT GMBH
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC
5 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055

X

*See
Remarks

Signatures

/s/ Thomas J.
Murphy 03/20/2014

**Signature of
Reporting Person

Date

/s/ Thomas J.
Murphy 03/20/2014

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Murphy 03/20/2014

| | |
|------------------------------------|------------|
| **Signature of Reporting Person | Date |
| /s/ Thomas J. Murphy | 03/20/2014 |

| | |
|------------------------------------|------------|
| **Signature of Reporting Person | Date |
| /s/ Thomas J. Murphy | 03/20/2014 |

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|------------------------------------|------------|
| **Signature of Reporting Person | Date |
| /s/ Thomas J. Murphy | 03/20/2014 |

| | |
|------------------------------------|------|
| **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) By General Atlantic Partners 80, L.P. ("GAP 80").
- (2) By General Atlantic Partners 82, L.P. ("GAP 82").
- (3) By GapStar, LLC ("GapStar").
- (4) GAPCO GmbH & Co. KG ("KG").
- (5) By GAP Coinvestments CDA, L.P. ("GAPCO CDA").
- (6) By GAP Coinvestments III, LLC ("GAPCO III").
- (7) By GAP Coinvestments IV, LLC ("GAPCO IV").

- (8) General Atlantic, LLC ("GA LLC") is the general partner of GAP 80, GAP 82 and GAPCO CDA and is also the managing member of GAPCO III and GAPCO IV. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The officers of GapStar are managing directors of GA LLC. Certain managing directors of GA LLC make investment decisions for GmbH Management, which may be deemed to beneficially own the shares of common stock directly held by KG.

Remarks:

Each of the reporting persons described in the notes above may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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