

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-16**
SEC Accession No. [0001140361-13-021463](#)

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REPORTING OWNER

Beck Philip D

CIK: **1562101**

Type: **4** | Act: **34** | File No.: **001-35699** | Film No.: **13853005**

Mailing Address
C/O PLANET PAYMENT, INC.
670 LONG BEACH
BOULEVARD
LONG BEACH NY 11561

ISSUER

Planet Payment Inc

CIK: **1362925** | IRS No.: **134084693** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Mailing Address
670 LONG BEACH BLVD
LONG BEACH NY 11561

Business Address
670 LONG BEACH BLVD
LONG BEACH NY 11561
516-670-3200

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Beck Philip D			2. Issuer Name and Ticker or Trading Symbol Planet Payment Inc [PLPM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2013					
C/O PLANET PAYMENT, INC., 670 LONG BEACH BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) LONG BEACH, NY 11561								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2013		<u>G</u> ⁽¹⁾	<u>V</u>	7,500	D	\$ 0	2,504,346	D	
Common Stock	05/16/2013		<u>G</u> ⁽¹⁾	<u>V</u>	7,500	D	\$ 0	2,496,846	D	
Common Stock	05/16/2013		<u>G</u> ⁽¹⁾	<u>V</u>	7,500	D	\$ 0	2,489,346	D	
Common Stock	05/16/2013		<u>G</u>	<u>V</u>	57,500	D	\$ 0	2,431,846	D	
Common Stock	05/16/2013		<u>G</u> ⁽¹⁾	<u>V</u>	7,500	A	\$ 0	48,500	I	By Reporting Person as custodian for his daughter ⁽²⁾
Common Stock	05/16/2013		<u>G</u> ⁽¹⁾	<u>V</u>	7,500	A	\$ 0	48,500	I	By Reporting Person as custodian for his son ⁽²⁾
Common Stock	05/16/2013		<u>G</u> ⁽¹⁾	<u>V</u>	7,500	A	\$ 0	46,500	I	By Reporting Person as custodian for his son ⁽²⁾
Common Stock								5,000	I	By Reporting Person's spouse ⁽²⁾

Common Stock										21,000	I	By Planet Payment 401(k) FBO Philip Beck (2)
Common Stock										9,700	I	By MSSB C/F Philip Beck IRA Standard DTD (2)
Common Stock										22,000	I	By BDP Realty Associates, LLC (2) (3)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- This transaction involved a gift of securities by the Reporting Person to his children, who share the Reporting Person's household.
- The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report will not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- The Reporting Person holds a 1/3 membership interest in BDP Realty Associates, LLC.

Signatures

/s/ Yaneris M. Rosa, as attorney-in-fact

** Signature of Reporting Person

05/16/2013

Date

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

* 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).

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

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 Number.