

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**
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REPORTING OWNER

Flaherty Kieth W

CIK: **1562046**

Type: **4** | Act: **34** | File No.: **001-35699** | Film No.: **13853010**

Mailing Address
*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	
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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 Flaherty Kieth W			2. Issuer Name and Ticker or Trading Symbol Planet Payment Inc [PLPM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Operations & Project Mgmt		
(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		A		10,000 ⁽¹⁾	A	(1)	10,000	D	
Common Stock	05/16/2013		A		10,000 ⁽²⁾	A	(2)	20,000	D	

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						Title
Stock Option (Right to Buy)	\$2.84	05/16/2013		A		13,000		(3)	05/15/2023	Common Stock	13,000	\$ 0	13,000	D	

Explanation of Responses:

1. Shares will vest, and the Issuer's right to repurchase the shares will lapse, (i) in three equal annual installments with a vesting commencement date of March 1, 2013 and (ii) upon satisfaction of performance conditions related to certain product milestones (provided that the executive officer remains in continuous service as an employee or consultant through such date).
2. Shares will vest, and the Issuer's right to repurchase the shares will lapse, (i) in three equal annual installments with a vesting commencement date of March 1, 2013 and (ii) upon satisfaction of performance conditions related to certain gross profit margins (provided that the executive officer remains in continuous service as an employee or consultant through such date).
3. The stock option grant will vest in three equal annual installments with a vesting commencement date of April 1, 2013 (provided that the executive officer remains in continuous service as an employee or consultant through such date).

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.