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NASDAQ
THE NASDAQ OMX GROUP

William Slattery, CFA
Vice President
Listing Qualifications

MAR 31 2014

Washington, DC 20549

001-35882

By Electronic Mail

March 31, 2014

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

CERTNAS

Dear Mr. Thomas:

This is to certify that on March 31, 2014 The Nasdaq Stock Market (the "Exchange") received from Blackhawk Network Holdings, Inc. (the "Registrant") a copy of the Registrant's application on 8A 12(b) for the registration of the following security:

Class B Common Stock, par value \$0.001 par value

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

William Slattery