

ROCHE COLLIN E
Form 4
June 22, 2009

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 *
ROCHE COLLIN E

2. Issuer Name and Ticker or Trading Symbol
VeriFone Holdings, Inc. [PAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
300 N. LASALLE STREET, SUITE 5600

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
CHICAGO, IL 60654

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	06/18/2009		S		97,010 ⁽¹⁾	D	\$ 7.23 ⁽²⁾ 877,799	I	See footnotes (3) (4) (14) (15)
Common Stock, par value \$0.01 per share	06/19/2009		S		108,047 ⁽¹⁾	D	\$ 7.42 ⁽²⁾ 769,752	I	See footnotes (3) (4) (14) (15)
Common Stock, par	06/18/2009		S		598 ⁽⁵⁾	D	\$ 7.23 7,064	I	See footnotes

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value					(6)				(3) (7) (14)
\$0.01 per share									(15)
Common Stock, par value	06/19/2009	S	666 (5)	D	\$ 7.42	6,398		I	See footnotes (3) (7) (14) (15)
\$0.01 per share					(6)				
Common Stock, par value	06/18/2009	S	575 (8)	D	\$ 7.23	7,037		I	See footnotes (3) (10) (14) (15)
\$0.01 per share					(9)				
Common Stock, par value	06/19/2009	S	641 (8)	D	\$ 7.42	6,396		I	See footnotes (3) (10) (14) (15)
\$0.01 per share					(9)				
Common Stock, par value						2,457,756		I	See footnotes (3) (11) (14) (15)
\$0.01 per share									
Common Stock, par value						178,652		I	See footnotes (3) (12) (14) (15)
\$0.01 per share									
Common Stock, par value						22,501		I	See footnotes (3) (13) (14) (15)
\$0.01 per share									

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

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(9-02)

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	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	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
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- Reflects shares held directly by Mezzanine Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, GTCR may be deemed to be the beneficial owner of such shares.
- (7) GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by Mezzanine Partners to the extent of the Reporting Person's indirect proportionate interest in Mezzanine Partners.
- (8) Reflects shares received by GTCR as a result of pro rata distributions from GTCR Co-Invest, L.P. ("Co-Invest") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- Represents the weighted average price of the shares sold. The prices actually received ranged from (i) \$7.19 to \$7.39 for sales occurring on June 18, 2009 and (ii) \$7.28 to \$7.62 for sales occurring on June 19, 2009. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (9)
- Reflects shares held directly by GTCR. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR to the extent of the Reporting Person's indirect proportionate interest in GTCR.
- (10)
- Fund VII is the direct beneficial owner of such shares. GTCR Partners VII is the general partner of Fund VII and GTCR is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be beneficial owners of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR and GTCR Partners VII and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.
- (11)
- Capital Partners is the direct beneficial owner of such shares. Mezzanine Partners is the general partner of Capital Partners. GTCR Partners VI is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the shares owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.
- (12)
- Co-Invest is the direct beneficial owner of such shares. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be a beneficial owner of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.
- (13)
- The beneficial ownership information does not include shares held by other stockholders subject to the Stockholders Agreement, dated as of July 1, 2002, by and among VeriFone Holdings, Inc., GTCR Fund VII, L.P., GTCR Co-Invest, L.P., GTCR Capital Partners, L.P., TCW/Crescent Mezzanine Partners III, L.P., TCW/Crescent Mezzanine Trust III, TCW/Crescent Mezzanine Partners III Netherlands, L.P. and TCW Leveraged Income Trust VI, L.P., VF Holding Corp. and the executives party thereto (the "Stockholders Agreement"). Subject to specified conditions, the Stockholders Agreement requires the stockholders who are parties to it to consent to any sale of the Issuer to a non-affiliate of GTCR if the sale is approved by the holders of a majority of the shares subject to the agreement.
- (14)
- This provision generally applies to any set of transactions that results in the acquisition, by a person or group of related persons, of substantially all of the assets of the Issuer or of an amount of the Issuer's stock with sufficient voting power to elect a majority of the Issuer's directors. The Reporting Person expressly disclaim beneficial ownership of such shares held by other stockholders subject to the Stockholders Agreement. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
- (15)

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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