

VeriFone Holdings, Inc.
 Form 3
 November 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Yanay Eliezer		(Month/Day/Year)	VeriFone Holdings, Inc. [PAY]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2099 GATEWAY PLACE,Â SUITE 600		11/01/2008	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
SAN JOSE,Â CAÂ 95110			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			See Remarks	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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Non-Qualified Stock Option (right to buy)	Â (1)	09/02/2015	Common Stock	175,000	\$ 19.99	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	02/23/2009	Common Stock	20,000	\$ 20.8	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	04/10/2013	Common Stock	100,000	\$ 28.52	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	07/26/2015	Common Stock	20,000	\$ 30.32	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	07/02/2014	Common Stock	25,000	\$ 35.47	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yanay Eliezer 2099 GATEWAY PLACE SUITE 600 SAN JOSE, CA 95110	Â	Â	Â See Remarks	Â

Signatures

By: Carolyn Belamide, Power of Attorney For: Eliezer Yanay

11/07/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of this stock option vests on September 2, 2009. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.
- (2) 50% of this stock option vested on February 23, 2007. An additional 50% of this stock option vested on February 23, 2008.
- (3) 50% of this stock option vested on April 10, 2008. An additional 25% of this stock option will vest on April 10, 2009 and April 10, 2010.
- (4) 50% of this stock option vested on July 26, 2007. 25% of this stock option vested July 26, 2008. An additional 25% of this stock option will vest on July 26, 2009.
- (5) 25% of this stock option vested on July 2, 2008. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.

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Remarks:

Pres, VeriFone Israel & Managing Director, Middle East

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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