VeriFone Holdings, Inc.

Form 4 June 16, 2009

# FORM 4

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

OMB Number:

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obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GTCR GOLDER RAUNER LLC Issuer Symbol VeriFone Holdings, Inc. [PAY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title \_\_X\_ Other (specify 300 N. LASALLE STREET, SUITE 06/12/2009 below) below) 5600 See remarks below (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60654 Person

| (City)  | (State) (Z                              | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |           |                   |  |  |   |  |
|---|---|--|---|---|-----------|-------------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3)              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |           |                   | Securities Beneficially Owned Following Reported | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|   |   |  | Code V                                  | Amount  | or<br>(D) | Price             | Transaction(s) (Instr. 3 and 4)                  |  |   |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/12/2009                              |  | S                                       | 539 (1)   | D         | \$<br>7.84<br>(2) | 9,757  | D  |   |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 06/15/2009                              |  | S                                       | 1,008<br>(1)  | D         | \$ 7.71<br>(2)    | 8,749  | D  |   |  |
| Common<br>Stock, par<br>value \$0.01<br>per share |   |  |   |   |           |                   | 22,501   | I  | See footnotes (3) (4) (5)                             |  |

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

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

|  | 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed                           | 4.                                     | 5.                 | 6. Date Exerci | isable and      | 7. Titl      | e and        | 8. Price of | 9 |
|--|-------------|-------------|---------------------|--------------------------------------|--|--------------------|----------------|-----------------|--------------|--------------|-------------|---|
|  | Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if TransactionNumber |  | Expiration Date An |                |                 | nt of        | Derivative   | J           |   |
|  | Security    | or Exercise |                     | any                                  | Code                                   | of                 | (Month/Day/Y   | (ear)           | Under        | lying        | Security    | , |
|  | (Instr. 3)  | Price of    |                     | (Month/Day/Year)                     | r) (Instr. 8) Derivative<br>Securities |                    |                |                 | Securi       | ities        | (Instr. 5)  | ] |
|  |             | Derivative  |                     |                                      |  |                    |                | (Instr.         | 3 and 4)     |              | (           |   |
|  |             | Security    |                     |                                      |  | Acquired           |                |                 |              |              |             | J |
|  |             |             |                     |                                      |  | (A) or             |                |                 |              |              |             | J |
|  |             |             |                     |                                      |  | Disposed           |                |                 |              |              |             | - |
|  |             |             |                     |                                      |  | of (D)             |                |                 |              |              |             | ( |
|  |             |             |                     |                                      |  | (Instr. 3,         |                |                 |              |              |             |   |
|  |             |             |                     |                                      |  | 4, and 5)          |                |                 |              |              |             |   |
|  |             |             |                     |                                      |  |                    |                |                 |              | Amount       |             |   |
|  |             |             |                     |                                      |  |                    |                |                 |              |              |             |   |
|  |             |             |                     |                                      |  |                    | Date           | Expiration Date | Title        | or<br>Number |             |   |
|  |             |             |                     |                                      |  |                    | Exercisable    |                 |              |              |             |   |
|  |             |             |                     | Code V                               | V (A) (D)                              |                    |                |                 | of<br>Charac |              |             |   |
|  |             |             |                     |                                      | Code V                                 | (A) (D)            |                |                 |              | Shares       |             |   |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

GTCR GOLDER RAUNER LLC 300 N. LASALLE STREET **SUITE 5600** CHICAGO, IL 60654

See remarks below

## **Signatures**

/s/ Steven S.

range.

06/16/2009 Hall

\*\*Signature of Reporting Person

# **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Reflects shares received by GTCR Golder Rauner, L.L.C. ("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) \$7.83 to \$8.00 for sales occurring on June 12, 2009 and (ii) \$7.63 to \$7.88 for sales occurring on June 15, 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

Reporting Owners 2

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- Reflects shares held directly by Co-Invest. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be beneficial owner of the 22,501 shares reported in Table I. GTCR expressly disclaims beneficial ownership of such shares reported in Table I, except to the extent of its pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.
  - 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.,
- (4) 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.
  - 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
- (5) 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.

#### **Remarks:**

The Reporting Person may be deemed a director by virtue of its member serving on the board of directors of VeriFone Holdin. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.