

VeriFone Holdings, Inc.  
Form SC TO-C  
October 05, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**(Rule 13e-4)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. )**

**VeriFone Holdings, Inc.**

**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Options to Purchase Common Stock, \$0.01 Par Value Per Share**

**(Title of Class of Securities)**

**92342Y109**

**(CUSIP Number of Class of Securities (the Underlying Common Stock))**

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**Douglas G. Bergeron**

**Chief Executive Officer**

**VeriFone Holdings, Inc.**

**2099 Gateway Place, Suite 600**

**San Jose, CA 95110**

**(408) 232-7800**

**(Name, Address and Telephone Number of Person Authorized to**

**Receive Notices and Communications on Behalf of Filing Person)**

*Copies to:*

**Scott D. Miller**

**Sullivan & Cromwell LLP**

**1870 Embarcadero Road**

**Palo Alto, California 94303**

**(650) 461-5600**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

Not applicable

**Amount of Filing Fee\***

Not applicable

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

\*\* Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid:       N/A      

Filing Party:       N/A      

Form or Registration No.:       N/A      

Date Filed:       N/A      

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

Attached as Exhibit 99.1 to this Schedule TO is an e-mail communication sent on October 5, 2009 to eligible participants announcing the anticipated offer by VeriFone Holdings, Inc. (the Company or VeriFone ) to issue replacement options in exchange for certain outstanding stock options of the Company (the Exchange Program ).

Attached as Exhibit 99.2 to this Schedule TO is a form email communication that will be sent on or after October 6, 2009 to eligible participants in each local jurisdiction informing them of the time and date of Exchange Program information sessions to be held by the Company in such jurisdiction.

These communications do not constitute an offer to holders of the Company s outstanding stock options to exchange those options. Even though the requisite stockholder approval has been obtained, the Compensation Committee of the Board of Directors of the Company has the discretion to determine if and when to implement the Exchange Program.

**This filing on Schedule TO does not constitute an offer to holders of eligible options to exchange such options. The Exchange Program has not yet commenced. VeriFone will file a Tender Offer Statement on Schedule TO with the SEC upon the commencement of the Exchange Program. Persons who are eligible to participate in the Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Exchange Program.**

**VeriFone stockholders and option holders will be able to obtain the written materials described above and other documents filed by VeriFone with the SEC free of charge from the SEC s website at [www.sec.gov](http://www.sec.gov). In addition, stockholders and option holders may obtain free copies of the documents filed by VeriFone with the SEC by directing a written request to: VeriFone Holdings, Inc., 2099 Gateway Place, Suite 600, San Jose, CA 95110, Attention: Investor Relations.**

**Item 12. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | E-mail communication sent to eligible participants on October 5, 2009.                          |
| 99.2               | Form of e-mail communication to be sent to eligible participants commencing on October 6, 2009. |