

VeriFone Holdings, Inc.  
Form 4  
October 16, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GTCR GOLDR RAUNER LLC

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)  
10/14/2009

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

See remarks below

(Street)

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

CHICAGO, IL 60654

(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 Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                          |                                      |                                                    | Code                           | V Amount (D) Price                                                |                                                                                               |                                                          |                                   |
| Common Stock, par value \$0.01 per share | 10/14/2009                           |                                                    | J <sup>(1)</sup>               | 2,985 D \$ 0                                                      | 1,794 <sup>(2)</sup>                                                                          | D <sup>(3)</sup> <sup>(4)</sup>                          |                                   |

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

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SEC 1474 (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 Security | 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 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 Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |         |                   |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------------------|
|                                                                                   | Director      | 10% Owner | Officer | Other             |
| GTCR GOLDR RAUNER LLC<br>300 N. LASALLE STREET<br>SUITE 5600<br>CHICAGO, IL 60654 |               |           |         | See remarks below |

## Signatures

/s/ Steven S. Hall under a power of attorney  
Date: 10/16/2009

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- Reflects a pro rata distribution of such shares by GTCR Golder Rauner, L.L.C. ("GTCR") to certain of its limited partners. The
- (1) distribution of shares from GTCR to its limited partners was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.
  - (2) Does not include the 2,985 shares distributed from GTCR to the limited partners, which are beneficially owned by the limited partners.
- 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.
- 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
- (4) Issuer's directors. Each of the Reporting Persons 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 any 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 Holding

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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