

Miles Jennifer  
 Form 3  
 December 13, 2012

**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 <b>and</b> Ticker or Trading Symbol                     |  |
| Â Miles Jennifer   |         | (Month/Day/Year)                     | VERIFONE SYSTEMS, INC. [PAY]   |  |
| (Last)   | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|  |         | 12/11/2012                           |  |  |
| C/O VERIFONE SYSTEMS, INC.,Â 2099 GATEWAY PLACE, SUITE 600 |         |                                      | (Check all applicable)   |  |
| (Street)   |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|  |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below) (specify below)                                     |  |
|  |         |                                      | EVP, North America   |  |
| SAN JOSE,Â CAÂ 95110                                       |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
| (City)   | (State) | (Zip)                                | <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<br>(Instr. 4)       | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 10,779   | D   | Â  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|--|--|
|---|---|--|---|--|--|

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|                            | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Security      | Direct (D) or Indirect (I) (Instr. 5) |   |
|----------------------------|---------------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Non-Qualified Stock Option | Â <u>(5)</u>              | 09/02/2015      | Common Stock | 4,375                      | \$ 19.99      | D                                     | Â |
| Non-Qualified Stock Option | 01/01/2013 <sup>(1)</sup> | 07/01/2016      | Common Stock | 6,250                      | \$ 7.68       | D                                     | Â |
| Non-Qualified Stock Option | 03/06/2013 <sup>(1)</sup> | 11/06/2016      | Common Stock | 3,647                      | \$ 14.29      | D                                     | Â |
| Non-Qualified Stock Option | 03/06/2013 <sup>(1)</sup> | 11/06/2016      | Common Stock | 1,713                      | \$ 14.29      | D                                     | Â |
| Non-Qualified Stock Option | 01/01/2013 <sup>(1)</sup> | 07/01/2017      | Common Stock | 2,813                      | \$ 19.28      | D                                     | Â |
| Non-Qualified Stock Option | 01/01/2013 <sup>(1)</sup> | 07/01/2017      | Common Stock | 11,250                     | \$ 19.28      | D                                     | Â |
| Restricted Stock Units     | 01/03/2013 <sup>(2)</sup> | Â <u>(2)</u>    | Common Stock | 6,429                      | \$ <u>(6)</u> | D                                     | Â |
| Non-Qualified Stock Option | Â <u>(4)</u>              | 01/03/2019      | Common Stock | 25,600                     | \$ 36.46      | D                                     | Â |
| Non-Qualified Stock Option | Â <u>(4)</u>              | 01/03/2019      | Common Stock | 25,600                     | \$ 36.46      | D                                     | Â |
| Non-Qualified Stock Option | Â <u>(3)</u>              | 01/03/2019      | Common Stock | 51,300                     | \$ 36.46      | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Miles Jennifer<br>C/O VERIFONE SYSTEMS, INC.<br>2099 GATEWAY PLACE, SUITE 600<br>SAN JOSE, CA 95110 | Â             | Â         | Â EVP, North America | Â     |

## Signatures

/s/ Jennifer Miles, by Carolyn Belamide, her Attorney  
in Fact

12/13/2012

    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) 6.25% of these stock options vest on such date and at the end of each subsequent three month period thereafter until these stock options have fully vested.

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- (2) 6.25% of these restricted stock units vest on such date and at the end of each subsequent three month period thereafter until these restricted stock units have fully vested.
- (3) 25% of these stock options will become exercisable on 1/3/2013 and thereafter 6.25% of these stock options will become exercisable at the end of each subsequent three month period until these stock options have fully vested.
- (4) The grant is subject to achievement of certain performance criteria prior to 10/31/2012 and will vest based on achievement of such criteria. The performance criteria are not tied to the market price of the issuer's securities.
- (5) The stock options underlying this grant are fully exercisable as they previously vested.
- (6) Each unit converts upon vesting into one share of common stock, which will be issued to the reporting person upon vesting.

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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