

ROCHE COLLIN E  
Form 4  
June 29, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
ROCHE COLLIN E

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)  
06/25/2009

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

(Street)  
CHICAGO, IL 60654

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	06/25/2009		J <sup>(1)</sup>		1,332 <sup>(2)</sup>	D	\$ 0
					521,127 <sup>(2)</sup> <sup>(3)</sup>	I	
							See footnotes <sup>(2)</sup> <sup>(10)</sup> <sup>(11)</sup>
Common Stock, par value \$0.01 per share	06/25/2009		J <sup>(1)</sup>		311,988 <sup>(2)</sup>	D	\$ 0
					207,807 <sup>(2)</sup> <sup>(4)</sup>	I	
							See footnotes <sup>(2)</sup> <sup>(10)</sup> <sup>(11)</sup>
Common Stock, par value \$0.01 per share	06/25/2009		J <sup>(1)</sup>		4,295 <sup>(2)</sup>	D	\$ 0
					569 <sup>(2)</sup> <sup>(5)</sup>	I	
							See footnotes <sup>(2)</sup> <sup>(10)</sup> <sup>(11)</sup>

Common Stock, par value \$0.01 per share	06/25/2009	J <sup>(1)</sup>	4,953 <sup>(2)</sup>	D	\$ 0	1,300 <sup>(2)</sup> <sup>(6)</sup>	I	See footnotes <u>(2)</u> <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share						2,457,756 <sup>(2)</sup>	I	See footnotes <u>(2)</u> <u>(7)</u> <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share						178,652 <sup>(2)</sup>	I	See footnotes <u>(2)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share						22,501 <sup>(2)</sup>	I	See footnotes <u>(2)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>

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

**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.**

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(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 Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE COLLIN E 300 N. LASALLE STREET		X		

SUITE 5600  
CHICAGO, IL 60654

## Signatures

/s/ Steven S. Hall under a power of  
attorney

06/29/2009

\_\_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).
- (1) Reflects a pro rata distribution of such shares by the fund to its partners. The distribution of shares was exempt from section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.  
  
The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. 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.
- (3) Excludes 1,332 shares, which is the number of shares that were distributed from GTCR Partners VII, L.P. ("GTCR Partners VII") to GTCR Golder Rauner, L.L.C. ("GTCR"). The distribution of shares from GTCR Partners VII to GTCR was exempt from Section 16 of the Exchange Act, promulgated by Rule 16a-13 thereunder.
- (4) Excludes 311,988 shares, which is the number of shares that were distributed by GTCR Partners VII to certain of its limited partners. The distribution of shares from GTCR Partners VII to the limited partners was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.
- (5) Excludes 4,295 shares, which is the number of shares that were distributed by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") to certain of its limited partners. The distribution of shares from Mezzanine Partners to the limited partners was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.
- (6) Excludes 4,953 shares, which is the number of shares that were distributed by GTCR to certain of its limited partners. The distribution of shares from GTCR to the limited partners was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.
- (7) GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of the 2,457,756 shares reported in this row of Table I. GTCR Partners VII is the general partner of Fund VII and GTCR is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be beneficial owners of the 2,457,756 shares reported in Table I by Fund VII. GTCR is managed by its members. The Reporting Person is a member of GTCR and GTCR Partners VII and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.
- (8) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of the 178,652 shares reported in this row of Table I. Mezzanine Partners is the general partner of Capital Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of the 178,652 shares reported in Table I by Capital Partners. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the shares owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.
- (9) GTCR Co-Invest, L.P. ("Co-Invest") is the direct beneficial owner of the 22,501 shares reported in this row of Table I. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be a beneficial owner of the 22,501 shares reported in Table I by Co-Invest. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.
- (10) 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.
- (11) 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

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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.

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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