ROCHE COLLIN E
Form 4
June 08, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROCHE COLLIN E

(Last) (First) (Middle)

300 N. LASALLE STREET, SUITE 5600

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VeriFone Holdings, Inc. [PAY]

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	06/04/2009		J(1)		5,043,097 (2) (3)	D	$ 0	3,885,091 (2) (6) (9) (10)	I	See footnote (11)
Common Stock, par value $0.01 per share	06/04/2009		J(1)		459,880 (2) (4)	D	$ 0	189,104 (2) (7) (9) (10)	I	See footnote (12)
Common Stock, par	06/04/2009		J(1)		48,940 (2) (5)	D	$ 0	32,797 (2) (8) (9) (10)	I	See footnote

value $0.01 per share	(13)

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 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
ROCHE COLLIN E 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654	X	X		

Signatures

/s/ Steven S. Hall under a power of attorney	06/08/2009
**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.

(2) 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 1,427,335 shares, which is the number of shares in column 4 that were distributed to GTCR Partners VII, L.P. ("GTCR Partners VII"), the general partner of GTCR Fund VII, L.P. ("Fund VII"). The distribution of shares from Fund VII to GTCR Partners VII was exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), promulgated by Rule 16a-13 thereunder.

(4) Excludes 10,452 shares, which is the number of shares in column 4 that were distributed to GTCR Mezzanine Partners, L.P. ("Mezzanine Partners"), the general partner of GTCR Capital Partners, L.P. ("Capital Partners"). The distribution of shares from Capital Partners to Mezzanine Partners was exempt from Section 16 of the Exchange Act, promulgated by Rule 16a-13 thereunder.

(5) Excludes 10,296 shares, which is the number of shares in column 4 that were distributed to GTCR Golder Rauner, L.L.C. ("GTCR"), the general partner of GTCR Co-Invest, L.P. ("Co-Invest"). The distribution of shares from Co-Invest to GTCR was exempt from Section 16 of the Exchange Act, promulgated by Rule 16a-13 thereunder.

(6) Includes 2,457,756 shares held directly by Fund VII and the 1,427,335 shares distributed by it to GTCR Partners VII. GTCR Partners VII is the direct beneficial owner of the 1,427,335 shares reported in Table I. GTCR is the general partner of GTCR Partners VII. As such, GTCR may be deemed to be the beneficial owner of the shares reported in Table I by GTCR Partners 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 issuer's Common Stock owned by GTCR Partners VII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VII.

(7) Includes 178,652 shares held directly by Capital Partners and the 10,452 shares distributed by it to Mezzanine Partners. Mezzanine Partners is the direct beneficial owner of the 10,452 shares reported in Table I. 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, GTCR Partners VI and GTCR may be deemed to be the beneficial owner of the shares reported in Table I by Capital Partners. GTCR is managed by its members. The Reporting Person is a member of GTCR Partners VI and GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Mezzanine Partners to the extent of the Reporting Person's indirect proportionate interest in Mezzanine Partners.

(8) Includes 22,501 shares held directly by Co-Invest and the 10,296 shares distributed by it to GTCR. GTCR is the direct beneficial owner of the 10,296 shares reported in Table I. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be the beneficial owner of the 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 issuer's Common Stock owned by GTCR to the extent of the Reporting Person's indirect proportionate interest in GTCR.

(9) 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.

(10) 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 Issuer's directors. The Reporting Person expressly disclaims 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.

(11) 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 issuer's Common Stock owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.

(12) 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 is the general partner of Mezzanine Partners and 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 Parters. GTCR is managed by its members. The Reporting Person is a member of GTCR, GTCR Partners VI and Mezzanine Partners and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

(13) Co-Invest is the direct beneficial owner of the 22,501 shares reported in this row of Table I. GTCR is the general partner Co-Invest. As such, GTCR may be deemed to be 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 issuer's Common Stock owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.

Explanation of Responses:

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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Explanation of Responses: