

VeriFone Holdings, Inc.  
Form 8-K  
September 02, 2009

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

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 09/01/2009**

**VeriFone Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-32465**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**04-3692546**  
(IRS Employer  
Identification No.)

**2099 Gateway Place, Suite 600**  
San Jose, CA 95110  
(Address of principal executive offices, including zip code)

**408-232-7800**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition**

On September 1, 2009, VeriFone Holdings, Inc. (the "Company") announced its financial results for the fiscal quarter ended July 31, 2009. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Form 8-K provided under Item 2.02 and Exhibit 99.1 attached hereto are furnished to, but shall not be deemed filed with, the Securities and Exchange Commission or incorporated by reference into the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 8.01. Other Events**

On September 1, 2009, the Company announced that it had entered into a settlement with the Securities and Exchange Commission (the "SEC") in connection with the SEC's investigation into the Company's 2007 restatement of certain of its quarterly financial results. A copy of the Company's press release regarding the settlement is attached hereto as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

99.1 Press release, dated September 1, 2009, titled "VeriFone Reports Third Quarter Fiscal 2009 Results"

99.2 Press Release, dated September 1, 2009, titled "VeriFone Statement on Securities and Exchange Commission Settlement"

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VeriFone Holdings, Inc.

Date: September 01, 2009

By: /s/ Albert Liu

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Albert Liu  
Senior Vice President & General Counsel

**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| EX-99.1                   | Press release, dated September 1, 2009, titled "VeriFone Reports Third Quarter Fiscal 2009 Results"                  |
| EX-99.2                   | Press release, dated September 1, 2009, titled "VeriFone Statement on Securities and Exchange Commission Settlement" |