

GTCR PARTNERS VII L P
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 *
GTCR PARTNERS VII L P

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
____ Officer (give title below) 10% Owner
____ 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 06/25/2009 | | J(1) | 1,332 D | \$ 0 519,795 (3) (4) | D | |
| Common Stock, par value \$0.01 per share | 06/25/2009 | | J(2) | 311,988 D | \$ 0 207,807 (5) (6) | D | |
| Common Stock, par value \$0.01 per share | | | | | 2,457,756 | I | See footnotes (7) (8) (9) |

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

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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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 PARTNERS VII L P 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654 | | | | See remarks below |
| GTCR GOLDR RAUNER LLC 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654 | | | | See remarks below |

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).
Reflects a pro rata distribution of such shares by GTCR Partners VII, L.P. ("Partners VII") to its general partner GTCR Golder Rauner, (1) L.L.C. ("GTCR"). The distribution of shares from Partners VII to GTCR was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.

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- Reflects a pro rata distribution of such shares by GTCR Partners VII, L.P. ("Partners VII") to certain of its limited partners. The
- (2) distribution of shares from Partners VII to its limited partners was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.
- (3) Does not include the 1,332 shares distributed to GTCR which are beneficially owned by GTCR.
- Partners VII is the direct beneficial owner of the 519,795 shares reported in Table I. GTCR is the general partner of Partners VII. As such, GTCR may be deemed to be the beneficial owner of the 519,795 shares reported in Table I. GTCR expressly disclaims beneficial
- (4) ownership of the 519,795 shares reported in Table I, except to the extent of its pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of its pecuniary interest therein.
- (5) Does not include the 311,988 shares distributed to limited partners, which are beneficially owned by the limited partners.
- Partners VII is the direct beneficial owner of the 207,807 shares reported in Table I. GTCR is the general partner of Partners VII. As such, GTCR may be deemed to be beneficial owner of the 207,807 shares reported in Table I. GTCR expressly disclaims beneficial
- (6) ownership of the 207,807 shares reported in Table I, except to the extent of its pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of its pecuniary interest therein.
- Reflects shares held directly by GTCR Fund VII, L.P. ("Fund VII"). 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
- (7) 2,457,756 shares reported in Table I. GTCR Partners VII and GTCR expressly disclaim beneficial ownership of such shares reported in Table I, except to the extent of their pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR Partners VII or GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.
- 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.,
- (8) 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
- (9) 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 Holdings, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.