VeriFone Holdings, Inc.
Form 8-K
April 18, 2008

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): April 18, 2008
VERIFONE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-32465**	**04-3692546**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2099 Gateway Place, Suite 600
San Jose, CA 95110
(Address of principal executive offices with zip code)
(408) 232-7800
(Registrant s telephone number, including area code)

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

VeriFone, Inc. (the Borrower), a wholly owned subsidiary of VeriFone Holdings, Inc. (VeriFone), has scheduled a meeting with the lenders party to the Credit Agreement, dated as of October 31, 2006, as amended by a First Amendment dated as of January 25, 2008 (the Credit Agreement), among the Borrower, VeriFone Intermediate Holdings, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent and Swing Line Lender and as an L/C Issuer, Bank Leumi USA and Wells Fargo Bank, N.A., as Co-Documentation Agents, Lehman Commercial Paper Inc., as Syndication Agent, and the lenders from time to time party thereto. The Borrower has scheduled this meeting to seek a further amendment and waiver to the Credit Agreement that would provide the Borrower with an additional extension of time to comply with its obligations to furnish amended financial statements for the fiscal quarters ended January 31, 2007, April 30, 2007 and July 31, 2007, annual audited financial statements for the fiscal year ended October 31, 2007 and subsequent quarterly financial statements.

SIGNATURE

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

VERIFONE HOLDINGS, INC.

Date: April 18, 2008

By: /s/ Douglas Bergeron
Name: Douglas Bergeron
Title: Chief Executive Officer