

VeriFone Holdings, Inc.
Form SC TO-C
October 07, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. __)

VeriFone Holdings, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

92342Y109

(CUSIP Number of Class of Securities (the Underlying Common Stock))

Douglas G. Bergeron

Chief Executive Officer

VeriFone Holdings, Inc.

2099 Gateway Place, Suite 600

San Jose, CA 95110

(408) 232-7800

(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications on Behalf of Filing Person)

Copies to:

Scott D. Miller

Sullivan & Cromwell LLP

1870 Embarcadero Road

Palo Alto, California 94303

(650) 461-5600

CALCULATION OF FILING FEE

Transaction Valuation*
Not applicable

Amount of Filing Fee*
Not applicable

* Pursuant to General Instruction D to Schedule TO, no filing fee is required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

** Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

Attached hereto as Exhibit 99.1 is a slide presentation and attached hereto as Exhibit 99.2 is a frequently asked questions (FAQ) handout, each containing information regarding VeriFone Holding, Inc. s (the Company or VeriFone) anticipated offer to exchange certain stock options for replacement stock options (the Exchange Program). These documents will be made available to optionees on October 7, 2009. In addition, the materials contained in the slide presentation and the FAQ handout will be presented in information sessions regarding the Exchange Program commencing on October 7, 2009.

The communications attached as exhibits to this Schedule TO do not constitute an offer to holders of the Company s outstanding stock options to exchange those options. Even though the requisite stockholder approval has been obtained, the Compensation Committee of the Board of Directors of the Company has the discretion to determine if and when to implement the Exchange Program.

This filing on Schedule TO does not constitute an offer to holders of eligible options to exchange such options. The Exchange Program has not yet commenced. VeriFone will only commence an exchange offer, if at all, if the Company s stockholders approve the proposed Exchange Program. VeriFone will file a Tender Offer Statement on Schedule TO with the SEC upon the commencement of the Exchange Program. Persons who are eligible to participate in the Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Exchange Program.

VeriFone stockholders and option holders will be able to obtain the written materials described above and other documents filed by VeriFone with the SEC free of charge from the SEC s website at www.sec.gov. In addition, stockholders and option holders may obtain free copies of the documents filed by VeriFone with the SEC by directing a written request to: VeriFone, Inc., 2099 Gateway Place, Suite 600, San Jose, CA 95110, Attention: Investor Relations.

Item 12. Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Proposed Exchange Program slide presentation made available to optionees on October 7, 2009. |
| 99.2 | Proposed Exchange Program FAQ handout made available to optionees on October 7, 2009. |