GTCR PARTNERS VI L P

Form 4 June 29, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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See Instruction

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GTCR MEZZANINE PARTNERS LP		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 10% Owner Officer (give titleX Other (specify below) See remarks below			
CHICAGO,	(Street) IL 60654		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ally Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	d (A) o))	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)	
Stock, Par value \$0.01 per share	06/25/2009			<u>J(1)</u>	4,295	D	\$0	569 (2) (3)	D		
Common Stock, Par value \$0.01 per share								178,652	I	See footnotes (4) (5) (6)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Relationships

See remarks below

See remarks below

Reporting Owners

Reporting Owner Name / Address							
1	Director	10% Owner	Officer	Other			
GTCR MEZZANINE PARTNERS LP 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654				See remarks below			
GTCR PARTNERS VI L P 300 N. LASALLE STREET				Can managed a halany			

SUITE 5600 CHICAGO, IL 60654

GTCR GOLDER RAUNER LLC

300 N. LASALLE STREET

SUITE 5600

CHICAGO, IL 60654

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).

(1)

Reporting Owners 2

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Reflects a pro rata distribution of such shares by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") to certain of its limited partners. The distribution of shares from Mezzanine Partners to its limited partners was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.

- (2) Does not include the 4,295 shares distributed to the limited partners, which are beneficially owned by the limited partners.
 - Mezzanine Partners is the direct beneficial owner of the 569 shares reported in Table I. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of Partners VI. As such, GTCR Partners VI. and GTCR Partners VII. and GTCR Partners VI. and
- (3) Partners VI and GTCR may be deemed to be beneficial owners of the 569 shares reported in Table I. GTCR Partners VI and GTCR expressly disclaim beneficial ownership of the 569 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 VI or GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.
 - Reflects shares held directly by GTCR Capital Partners, L.P. ("Capital Partners"). Mezzanine Partners is the general partner of Capital Partners, GTCR Partners VI is the general partner of Mezzanine Partners, 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.
- (4) Mezzanine Partners, GTCR Partners VI 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 Mezzanine Partners, GTCR Partners VI 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., TCW/Crescent Mezzanine Partners III, L.P., 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
- (6) 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 Holdin. 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.