

VeriFone Holdings, Inc.  
Form 3  
November 10, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Â Dumbrell Jeffrey C                      |          | (Month/Day/Year)                     | VeriFone Holdings, Inc. [PAY]  |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 11/01/2008                           |  |  |
| 45022 GARNER DRIVE                        |          |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   | (Street) |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| ALPHARETTA,Â GAÂ 30004                    |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State)  | (Zip)                                | Executive Vice President   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,000   | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|   |       |            |              | Shares  |          | (I)<br>(Instr. 5) |   |
|---|-------|------------|--------------|---------|----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 04/29/2012 | Common Stock | 2,188   | \$ 10    | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 06/30/2012 | Common Stock | 1,313   | \$ 16.25 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 09/02/2015 | Common Stock | 200,000 | \$ 19.99 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 07/03/2013 | Common Stock | 8,250   | \$ 29.28 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 01/03/2014 | Common Stock | 20,000  | \$ 35.45 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 04/02/2014 | Common Stock | 50,000  | \$ 36.43 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Dumbrell Jeffrey C<br>45022 GARNER DRIVE<br>ALPHARETTA, GA 30004 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

/s/ Carolyn Belamide, Power of Attorney for Jeffrey Dumbrell 11/07/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of this stock option vested on May 1, 2006. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.
- (2) 25% of this stock option vested on July 1, 2006. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.
- (3) 25% of this stock option vests on September 2, 2009. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.
- (4) 25% of this stock option vested on July 3, 2007. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.
- (5) 25% of this stock option vested on January 3, 2008. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested
- (6) 25% of this stock option vested on April 2, 2008. An additional 6.25% of this stock option vests at the end of each subsequent three month period thereafter until this stock option has fully vested.

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.