

VeriFone Holdings, Inc.
Form S-1MEF
September 19, 2005

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As filed with the Securities and Exchange Commission on September 19, 2005

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VeriFone Holdings, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3578
(Primary Standard Industrial
Classification in Number)

04-3692546
(I.R.S. Employer
Identification No.)

**2099 Gateway Place, Suite 600
San Jose, California 95110
(408) 232-7800**

(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

**Douglas G. Bergeron
VeriFone Holdings, Inc.
2099 Gateway Place, Suite 600
San Jose, California 95110
(408) 232-7800**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Scott D. Miller, Esq.
Sullivan & Cromwell LLP
1870 Embarcadero Road
Palo Alto, California 94303
(650) 461-5600

Alan F. Denenberg, Esq.
Davis Polk & Wardwell
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement

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If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act") check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. File No. 333-127998

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Number of shares to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (1)(2) | Amount of registration fee |
|--|---------------------------------------|---|--|----------------------------|
| Common Stock, par value \$0.01 per share | 2,389,985 | \$20.78 | \$49,663,889 | \$5,846 |

(1) Includes shares issuable upon exercise of the underwriters' option to purchase additional shares of Common Stock.

(2) Based on the public offering price.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

VeriFone Holdings, Inc., a Delaware corporation (the "Company"), is filing this registration statement with respect to the registration of an additional 2,389,985 shares of its common stock, par value \$0.01 per share, pursuant to General Instruction V of Form S-1 and rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), including 311,737 shares of its common stock subject to an over-allotment option. This Registration Statement relates to the public offering of our common stock contemplated by the Registration Statement on Form S-1 (File No. 333-127998), as amended (the "Prior Registration Statement"), which was originally filed by the Company with the Securities and Exchange Commission (the "Commission") on August 31, 2005 and declared effective by the Commission on September 19, 2005.

The contents of the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this registration statement.

The required opinions and consents are listed on the Index to Exhibits attached hereto and filed herewith.

**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in the Prior Registration Statement are incorporated by reference into, and shall be deemed to be a part of, this Registration Statement. In addition, the following exhibits are filed herewith:

(a) The following exhibits are filed as part of this Registration Statement:

| Exhibit Number | Description |
|---------------------------|--|
| 5.1 | Opinion of Sullivan & Cromwell LLP |
| 23.1 | Consent of Sullivan & Cromwell LLP (Included in Exhibit 5.1) |
| 23.2 | Consent of Independent Registered Public Accounting Firm |
| 24.1 | Power of Attorney* |

*
Previously filed in connection with the Registration Statement on Form S-1 (file No. 333-127998) and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, California, on September 19, 2005.

VERIFONE HOLDINGS, INC.

By: /s/ DOUGLAS G. BERGERON

Douglas G. Bergeron, Chairman of the Board
of Directors and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|--|--------------------|
| <u>/s/ DOUGLAS G. BERGERON</u> Douglas G. Bergeron | Chairman of the Board of Directors and Chief Executive Officer (principal executive officer) | September 19, 2005 |
| <u>/s/ BARRY ZWARENSTEIN</u> Barry Zwarenstein | Senior Vice President and Chief Financial Officer (principal financial and accounting officer) | September 19, 2005 |
| <u>*</u> Craig A. Bondy | Director | September 19, 2005 |
| <u>*</u> James C. Castle | Director | |
| <u>*</u> Leslie Denend | Director | September 19, 2005 |
| <u>*</u> Robert B. Henske | Director | September 19, 2005 |
| <u>*</u> Collin E. Roche | Director | September 19, 2005 |
| <u>*</u> Daniel Timm | Director | September 19, 2005 |

*By: /s/ BARRY ZWARENSTEIN
Barry Zwarenstein
Attorney-in-fact

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EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

SIGNATURES