

ROCHE COLLIN E
Form 4
June 27, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ROCHE COLLIN E

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/23/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------------|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 06/23/2006 | | S | | 2,773,042 | D | \$ 26.55 | 17,986,792.95 | I | see footnotes (1) (2) (3) |
| Common Stock, par value \$0.01 per share | 06/23/2006 | | S | | 201,571 | D | \$ 26.55 | 1,307,448.1 | I | see footnotes (1) (2) (4) |
| Common Stock, par value | 06/23/2006 | | S | | 25,387 | D | \$ 26.55 | 164,670.52 | I | see footnotes (1) (2) (5) |

\$0.01 per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROCHE COLLIN E | X | X | | |

Signatures

/s/ Steven S. Hall under a Power of Attorney filed as Exhibit 99.1 to the Form 4 filed on September 26, 2005

06/27/2006

__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).
The Reporting Person expressly disclaims beneficial ownership of the shares reported in Tables I and II, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
- (1)
- (2) See Remark.

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(3) GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of these shares of Common Stock. GTCR Partners VII, L.P. ("GTCR Partners VII") is the general partner of Fund VII, and GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be the beneficial owners of these shares of Common Stock. GTCR is managed by its members. The Reporting Person is a Principal of GTCR and a member of GTCR Partners VII, and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock and Preferred Stock owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.

(4) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of these shares of Common Stock. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital Partners. GTCR Partners VI, L.P. ("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 these shares of Common Stock. GTCR is managed by its members. The Reporting Person is a Principal of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock and Preferred Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

(5) GTCR Co-Invest, L.P. ("Co-Invest") is the direct beneficial owner of these shares of Common Stock. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be the beneficial owner of these shares of Common Stock. GTCR is managed by its members. The Reporting Person is a Principal of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock and Preferred Stock owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.

Remarks:

The beneficial ownership information does not include 13,809,617 shares held by stockholders subject to the Stockholders Agreement.

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.