

VeriFone Holdings, Inc.
Form SC 13G/A
February 12, 2007
CUSIP No. 92342Y 10 9

13G

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

OMB APPROVAL
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December 31, 2005
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SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

VeriFone Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

92342Y 10 9

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

[Repeat this page as necessary]

1 NAMES OF REPORTING PERSON: GTCR Fund VII, L.P.

I.R.S. IDENTIFICATION NOs. OF ABOVE PERSONS:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
 NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER:

15,213,750.95

6 SHARED VOTING POWER:

-0- (See Item 4)

7 SOLE DISPOSITIVE POWER:

15,213,750.95

8 SHARED DISPOSITIVE POWER:

-0- (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(See Item 4) 15,213,750.95

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.6%

12 TYPE OF REPORTING PERSON*: PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

[Repeat this page as necessary]

1 NAMES OF REPORTING PERSON: GTCR Co-Invest, L.P.

I.R.S. IDENTIFICATION NOs. OF ABOVE PERSONS:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)	o
(b)	x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
 NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER:

139,283.52

6 SHARED VOTING POWER:

-0- (See Item 4)

7 SOLE DISPOSITIVE POWER:

139,283.52

8 SHARED DISPOSITIVE POWER:

-0- (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(See Item 4) 139,283.52

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12 TYPE OF REPORTING PERSON*: PN

*** SEE INSTRUCTIONS BEFORE FILLING OUT.**

[Repeat this page as necessary]

1 NAMES OF REPORTING PERSON: GTCR Capital Partners, L.P.

I.R.S. IDENTIFICATION NOs. OF ABOVE PERSONS:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)	o
(b)	x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
 NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER:

1,105,877.1

6 SHARED VOTING POWER:

-0- (See Item 4)

7 SOLE DISPOSITIVE POWER:

1,105,877.1

8 SHARED DISPOSITIVE POWER:

-0- (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(See Item 4) 1,105,877.1

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%

12 TYPE OF REPORTING PERSON*: PN

*** SEE INSTRUCTIONS BEFORE FILLING OUT.**

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[Repeat this page as necessary]

1 NAMES OF REPORTING PERSON: GTCR Partners VII, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF
SHARES
BENEFICIALLY

5

SOLE VOTING POWER:

-0-