

VeriFone Holdings, Inc.  
Form 8-K  
April 03, 2008

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

**Form 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): March 31, 2008  
VERIFONE HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-32465**  
(Commission File Number)

**04-3692546**  
(IRS Employer  
Identification No.)

**2099 Gateway Place, Suite 600  
San Jose, CA 95110**  
(Address of principal executive offices with zip code)  
**(408) 232-7800**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Item 9.01 Financial Statements and Exhibits.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective March 31, 2008, VeriFone Holdings, Inc. (the Registrant ) amended (the Amendment ) Section 4.1 and Article VI of its Bylaws ( Bylaws ). The Amendment (a) clarifies that the Registrant s capital stock may be represented by uncertificated, as well as certificated, shares and (b) eliminates certain provisions that had previously expired in accordance with their terms.

The Registrant adopted the amendments relating to uncertificated shares in order to comply with new rules of the New York Stock Exchange that require listed companies to be eligible for the Direct Registration System ( DRS ) by March 31, 2008. DRS will allow the Registrant s stockholders to have securities recorded on the Registrant s books (through its transfer agent) without the issuance of a physical stock certificate.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of Amendment No. 1 to the Registrant s Bylaws, a copy of which is filed as Exhibit 3.3 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 3.3	Amendment No. 1 to the Bylaws of VeriFone Holdings, Inc.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERIFONE HOLDINGS, INC.

Date: April 2, 2008

By: /s/ Douglas Bergeron  
Name: Douglas Bergeron  
Title: Chief Executive Officer

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<b>Exhibit No.</b>	<b>Description</b>
Exhibit 3.3	Amendment No. 1 to the Bylaws of VeriFone Holdings, Inc.

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