

VERIFONE SYSTEMS, INC.  
Form 8-K  
May 18, 2010

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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): 05/18/2010**

**VeriFone Systems, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-32465**

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

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

**2099 Gateway Place, Suite 600**  
San Jose, CA 95110  
(Address of principal executive offices, including zip code)

**408-232-7800**  
(Registrant's telephone number, including area code)

**VeriFone Holdings, Inc.**  
(Former name or former address, if changed since last report)

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**

Effective May 18, 2010, we changed our corporate name from VeriFone Holdings, Inc. (the "Company") to VeriFone Systems, Inc. The name change was made pursuant to Section 253 of the Delaware General Corporation Law by merging a wholly-owned subsidiary of the Company with and into the Company. The Company is the surviving corporation and, in connection with the merger, we amended Article One of the Company's Amended and Restated Certificate of Incorporation to change our corporate name to VeriFone Systems, Inc. pursuant to a Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware. A copy of the Certificate of Ownership and Merger is attached hereto as Exhibit 3.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

3.1 Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware on May 18, 2010

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**SIGNATURES**

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

VeriFone Systems, Inc.

Date: May 18, 2010

By: /s/ Albert Liu

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Albert Liu  
Senior Vice President & General Counsel

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-3.1	Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware on May 18, 2010