

VeriFone Holdings, Inc.
Form POS AM
January 14, 2009

As filed with the Securities and Exchange Commission on January 14, 2009
Registration No. 333-153391

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

**Post-Effective Amendment No. 1 to
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 Code Number)
2099 Gateway Place, Suite 600
San Jose, CA 95110
(408) 232-7800

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

(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, CA 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

Approximate date of commencement of proposed sale to the public: Not applicable.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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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 statement 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 statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|--|--|--|--|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
| (Do not check if a smaller reporting company) | | | |

This post-effective amendment no. 1 to the registration statement removes from registration any of the securities that remain unsold as of the date of the filing of this post-effective amendment no. 1 to the registration statement. The registrant was obligated to maintain the effectiveness of this registration statement until the date when all of the holders of transfer restricted securities are able to sell all transfer restricted securities immediately without restriction pursuant to Rule 144(k) under the Securities Act of 1933, as amended, or any successor rule thereto. Because the securities covered hereby are eligible for resale pursuant to Rule 144(b)(1), a successor rule to Rule 144(k), the registrant hereby removes these securities from registration. The registrant will cooperate with eligible holders to remove the restrictive legends from their securities. The registration statement is hereby terminated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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, State of California, on the 14th day of January, 2009.

VeriFone Holdings, Inc.

By: /s/ Douglas G. Bergeron

Name: Douglas G. Bergeron

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated:

| Signature | Title | Date |
|--|---|---------------------|
| /s/ Douglas G. Bergeron Douglas G. Bergeron | Chief Executive Officer (principal executive officer) | January 14, 2009 |
| /s/ Robert Dykes Robert Dykes | Chief Financial Officer (principal financial and accounting officer) | January 14, 2009 |
| * Leslie G. Denend | Director | January 14, 2009 |
| * Robert W. Alspaugh | Director | January 14, 2009 |
| * Alex W. Hart | Director | January 14, 2009 |
| * Robert B. Henske | Director | January 14, 2009 |
| * Eitan Raff | Chairman of the Board of Directors | January 14, 2009 |
| * Charles R. Rinehart | Director | January 14, 2009 |
| * | Director | |

Collin E. Roche

January 14,
2009

*

Director

January 14,
2009

Jeffrey E. Stiefler

*By: /s/ Robert Dykes
Robert Dykes
Attorney-in-Fact