GTCR PARTNERS VI L P

Form 4 June 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person *

(State)

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(b).

GTCR CAPITAL PARTNERS L P Issuer Symbol VeriFone Holdings, Inc. [PAY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director X 10% Owner Other (specify Officer (give title 300 N. LASALLE STREET, SUITE 06/04/2009 below) 5600

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original

(Zip)

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

5. Relationship of Reporting Person(s) to

Filed(Month/Day/Year)

CHICAGO, IL 60654

(City)

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

						1		-,	.,
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqı	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	osed c	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
		•					Following	(Instr. 4)	(Instr. 4)
							Reported	· · · · ·	
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(
Common									
Stock, par value \$0.01	06/04/2009		J <u>(1)</u>	470,332	D	\$0	178,652 <u>(2)</u>	D (3) (4) (5)	
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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships							
reporting Owner Frame?	1441 033	Director	10% Owner	Officer	Other				
GTCR CAPITAL PARTNE 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654			X						
GTCR MEZZANINE PART 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654			X						
GTCR PARTNERS VI L P 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654	•		X						
GTCR GOLDER RAUNER 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654			X						
Signatures									
/s/ Steven S. Hall	06/08/2009								

Explanation of Responses:

**Signature of

Reporting Person

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reflects a pro rata distribution of such shares by GTCR Capital Partners, L.P. ("Capital Partners") to its partners, including 10,452 shares distributed to GTCR Mezzanine Partners, L.P. ("Mezzanine Partners"). The distribution of shares from Capital Partners to Mezzanine Partners was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.

Reporting Owners 2

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Does not include the 10,452 shares distributed to Mezzanine Partners, which are beneficially owned by Mezzanine Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of Partners VI. As such, GTCR Partners VI and GTCR may be deemed to be beneficial owner of such shares. GTCR Partners VI and GTCR expressly disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. The

Partners VI and GTCR expressly disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR Partners VI or GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.

Capital Partners is the direct beneficial owner of the shares reported in Table I. Mezzanine Partners is the general partner of Capital Partners, GTCR Partners VI is the general partner of Mezzanine Partners and 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 the 178,652 shares reported in Table I.

- (3) Mezzanine Partners, GTCR Partners VI and GTCR expressly disclaim beneficial ownership of the shares reported in Table I, except to the extent of their pecuniary interest therein. The filing of this form shall not be deemed an admission that Mezzanine Partners, GTCR Partners VI or GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.
 - The beneficial ownership information does not include shares held by other stockholders subject to the Stockholders Agreement, dated as of July 1, 2002, by and among VeriFone Holdings, Inc., GTCR Fund VII, L.P., GTCR Co-Invest, L.P., GTCR Capital Partners, L.P.,
- (4) TCW/Crescent Mezzanine Partners III, L.P., TCW/Crescent Mezzanine Trust III, TCW/Crescent Mezzanine Partners III Netherlands, L.P. and TCW Leveraged Income Trust VI, L.P., VF Holding Corp. and the executives party thereto (the "Stockholders Agreement"). Subject to specified conditions, the Stockholders Agreement requires the stockholders who are parties to it to consent to any sale of the Issuer to a non-affiliate of GTCR if the sale is approved by the holders of a majority of the shares subject to the agreement.
 - This provision generally applies to any set of transactions that results in the acquisition, by a person or group of related persons, of substantially all of the assets of the Issuer or of an amount of the Issuer's stock with sufficient voting power to elect a majority of the
- (5) Issuer's directors. The Reporting Person expressly disclaims beneficial ownership of such shares held by other stockholders subject to the Stockholders Agreement. 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.

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.