

VERIFONE SYSTEMS, INC.  
Form 8-K  
March 01, 2011

**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): 3/01/2011**

**VERIFONE SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

Commission File Number: 001-32465

Delaware  
(State or Other Jurisdiction of

04-3692546  
(I.R.S. Employer

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Incorporation or Organization)

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)

N/A

(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 (*see* General Instruction A.2. below):

- .. 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))

**Item 2.02. Results of Operations and Financial Condition**

On March 1, 2011, VeriFone Systems, Inc. (the Company) hosted a conference call and webcast to report its financial results for the fiscal quarter ended January 31, 2011. During the call, the Company presented supplemental financial information regarding its first quarter fiscal 2011 results. A copy of this supplemental financial information and reconciliations of Non-GAAP to GAAP financial measures presented in the information are posted on the Company's investor relations website at <http://ir.verifone.com>, and attached hereto as Exhibit 99.1.

This Form 8-K and the attached exhibit are provided under Item 2.02 of Form 8-K and are furnished to, but shall not be deemed filed with, the Securities and Exchange Commission or incorporated by reference into the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

99.1 First Quarter Fiscal 2011 Supplemental Financial Information

**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: March 1, 2011

By: /s/ Albert Liu  
Albert Liu  
Senior Vice President & General Counsel

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| Ex-99.1            | First Quarter Fiscal 2011 Supplemental Financial Information |