ROCHE COLLIN E
Form 4
December 29, 2005

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
ROCHE COLLIN E

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VeriFone Holdings, Inc. [PAY]

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	12/27/2005		S		2,310,868	D	$ 24.65	20,759,834.95	I	See Footnote (1) (2) (3)
Common Stock, par value $0.01 per share	12/27/2005		S		167,976	D	$ 24.65	1,509,019.1	I	See Footnote (1) (2) (4)
Common Stock, par value	12/27/2005		S		21,156	D	$ 24.65	190,057.52	I	See Footnote (1) (2) (5)

$0.01 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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			
	Director	10% Owner	Officer	Other
ROCHE COLLIN E	X	X		

Signatures

/s/ Steven S. Hall under a Power of Attorney filed as Exhibit 99.1 to the Form 4 filed on September 26, 2005 — 12/29/2005

**Signature of Reporting Person — Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1)	The Reporting Person expressly disclaims beneficial ownership of the shares reported in Tables I and II, except to the extent of his pecuniary interest therein. 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.
(2)	See Remarks.

(3) GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of these shares of Common Stock. GTCR Partners VII, L.P. ("GTCR Partners VII") is the general partner of Fund VII, and GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be the beneficial owners of these shares of Common Stock. GTCR is managed by its members. The Reporting Person is a Principal of GTCR and a member of GTCR Partners VII, and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock and Preferred Stock owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.

(4) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of these shares of Common Stock. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. 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 these shares of Common Stock. GTCR is managed by its members. The Reporting Person is a Principal of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock and Preferred Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

(5) GTCR Co-Invest, L.P. ("Co-Invest") is the direct beneficial owner of these shares of Common Stock. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be the beneficial owner of these shares of Common Stock. GTCR is managed by its members. The Reporting Person is a Principal of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock and Preferred Stock owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.

Remarks:

The beneficial ownership information does not include 13,809,617 shares held by stockholders subject to the Stockholders Ag

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.