

Trunkbow International Holdings Ltd
Form SC 13G
February 15, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS

FILED PURSUANT TO RULE 13D-1(b), (c) AND (d)

AND AMENDMENTS THERETO FILED PURSUANT TO 13D-2(b)

Trunkbow International Holdings Limited

(Name of Issuer)

Common Stock
(Title of Class of Securities)

89818A102
(CUSIP Number)

Edgar Filing: Trunkbow International Holdings Ltd - Form SC 13G

December 31, 2010

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

VeriFone Systems, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

5 SOLE VOTING POWER

NUMBER OF **3,000,000 (1)**
6 SHARED VOTING POWER
SHARES

BENEFICIALLY

OWNED BY **0**
7 SOLE DISPOSITIVE POWER
EACH

REPORTING **3,000,000 (1)**
PERSON 8 SHARES DISPOSITIVE POWER

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,000,000
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.2% (2)

12 TYPE OF REPORTING PERSON

CO

- (1) Includes warrant exercisable for the purchase of 500,000 shares of common stock.
- (2) Based on 36,472,075 shares outstanding as of February 8, 2011.

- Item 1(a). Name of Issuer: **Trunkbow International Holdings Limited**
- Item 1(b). Address of Issuer's Principal Executive Offices: **UNIT 1217-1218, 12/F TWR B, GEMDALE PLAZA NO. 91 JIANGUO ROAD, CHAOYANG DISTRICT BEIJING F4 100022**
- Item 2(a). VeriFone Systems, Inc.
- Item 2(b). Address of Principal Business Office or if none, Residence: **2099 Gateway Place, Ste 600, San Jose, CA 95110**
- Item 2(c). Citizenship: **Delaware**
- Item 2(d). Title of Class of Securities: **Common Stock**
- Item 2(e). CUSIP Number: **89818A102**
- Item 3. Not Applicable
- Item 4. Ownership:
- (a) Amount Beneficially Owned: **3,000,000 shares**
 - (b) Percent of Class: **8.2% based on 36,472,075 shares outstanding as of February 8, 2011**
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: **3,000,000 shares**
 - (ii) shared power to vote or to direct the vote: **0**
 - (iii) sole power to dispose or to direct the disposition of: **3,000,000 shares**
 - (iv) shared power to dispose or to direct the disposition of: **0**
- Item 5. Ownership of Five Percent or Less of a Class: **Not Applicable**
- Item 6. Ownership of More than Five Percent on Behalf of Another Person: **Not Applicable**

Edgar Filing: Trunkbow International Holdings Ltd - Form SC 13G

Item 7. Identification and Classification of Subsidiary Which Acquired the Securities: **See Exhibit A**

Item 8. Identification and Classification of Members of the Group: **Not Applicable**

Item 9. Notice of Dissolution of Group: **Not Applicable**

Item 10. Certification:
Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2011

By: /s/Albert Liu
SVP, General Counsel & Secretary

EXHIBIT A

VeriFone Systems, Inc. is filing this Schedule 13G as the parent holding company. Pursuant to Rule 13d-2(k)(1) and the instructions in Item 7 of Schedule 13G, VeriFone Systems, Inc. is the beneficial owner of 3,000,000 shares, or 8.2%, of the outstanding Common Stock of Trunkbow International Holdings Limited by virtue of its 100% ownership of VeriFone Intermediate Holdings, Inc.

VeriFone Intermediate Holdings, Inc., 2099 Gateway Place, Ste 600, San Jose, CA, a Delaware corporation and wholly-owned subsidiary of VeriFone Systems, Inc., is the beneficial owner of 3,000,000 shares, or 8.2%, of the outstanding Common Stock of Trunkbow International Holdings Limited by virtue of its 100% ownership of VeriFone, Inc.

VeriFone, Inc., 2099 Gateway Place, Ste 600, San Jose, CA, a Delaware corporation and wholly-owned subsidiary of VeriFone Intermediate Holdings, Inc. and an indirect wholly-owned subsidiary of VeriFone Systems, Inc., is the direct owner of 3,000,000 shares, or 8.2%, of the outstanding Common Stock of Trunkbow International Holdings Limited.

The undersigned persons, on February 14, 2011, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the outstanding Common Stock of Trunkbow International Holdings Limited at December 31, 2010.

VeriFone Systems, Inc.

By: /s/ Albert Liu
SVP, General Counsel & Secretary

VeriFone Intermediate Holdings, Inc.

By: /s/ Albert Liu
Director

VeriFone, Inc.

By: /s/ Albert Liu
Director