

VERIFONE SYSTEMS, INC.
Form SC 13D
September 08, 2014

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)**

VeriFone Systems, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

92342Y109

(CUSIP Number)

Xavier Gutierrez

Meruelo Investment Partners LLC

9550 Firestone Blvd., Suite 105

Downey, California 90241

(562) 745-2339

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 29, 2014

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP No. 92342Y109

1. Names of Reporting Persons.
Alex Meruelo Living Trust
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
California
- | | | |
|---|-----|-------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,209,655(1)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
4.61%

(1) 1,882,800 of the shares are from option contracts that are exercisable within sixty days.

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CUSIP No. 92342Y109

1. Names of Reporting Persons.
Monterey Insurance Company, Inc.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Utah
- | | | |
|---|-----|-------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
953,987(2)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.84%

(2) 391,600 of the shares are from option contracts that are exercisable within sixty days.

CUSIP No. 92342Y109

- | | | | | | | | | | |
|---|--|----|--------------------------------|----|--------------------------|----|-------------------------------------|-----|-------------------------------|
| 1. | Names of Reporting Persons.
Meruelo Investment Partners LLC | | | | | | | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> | | | | | | | | |
| 3. | SEC Use Only | | | | | | | | |
| 4. | Source of Funds (See Instructions)
AF | | | | | | | | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | | | | | | | | |
| 6. | Citizenship or Place of Organization
Nevada | | | | | | | | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | <table border="0"> <tr> <td style="vertical-align: top;">7.</td> <td style="vertical-align: top;">Sole Voting Power
6,163,642</td> </tr> <tr> <td style="vertical-align: top;">8.</td> <td style="vertical-align: top;">Shared Voting Power
0</td> </tr> <tr> <td style="vertical-align: top;">9.</td> <td style="vertical-align: top;">Sole Dispositive Power
6,163,642</td> </tr> <tr> <td style="vertical-align: top;">10.</td> <td style="vertical-align: top;">Shared Dispositive Power
0</td> </tr> </table> | 7. | Sole Voting Power
6,163,642 | 8. | Shared Voting Power
0 | 9. | Sole Dispositive Power
6,163,642 | 10. | Shared Dispositive Power
0 |
| 7. | Sole Voting Power
6,163,642 | | | | | | | | |
| 8. | Shared Voting Power
0 | | | | | | | | |
| 9. | Sole Dispositive Power
6,163,642 | | | | | | | | |
| 10. | Shared Dispositive Power
0 | | | | | | | | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
6,163,642 | | | | | | | | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> | | | | | | | | |
| 13. | Percent of Class Represented by Amount in Row (11)
5.45% | | | | | | | | |
| 14. | Type of Reporting Person (See Instructions)
00 | | | | | | | | |

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CUSIP No. 92342Y109

- | | | | | | | | | | |
|---|--|----|--------------------------|----|--------------------------|----|-------------------------------|-----|-------------------------------|
| 1. | Names of Reporting Persons.
Liset Meruelo C/F Alexander Meruelo and Lissete Meruelo UTMA/CA | | | | | | | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> | | | | | | | | |
| 3. | SEC Use Only | | | | | | | | |
| 4. | Source of Funds (See Instructions)
AF | | | | | | | | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | | | | | | | | |
| 6. | Citizenship or Place of Organization
California | | | | | | | | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | <table border="0"> <tr> <td style="vertical-align: top;">7.</td> <td style="vertical-align: top;">Sole Voting Power
460</td> </tr> <tr> <td style="vertical-align: top;">8.</td> <td style="vertical-align: top;">Shared Voting Power
0</td> </tr> <tr> <td style="vertical-align: top;">9.</td> <td style="vertical-align: top;">Sole Dispositive Power
460</td> </tr> <tr> <td style="vertical-align: top;">10.</td> <td style="vertical-align: top;">Shared Dispositive Power
0</td> </tr> </table> | 7. | Sole Voting Power
460 | 8. | Shared Voting Power
0 | 9. | Sole Dispositive Power
460 | 10. | Shared Dispositive Power
0 |
| 7. | Sole Voting Power
460 | | | | | | | | |
| 8. | Shared Voting Power
0 | | | | | | | | |
| 9. | Sole Dispositive Power
460 | | | | | | | | |
| 10. | Shared Dispositive Power
0 | | | | | | | | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
460 | | | | | | | | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> | | | | | | | | |
| 13. | Percent of Class Represented by Amount in Row (11)
0% | | | | | | | | |
| 14. | Type of Reporting Person (See Instructions)
00 | | | | | | | | |

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CUSIP No. 92342Y109

1. Names of Reporting Persons.
Alexander Meruelo
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
PF / AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
California
- | | | |
|---|-----|-------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
230
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0%
14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 92342Y109

1. Names of Reporting Persons.
Lisette Meruelo
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
PF / AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
California
- | | | |
|---|-----|-------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
230
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0%
14. Type of Reporting Person (See Instructions)
IN

CUSIP No. 92342Y109

- | | |
|---|--|
| 1. | Names of Reporting Persons.
Alexis Meruelo |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
PF / AF |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
California |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. Sole Voting Power
230 |
| | 8. Shared Voting Power
0 |
| | 9. Sole Dispositive Power
230 |
| | 10. Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
230 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
0% |
| 14. | Type of Reporting Person (See Instructions)
IN |

CUSIP No. 92342Y109

1. Names of Reporting Persons.
Alex Meruelo
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
AF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
United States
- | | | |
|---|-----|-------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
6,164,332 |
| | 8. | Shared Voting Power
0 |
| | 9. | Sole Dispositive Power
6,164,332 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
6,164,332
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
5.45%
 14. Type of Reporting Person (See Instructions)
IN/HC

Introduction

Item 1. Security and Issuer.

This Schedule 13D (the "Schedule 13D") relates to the common stock, \$0.01 par value (the "Common Stock") of VeriFone Systems, Inc., a Delaware corporation (the "Company"). The Company's principal executive offices are located at 2099 Gateway Place, Suite 600, San Jose, CA 95110.

Item 2. Identity and Background.

This statement is jointly filed by and on behalf of Alex Meruelo Living Trust ("Meruelo Trust"), Monterey Insurance Company, Inc. ("Monterey"), Meruelo Investment Partners LLC ("Meruelo Partners"), Liset Meruelo, Alexander Meruelo, Lisette Meruelo, Alexis Meruelo and Alex Meruelo.

Meruelo Trust is a revocable intervivos trust. The principal business of Meruelo Trust is serving as a revocable intervivos trust.

Monterey is an insurance company. The principal business of Monterey is insurance underwriting and other insurance related businesses.

Meruelo Partners acts as an investment adviser or manager to other persons and accounts and may be deemed to beneficially own securities owned or held by or for the account or benefit of such persons and accounts, including Meruelo Trust and Monterey. The principal business of Meruelo Partners is serving as an investment adviser or manager to other parties and accounts.

Liset Meruelo serves as the custodian of accounts which hold securities of the Company for the benefit of her children Alexander Meruelo and Lisette Meruelo, pursuant to the Uniform Transfer to Minors Act. Both Alexander and Lisette Meruelo are students.

Alexis Meruelo is a student.

Mr. Meruelo is the trustee of Meruelo Trust and Managing Member of Meruelo Partners and may be deemed to control, and beneficially own securities owned or held by, Meruelo Partners. The present principal occupation of Mr. Meruelo is serving as the principal of the Meruelo Group. Meruelo Group is a privately-held management company serving a diversified portfolio of affiliated entities with interests in banking and financial services, food services (manufacturing, distribution, and restaurant operations), construction and engineering, hospitality and gaming, real estate management and development, media (television and radio), and public and private equity investing.

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The place of organization or citizenship, as applicable, of each reporting person is stated in Item 6 of such reporting person's cover page hereto. Except for Alex Meruelo, the address of the principal office or business address, as applicable, of each reporting person and the Meruelo Group is 9550 Firestone Blvd., Suite 105, Downey, California 90241. The address of the principal office or business address of Alex Meruelo is 2500 E. 2nd Street, Reno, Nevada 89595.

No reporting person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years. No reporting person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws (or finding any violation with respect to such laws) as a result of a civil proceeding of a judicial or administrative body of competent jurisdiction to which such reporting person was a party during the last five years.

Each reporting person may be deemed (due to a relationship described herein or otherwise) to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act and

may be deemed to beneficially own securities owned or held by each other reporting person. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such reporting person is, for purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or any securities of the issuer.

Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such reporting person is, for purposes of Section 13(d) or (g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item 3. Source and Amount of Funds or Other Consideration.

On November 17, 2010, Hypercom Corporation, a Delaware corporation (Hypercom), the Company and Honey Acquisition Co., a Delaware corporation and wholly owned subsidiary of the Company (Merger Sub) entered into an Agreement and Plan of Merger (the Merger Agreement). On August 4, 2011, (the Effective Date), pursuant to the terms and subject to the conditions of the Merger Agreement, Merger Sub merged with and into the Hypercom with Hypercom continuing as the surviving corporation and wholly owned subsidiary of the Company (the Merger).

Subject to the terms and conditions of the Merger Agreement, on the Effective Date, each issued and outstanding share of common stock of Hypercom was converted into and became exchangeable for 0.23 shares of common stock of the Company.

Accordingly, at the Effective Date, the 5,002,415 shares of Hypercom common stock held by Meruelo Trust at the Effective Date, were converted into 1,150,555 shares of the Company.

In addition, at the Effective Date, 1,000 shares of Hypercom common stock beneficially owned each by Alexander Meruelo, Lissete Meruelo and Alexis Meruelo, respectively, at the Effective Date, were converted into 230 shares of the Company.

The Merger Agreement is incorporated by reference in this filing in Exhibit 99.1 and any reference to or description of the Merger and the Merger Agreement are qualified in their entirety by reference to the full text of the Merger Agreement, which is incorporated by reference herein in its entirety where such references or descriptions appear.

Subsequent to the Merger, the reporting persons continued to trade in the Company s securities.

During the past sixty days, Meruelo Trust has purchased the option to purchase 1,485,000 shares of Common Stock, for a total purchase price of approximately \$7,501,316 for such rights.

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The reporting persons purchased shares and/or the rights to purchase shares with a combination of trust funds from Meruelo Trust and personal funds, including working capital of Monterey.

Item 4. Purpose of Transaction.

The securities covered by this statement were acquired for investment purposes. Each reporting person believes that the subject class of securities is undervalued and represents an attractive investment opportunity.

Each reporting person plans and proposes to review and analyze such reporting person's interest in the issuer on a continuing basis and engage in discussions, as well as discussions with the issuer, the issuer's directors and officers and other persons related to the issuer, as such reporting person deems necessary or appropriate in connection with such reporting person's interest in the issuer.

Depending upon the factors described below and any other factor that is or becomes relevant, each reporting person plans and proposes to: (a) acquire additional amounts of the subject class of securities or different equity, debt, or other securities of the issuer, derivative securities related to securities of the issuer or other securities related to the issuer (collectively, "Issuer-Related Securities") or a combination or combinations of Issuer-Related Securities, including by purchase or other method, pursuant to open market, private, tender offer, or other transactions, using borrowed or other funds or consideration of or from any source described herein or other source or via a combination or combinations of such methods, transactions, consideration, and sources; (b) dispose of all or part of the securities covered by this statement and any other Issuer-Related Securities, including by sale or other

method, pursuant to open market, private, or other transactions or via a combination or combinations of such methods and transactions; (c) engage in financing, lending, hedging, pledging, or similar transactions involving the securities covered by this statement or other Issuer-Related Securities or a combination or combinations of such transactions; (d) engage in discussions and otherwise communicate with the issuer, officers, directors, and security holders of the issuer and other persons related to the issuer with respect to Issuer-Related Securities, the issuer, the issuer's industry, business, condition, operations, structure, governance, management, capitalization, dividend policy, other policies, plans, and prospects and related and other matters; (e) suggest or recommend a transaction or transactions involving the acquisition, sale, or exchange of all or part of the Issuer-Related Securities or assets of the issuer, other actions or a combination or combinations of such actions, in any case, which relates or relate to (or could result in) a change or changes to the issuer's business, condition, operations, structure, governance, management, capitalization, policies, plans, and prospects and similar and other actions and changes; (f) make a proposal or proposals involving the acquisition or sale of all or part of the Issuer-Related Securities or assets of the issuer; (g) make a proposal or proposals to request that the issuer and/or the security holders of the issuer consider an extraordinary or other transaction, such as a merger or reorganization, or a combination or combinations of such transactions; and (h) engage in a combination or combinations of the foregoing plans and/or proposals.

Each such plan or proposal may be subject to, and depend upon, a variety of factors, including (i) current and anticipated trading prices and the expected value of applicable Issuer-Related Securities, (ii) the issuer's financial condition and position, results of operations, plans, prospects and strategies, (iii) general industry conditions, (iv) the availability, form and terms of financing and other investment and business opportunities, (v) general stock market and economic conditions, (vi) tax considerations and (vii) other factors. Each acquisition, disposition, transaction, discussion, communication, suggestion, recommendation, proposal and other action described herein may be effected, made or taken, as applicable, at any time and/or from time to time without prior notice. Although the plans and proposals described herein reflect the plans and proposals presently contemplated by the reporting persons with respect to the issuer and the Issuer-Related Securities, as applicable, each such plan and proposal is subject to change at any time and from time to time dependent upon contingencies and assumed and speculative conditions and other factors, including actions taken by the issuer, the issuer's board of directors, other security holders of the issuer and other parties and the outcome of the discussions, communications, transactions and other actions described herein. There can be no assurance that any such plan or proposal will be consummated or pursued or result in any transaction described herein or other transaction or that any action contemplated by any such plan or proposal (or any similar action) will be taken. Except as otherwise described herein, no reporting person currently has any plan or proposal that relates to or would result in any of the actions specified in clause (a) through (j) of Item 4 of Schedule 13D. However, each reporting person may, at any time and from time to time, plan or propose to effect or cause an action or actions relating to or resulting in one or more of the actions specified in clause (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) The aggregate number and percentage of the subject class of securities beneficially owned by each reporting person is stated (and those securities for which such reporting person has a right to acquire, if any, are identified) in items 11 and 13 on such reporting person's cover page hereto or otherwise herein, based on 113,058,435 shares of Common Stock outstanding as of August 29, 2014.

(b) Number of securities for or as to which each reporting person has:

(i) Sole power to vote or to direct the vote:

See Item 7 on such reporting person's cover page hereto.

(ii) Shared power to vote or to direct the vote:

See Item 8 on such reporting person's cover page hereto.

(iii) Sole power to dispose or to direct the disposition of:

See Item 9 on such reporting person's cover page hereto.

(c) During the past sixty days, the only transactions in the Common Stock effected by the reporting parties were the open market purchases by Meruelo Trust set forth in Exhibit 1.1.

(d) Other persons are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities covered by this statement that may be deemed to be beneficially owned by the reporting persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer.

The reporting persons do not have any contract, arrangement, understanding or relationship with any other person with respect to any securities of the Company.

Item 7. Material to be Filed as Exhibits.

The information required to be provided by Item 7 of Schedule 13D in this statement is provided in the Exhibit Index hereto or otherwise herein. The information in the Exhibit Index hereto and each other Item herein is incorporated by reference in answer or partial answer to this Item.

Remainder of Page Intentionally Left Blank. Signature Page(s) to Follow.

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.

Alex Meruelo Living Trust

Date: September 8, 2014
By: /s/ Alex Meruelo
Name: Alex Meruelo
Title: Trustee

Monterey Insurance Company, Inc.

Date: September 8, 2012
By: /s/ Alex Meruelo
Name: Alex Meruelo
Title: Chief Executive Officer

Meruelo Investment Partners LLC

Date: September 8, 2014
By: /s/ Alex Meruelo
Name: Alex Meruelo
Title: Managing Member

Liset Meruelo C/F Alexander Meruelo and Lisete Meruelo UTMA/CA

Date: September 8, 2014
By: /s/ Liset Meruelo
Name: Liset Meruelo

Alexis Meruelo

Date: September 8, 2012
By: /s/ Alexis Meruelo
Name: Alexis Meruelo

Alex Meruelo

Date: September 8, 2014

By: /s/ Alex Meruelo
Name: Alex Meruelo

Remainder of Page Intentionally Left Blank. Exhibit Index to Follow.

Exhibit Index

Exhibit

Reference	Description
1.1	Transactions in Shares (furnished herewith)
24.1	Joint Filing Agreement and Power of Attorney (furnished herewith)
99.1	Agreement and Plan of Merger dated November 17, 2010, by and among Hypercom Corporation, a Delaware corporation, the Company and Honey Acquisition Co., a Delaware corporation and wholly owned subsidiary of the Company (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed with the SEC on November 19, 2010).
99.2	Letter dated September 8, 2014 (furnished herewith)

Remainder of Page Intentionally Left Blank. Exhibit(s) to Follow.