

VeriFone Holdings, Inc.  
Form 10-Q  
September 04, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 31, 2009

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number: 001-32465

**VERIFONE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**04-3692546**  
(I.R.S. Employer  
Identification No.)

**2099 Gateway Place, Suite 600**

**San Jose, CA 95110**

(Address of principal executive offices with zip code)

**(408) 232-7800**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

At August 31, 2009, the number of shares outstanding of the registrant's common stock, \$0.01 par value was 84,483,083.

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**VERIFONE HOLDINGS, INC.**

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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS (Unaudited)  
VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

|  | Three Months Ended<br>July 31,        |            | Nine Months Ended<br>July 31, |             |
|--|---------------------------------------|------------|-------------------------------|-------------|
|  | 2009                                  | 2008       | 2009                          | 2008        |
|  | (Unaudited)                           |            |                               |             |
|  | (In thousands, except per share data) |            |                               |             |
| Net revenues:  |                                       |            |                               |             |
| System Solutions   | \$ 182,198                            | \$ 228,766 | \$ 541,619                    | \$ 588,078  |
| Services   | 29,050                                | 29,932     | 85,266                        | 89,142      |
| Total net revenues   | 211,248                               | 258,698    | 626,885                       | 677,220     |
| Cost of net revenues:  |                                       |            |                               |             |
| System Solutions   | 123,032                               | 151,698    | 372,984                       | 403,208     |
| Services   | 16,220                                | 18,577     | 47,681                        | 54,873      |
| Total cost of net revenues   | 139,252                               | 170,275    | 420,665                       | 458,081     |
| Gross profit   | 71,996                                | 88,423     | 206,220                       | 219,139     |
| Operating expenses:  |                                       |            |                               |             |
| Research and development   | 15,554                                | 17,558     | 48,450                        | 57,179      |
| Sales and marketing  | 17,079                                | 23,540     | 53,701                        | 70,945      |
| General and administrative   | 8,506                                 | 35,863     | 57,471                        | 93,183      |
| Amortization of purchased intangible assets                            | 4,835                                 | 6,183      | 15,533                        | 18,855      |
| Impairment of goodwill   |                                       |            | 175,512                       |             |
| Total operating expenses   | 45,974                                | 83,144     | 350,667                       | 240,162     |
| Operating income (loss)  | 26,022                                | 5,279      | (144,447)                     | (21,023)    |
| Interest expense   | 988                                   | (6,447)    | (8,658)                       | (21,877)    |
| Interest income  | 259                                   | 1,194      | 1,275                         | 4,677       |
| Other income (expense), net  | (4,686)                               | 194        | 13,309                        | (6,240)     |
| Income (loss) before income taxes                                      | 22,583                                | 220        | (138,521)                     | (44,463)    |
| Provision for income taxes   | 673                                   | 7,419      | 3,002                         | 14,221      |
| Net income (loss)  | \$ 21,910                             | \$ (7,199) | \$ (141,523)                  | \$ (58,684) |
| Net income (loss) per share:   |                                       |            |                               |             |
| Basic  | \$ 0.26                               | \$ (0.09)  | \$ (1.68)                     | \$ (0.70)   |
| Diluted  | \$ 0.26                               | \$ (0.09)  | \$ (1.68)                     | \$ (0.70)   |
| Weighted average shares used in computing net income (loss) per share: |                                       |            |                               |             |
| Basic  | 84,475                                | 84,194     | 84,461                        | 84,181      |

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|         |        |        |        |        |
|---------|--------|--------|--------|--------|
| Diluted | 84,565 | 84,194 | 84,461 | 84,181 |
|---------|--------|--------|--------|--------|

The accompanying Notes to Condensed Consolidated Financial Statements  
are an integral part of these financial statements.

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

|  | July 31,<br>2009<br>(Unaudited)     | October 31,<br>2008<br>(1) |
|--|-------------------------------------|----------------------------|
|  | (In thousands,<br>except par value) |                            |
| <b>ASSETS</b>  |                                     |                            |
| Current assets:  |                                     |                            |
| Cash and cash equivalents  | \$ 254,812                          | \$ 157,160                 |
| Accounts receivable, net of allowance of \$4,667 and \$5,033   | 176,069                             | 170,234                    |
| Inventories  | 98,480                              | 168,360                    |
| Deferred tax assets  | 11,470                              | 9,465                      |
| Prepaid expenses and other current assets  | 45,115                              | 57,631                     |
| <b>Total current assets</b>  | <b>585,946</b>                      | <b>562,850</b>             |
| Property, plant and equipment, net   | 50,925                              | 52,309                     |
| Purchased intangible assets, net   | 62,721                              | 92,637                     |
| Goodwill   | 150,701                             | 321,903                    |
| Deferred tax assets  | 1,010                               | 1,276                      |
| Debt issuance costs, net   | 9,090                               | 11,704                     |
| Other assets   | 31,613                              | 37,073                     |
| <b>Total assets</b>  | <b>\$ 892,006</b>                   | <b>\$ 1,079,752</b>        |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                                     |                            |
| Current liabilities:   |                                     |                            |
| Accounts payable   | \$ 74,813                           | \$ 81,188                  |
| Income taxes payable   | 3,062                               | 2,185                      |
| Accrued compensation   | 18,515                              | 19,477                     |
| Accrued warranty   | 9,415                               | 8,527                      |
| Deferred revenue, net  | 48,506                              | 47,687                     |
| Deferred tax liabilities   | 2,269                               | 1,805                      |
| Accrued expenses   | 9,005                               | 9,475                      |
| Other current liabilities  | 61,064                              | 91,168                     |
| Short-term debt  | 5,700                               | 5,022                      |
| <b>Total current liabilities</b>   | <b>232,349</b>                      | <b>266,534</b>             |
| Accrued warranty   | 1,920                               | 1,490                      |
| Deferred revenue, net  | 15,431                              | 13,292                     |
| Long-term debt   | 505,446                             | 543,357                    |
| Deferred tax liabilities   | 70,234                              | 68,928                     |
| Other long-term liabilities  | 44,311                              | 41,939                     |
| <b>Total liabilities</b>   | <b>869,691</b>                      | <b>935,540</b>             |
| Minority interest  | 2,302                               | 2,058                      |
| Stockholders' equity:  |                                     |                            |
| Preferred stock: \$0.01 par value; 10,000 shares authorized at July 31, 2009 and October 31, 2008; zero shares issued and outstanding as of July 31, 2009 and October 31, 2008 | 845                                 | 845                        |

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|   |                   |                     |
|---|-------------------|---------------------|
| Common stock: \$0.01 par value; 200,000 shares authorized at July 31, 2009 and October 31, 2008; 84,482 and 84,443 shares issued and outstanding as of July 31, 2009 and October 31, 2008 |                   |                     |
| Additional paid-in capital  | 673,957           | 655,974             |
| Accumulated deficit   | (645,696)         | (504,173)           |
| Accumulated other comprehensive loss  | (9,093)           | (10,492)            |
| <b>Total stockholders' equity</b>   | <b>20,013</b>     | <b>142,154</b>      |
| <b>Total liabilities and stockholders' equity</b>   | <b>\$ 892,006</b> | <b>\$ 1,079,752</b> |

(1) Amounts as of October 31, 2008 were derived from the October 31, 2008 audited Consolidated Balance Sheets. The accompanying Notes to Condensed Consolidated Financial Statements

are an integral part of these financial statements.

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

|   | <b>Nine Months Ended July 31,</b> |             |
|---|-----------------------------------|-------------|
|   | <b>2009</b>                       | <b>2008</b> |
|   | <b>(Unaudited)</b>                |             |
|   | <b>(In thousands)</b>             |             |
| <b>Cash flows from operating activities</b>   |                                   |             |
| Net loss  | \$ (141,523)                      | \$ (58,684) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: |                                   |             |
| Impairment of goodwill  | 175,512                           |             |
| Amortization of purchased intangible assets   | 31,026                            | 43,155      |
| Stock-based compensation  | 17,956                            | 13,159      |
| Depreciation and amortization of property, plant, and equipment                           | 10,224                            | 9,894       |
| Amortization of capitalized software development costs                                    | 2,566                             | 1,142       |
| Amortization of debt issuance costs   | 2,062                             | 1,994       |
| Write-off of capitalized software   | 611                               | 2,700       |
| Loss on disposal of property, plant, and equipment  | 707                               | 375         |
| Gain on reversal of Lipman pre-acquisition contingency                                    | (14,870)                          |             |
| Gain on extinguishment of debt  | (13,103)                          |             |
| Deferred income taxes   | 384                               | 9,074       |
| Other   | 246                               | 15          |
| Net cash provided by operating activities before changes in working capital               | 71,798                            | 22,824      |
| Changes in operating assets and liabilities:  |                                   |             |
| Accounts receivable, net  | (5,678)                           | 18,306      |
| Inventories   | 69,985                            | (54,875)    |
| Prepaid expenses and other current assets   | 12,588                            | (7,114)     |
| Other assets  | 3,305                             | (15,361)    |
| Accounts payable  | (6,375)                           | 386         |
| Income taxes payable  | 877                               | 15,583      |
| Tax benefit from stock-based compensation   | (14)                              | (939)       |
| Accrued compensation  | (1,004)                           | 742         |
| Accrued warranty  | 1,318                             | (3,110)     |
| Deferred revenue, net   | 2,957                             | 8,847       |
| Accrued expenses and other liabilities  | (22,407)                          | 12,191      |
| Net cash provided by (used in) operating activities                                       | 127,350                           | (2,520)     |
| <b>Cash flows from investing activities</b>   |                                   |             |
| Purchases of property, plant, and equipment   | (7,712)                           | (14,368)    |
| Software development costs capitalized  | (1,719)                           | (3,170)     |
| Acquisition of businesses, net of cash and cash equivalents acquired                      | (1,330)                           | (15,366)    |
| Other   | 96                                |             |
| Net cash used in investing activities   | (10,665)                          | (32,904)    |
| <b>Cash flows from financing activities</b>   |                                   |             |
| Proceeds from advances against banker's acceptances                                       | 8,638                             |             |
| Proceeds from debt  |                                   | 286         |
| Repayment of debt and advances against banker's acceptances                               | (32,400)                          | (3,750)     |
| Payment of debt amendment fees  |                                   | (1,751)     |
| Proceeds from exercises of stock options  | 70                                | 1,692       |
| Tax benefit of stock-based compensation   | 14                                | 939         |
| Other   | (81)                              | (63)        |
| Net cash used in financing activities   | (23,759)                          | (2,647)     |
| Effect of foreign currency exchange rate changes on cash and cash equivalents             | 4,726                             | 5,084       |
| Net increase (decrease) in cash and cash equivalents                                      | 97,652                            | (32,987)    |
| Cash and cash equivalents, beginning of period  | 157,160                           | 215,001     |



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|  |            |            |
|--|------------|------------|
| Cash and cash equivalents, end of period                         | \$ 254,812 | \$ 182,014 |
| <b>Supplemental disclosures of cash flow information</b>         |            |            |
| Cash paid for interest   | \$ 13,974  | \$ 15,626  |
| Cash paid (received) for income taxes                            | \$ 294     | \$ (1,002) |
| <b>Schedule of non cash transactions</b>                         |            |            |
| Acquisition of property, plant and equipment under capital lease | \$ 202     | \$         |

The accompanying Notes to Condensed Consolidated Financial Statements

are an integral part of these financial statements.

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**Note 1. Principles of Consolidation and Summary of Significant Accounting Policies**

***Business Description***

VeriFone Holdings, Inc. ( VeriFone or the Company ) was incorporated in the state of Delaware on June 13, 2002. VeriFone designs, markets, and services electronic payment solutions that enable secure electronic payments among consumers, merchants, and financial institutions.

***Principles of Consolidation***

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned and majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated and amounts pertaining to the non-controlling ownership interest held by third parties in the operating results and financial position of the Company's majority-owned subsidiaries are reported as minority interest.

***Unaudited Interim Financial Statements***

The accompanying condensed consolidated financial statements as of July 31, 2009 and for the three and nine months ended July 31, 2009 and 2008 are unaudited. These unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) for interim financial information and the rules and regulations of the Securities and Exchange Commission ( SEC ), for reports on Form 10-Q and, therefore, do not include all information and notes normally provided in audited financial statements prepared under GAAP. In the opinion of the Company's management, the unaudited condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements and include all adjustments of a normal and recurring nature necessary for the fair presentation of the Company's financial position as of July 31, 2009, its results of operations for the three and nine months ended July 31, 2009 and 2008 and cash flows for the nine months ended July 31, 2009 and 2008. The Condensed Consolidated Balance Sheet at October 31, 2008 has been derived from audited consolidated financial statements, but does not include all disclosures required by GAAP. These unaudited interim condensed consolidated financial statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2008 filed with the SEC.

***Use of Estimates***

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates, and such differences may be material to the condensed consolidated financial statements.

***Subsequent Events***

The Company has evaluated subsequent events, as defined by Statement of Financial Accounting Standards ( SFAS ) No. 165, Subsequent Events, through the date that the condensed consolidated financial statements were issued on September 4, 2009.

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### ***Reclassifications***

Certain amounts reported in previous periods have been reclassified to conform to the current period presentation. The reclassifications did not affect previously reported revenues, total operating expense, operating income, net income, or stockholders' equity.

### ***Summary of Significant Accounting Policies***

Other than the following items, there have been no changes in the Company's significant accounting policies during the nine months ended July 31, 2009 as compared to the significant accounting policies described in the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2008.

Effective November 1, 2008, the Company adopted SFAS No. 157, *Fair Value Measurements*, for all financial assets and liabilities recognized or disclosed at fair value in the financial statements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 applies to other pronouncements that require or permit fair value measurements; it does not require any new fair value measurements. In accordance with FSP No. 157-2, *Effective Date of FASB Statement No. 157*, the Company has delayed the implementation of SFAS No. 157 provisions on the fair value of goodwill, other intangible assets and non-financial long-lived assets until the beginning of fiscal year 2010. The adoption of FAS No. 157 did not have any material impact on the Company's condensed consolidated financial statements. See *Note 5. Fair Value Measurements* for additional information relating to the adoption of SFAS No. 157.

Effective November 1, 2008, the Company adopted SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities including an Amendment of FASB Statement No. 115*, which allows an entity to choose to measure certain financial assets and liabilities at fair value on an instrument-by-instrument basis. Subsequent fair value measurements for the financial assets and liabilities an entity elects to measure will be recognized in earnings. The Company has not elected the fair value option for any eligible assets and liabilities.

Effective February 1, 2009, the Company adopted the disclosure requirements of SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*. SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS No. 133). It requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. See *Note 6. Derivative Financial Instruments* for additional information relating to the adoption of SFAS No. 161.

Effective May 1, 2009, the Company adopted the disclosure requirements of the Financial Accounting Standards Board (FASB) Staff Position (FSP) 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. This FSP amends SFAS No. 107, *Disclosures about Fair Value of Financial Instruments* to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. The adoption of this standard did not have a material impact on Company's condensed consolidated financial statements. See *Note 5. Fair Value Measurements* for additional information relating to the adoption of FSP SFAS No. 107-1 and APB No. 28-1.

Effective May 1, 2009, the Company adopted SFAS No. 165, *Subsequent Events*. SFAS No. 165 establishes the principles and requirements for evaluating and reporting subsequent events, including the period subject to evaluation for subsequent events, the circumstances requiring recognition of subsequent events in the financial statements, and the required disclosures.

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***Concentrations of Credit Risk***

As of July 31, 2009, one customer accounted for 13.9% of the Company's accounts receivable. As of October 31, 2008, no customer accounted for more than 10% of the Company's accounts receivable. No customer accounted for more than 10% of the Company's total net revenues during the three month and nine month periods ended July 31, 2009 and 2008.

***Recent Accounting Pronouncements***

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46R*. SFAS No. 167 amends FASB Interpretation No. (FIN) 46 (revised December 2003), *Consolidation of Variable Interest Entities* (FIN 46R) to require an analysis to determine whether a variable interest gives the entity a controlling financial interest in a variable interest entity. This statement requires an ongoing reassessment and eliminates the quantitative approach previously required for determining whether an entity is the primary beneficiary. This statement is effective for fiscal years beginning after Nov. 15, 2009. Accordingly, the Company will adopt SFAS No. 167 at the beginning of fiscal year 2011. The Company is currently evaluating and has not yet determined the impact, if any, its adoption will have on the Company's condensed consolidated financial statements.

In June 2009, the FASB issued SFAS No. 166, *Accounting for Transfers of Financial Assets*. SFAS No. 166 removes the concept of a qualifying special-purpose entity from SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities* (SFAS 140) and removes the exception from applying FIN 46R. This statement also clarifies the requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. This statement is effective for fiscal years beginning after Nov. 15, 2009. Accordingly, the Company will adopt SFAS No. 166 at the beginning of fiscal year 2011. The Company is currently evaluating and has not yet determined the impact, if any, its adoption will have on the Company's condensed consolidated financial statements.

In April 2009, the FASB issued FASB Staff Position ( FSP ) No. FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies*, which amends and clarifies the initial recognition and measurement, subsequent measurement and accounting, and related disclosures of assets and liabilities arising from contingencies in a business combination under Statement of Financial Accounting Standards (SFAS) No. 141 (revised 2007), *Business Combinations* (SFAS 141R). This FSP is effective for assets and liabilities arising from contingencies in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company is currently evaluating and has not yet determined the impact, if any, its adoption will have on the Company's condensed consolidated financial statements.

Other than these accounting pronouncements, there have been no significant changes in accounting pronouncements during the nine months ended July 31, 2009 as compared to the recent accounting pronouncements described in the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2008.

**Note 2. Goodwill and Purchased Intangible Assets**

The Company performed its annual impairment test of goodwill as of August 1, 2008 in accordance with SFAS No. 142 which did not result in an impairment of goodwill. However, in light of the Company's operating results in the fourth quarter of fiscal year 2008, the Company reduced its projected future cash flows significantly, which resulted in an indicator of possible impairment of goodwill and long-lived assets as defined under SFAS No. 142 and SFAS No. 144, requiring the Company to perform an impairment test as of October 15, 2008. Following the impairment test, the Company recorded impairment charges of \$262.5 million for goodwill for its EMEA reporting unit and \$26.6 million for developed and core technology intangible assets in the fourth quarter of fiscal year 2008.

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During November 2008, the macroeconomic environment worldwide continued to weaken. This was caused by the illiquidity of the credit markets, difficulties in the banking and financial services sectors, falling consumer confidence and rising unemployment rates. The Company's stock price and market capitalization declined significantly which was considered an indicator of possible impairment of goodwill and long-lived assets triggering the necessity of an additional impairment test as of December 1, 2008.

As a result of the goodwill impairment test, the Company concluded that the carrying amount of the North America and Asia reporting units exceeded their implied fair values and recorded an estimated impairment charge of \$178.2 million in the Corporate segment during the first quarter of fiscal year 2009. The Company finalized the goodwill evaluation process and recorded a \$2.7 million reduction of impairment charge during the second quarter of fiscal year 2009. The final impairment charge for the North America and Asia reporting units was \$175.5 million. The net carrying value of goodwill in North America and International segments was reduced by \$65.6 million and \$109.9 million, respectively, as a result of the impairment charges. See *Note 14. Segment and Geographic Information* for additional information on segment information.

The long-lived assets impairment tests did not result in additional impairment charges.

**Goodwill**

Activity related to goodwill consisted of the following (in thousands):

|  | Nine Months<br>Ended<br>July 31,<br>2009 | Year Ended<br>October 31,<br>2008 |
|--|--|-----------------------------------|
| Balance at beginning of period   | \$ 321,903                               | \$ 611,977                        |
| Additions related to acquisitions  |  | 4,564                             |
| Resolution of tax contingencies and adjustments to tax reserves and valuation allowance established in purchase accounting and tax benefits for exercise of vested stock options assumed | (802)                                    | 139                               |
| Goodwill impairment  | (175,512)                                | (262,462)                         |
| Currency translation adjustments   | 5,112                                    | (32,315)                          |
| Balance at end of period   | \$ 150,701                               | \$ 321,903                        |

**Purchased Intangible Assets**

Purchased intangible assets subject to amortization consisted of the following (in thousands):

|                               | July 31, 2009               |                             |                           | October 31, 2008            |                             |                           |
|-------------------------------|-----------------------------|-----------------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|
|                               | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount |
| Developed and core technology | \$ 159,654                  | \$ (125,584)                | \$ 34,070                 | \$ 158,432                  | \$ (109,991)                | \$ 48,441                 |
| Trade name                    | 24,917                      | (22,517)                    | 2,400                     | 24,917                      | (22,315)                    | 2,602                     |
| Internal use software         | 5,143                       | (2,522)                     | 2,621                     | 5,155                       | (1,629)                     | 3,526                     |
| Customer relationships        | 94,538                      | (70,908)                    | 23,630                    | 94,003                      | (55,935)                    | 38,068                    |
|                               | \$ 284,252                  | \$ (221,531)                | \$ 62,721                 | \$ 282,507                  | \$ (189,870)                | \$ 92,637                 |

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Amortization of purchased intangible assets for the three and nine months ended July 31, 2009 and 2008 was allocated as follows (in thousands):

|                                  | Three Months Ended<br>July 31, |           | Nine Months Ended<br>July 31, |           |
|----------------------------------|--------------------------------|-----------|-------------------------------|-----------|
|                                  | 2009                           | 2008      | 2009                          | 2008      |
| Included in cost of net revenues | \$ 5,184                       | \$ 8,001  | \$ 15,493                     | \$ 24,300 |
| Included in operating expenses   | 4,835                          | 6,183     | 15,533                        | 18,855    |
|                                  | \$ 10,019                      | \$ 14,184 | \$ 31,026                     | \$ 43,155 |

Estimated future amortization expense of intangible assets recorded as of July 31, 2009 is as follows (in thousands):

| Fiscal Years Ending October 31: | Cost of<br>Net Revenues | Operating<br>Expenses | Total     |
|---------------------------------|-------------------------|-----------------------|-----------|
| 2009 (remaining 3 months)       | \$ 4,919                | \$ 4,863              | \$ 9,782  |
| 2010                            | 16,027                  | 12,391                | 28,418    |
| 2011                            | 10,824                  | 3,883                 | 14,707    |
| 2012                            | 1,127                   | 1,211                 | 2,338     |
| 2013                            | 337                     | 731                   | 1,068     |
| Thereafter                      | 836                     | 5,572                 | 6,408     |
|                                 | \$ 34,070               | \$ 28,651             | \$ 62,721 |

**Note 3. Balance Sheet Details*****Inventories***

Inventories consisted of the following (in thousands):

|                 | July 31,<br>2009 | October 31,<br>2008 |
|-----------------|------------------|---------------------|
| Raw materials   | \$ 28,738        | \$ 56,295           |
| Work-in-process | 6,456            | 6,416               |
| Finished goods  | 63,286           | 105,649             |
|                 | \$ 98,480        | \$ 168,360          |

***Prepaid Expenses and Other Current Assets***

Prepaid expenses and other current assets consisted of the following (in thousands):

|                  | July 31,<br>2009 | October 31,<br>2008 |
|------------------|------------------|---------------------|
| Prepaid taxes    | \$ 26,327        | \$ 31,554           |
| Prepaid expenses | 10,923           | 13,489              |

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|                      |           |           |
|----------------------|-----------|-----------|
| Other receivables    | 636       | 5,267     |
| Other current assets | 7,229     | 7,321     |
|                      | \$ 45,115 | \$ 57,631 |

### ***Restricted Cash***

The Company had \$1.9 million of restricted cash as of July 31, 2009 and October 31, 2008. The restricted cash balances were comprised mainly of pledged deposits for bank guarantees to customers. As of July 31, 2009, \$1.5 million of the restricted cash was included in Other Assets and the remaining \$0.4 million was included in

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Prepaid Expenses and Other Current Assets in the Condensed Consolidated Balance Sheets. As of October 31, 2008, the entire \$1.9 million of the restricted cash was included in Other Assets in the Condensed Consolidated Balance Sheets.

***Accrued Warranty***

Activity related to accrued warranty consisted of the following (in thousands):

|  | <b>Nine Months<br/>Ended<br/>July 31,<br/>2009</b> | <b>Year<br/>Ended<br/>October 31,<br/>2008</b> |
|--|--|--|
| Balance at beginning of period               | \$ 10,017  | \$ 11,667                                      |
| Warranty charged to cost of net revenues (1) | 7,121  | 7,289  |
| Utilization of warranty                      | (5,772)  | (10,877)                                       |
| Change in estimates                          | (31)   | 1,889  |
| Warranty liabilities assumed in acquisitions |  | 49   |
| Balance at end of period                     | 11,335   | 10,017   |
| Less current portion                         | (9,415)  | (8,527)  |
| Long-term portion                            | \$ 1,920   | \$ 1,490                                       |

- (1) In July 2009, the Company recorded a \$3.2 million charge related to a product specific warranty reserve. It is reasonably possible that this amount may increase or decrease materially within the next twelve months due to changes in facts and circumstances.

***Deferred Revenue, net***

Deferred revenue, net consisted of the following (in thousands):

|                          | <b>July 31,<br/>2009</b> | <b>October 31,<br/>2008</b> |
|--------------------------|--------------------------|-----------------------------|
| Deferred revenue         | \$ 76,955                | \$ 73,263                   |
| Deferred cost of revenue | (13,018)                 | (12,284)                    |
|                          | 63,937                   | 60,979                      |
| Less current portion     | (48,506)                 | (47,687)                    |
| Long-term portion        | \$ 15,431                | \$ 13,292                   |

***Other Current Liabilities***

Other current liabilities consisted of the following (in thousands):

|                           | <b>July 31,<br/>2009</b> | <b>October 31,<br/>2008</b> |
|---------------------------|--------------------------|-----------------------------|
| Other tax liabilities (1) | \$ 33,199                | \$ 35,542                   |



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|                                   |           |           |
|-----------------------------------|-----------|-----------|
| Accrued interest                  | 507       | 4,448     |
| Accounts payable related accruals | 16,146    | 23,217    |
| Accrued legal and audit fees      | 2,841     | 10,885    |
| Other                             | 8,371     | 17,076    |
| <br>                              |           |           |
| Total other current liabilities   | \$ 61,064 | \$ 91,168 |

- (1) Two of the Company's Brazilian subsidiaries that were acquired as part of the acquisition of Lipman Electronic Engineering, Ltd. ( Lipman ) have been notified of assessments regarding Brazilian customs

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penalties that relate to alleged infractions in the importation of goods. The Company has accrued \$8.5 million (16.1 million Brazilian reais) and \$17.7 million (37.1 million Brazilian reais) as of July 31, 2009 and October 31, 2008, respectively, related to these assessments. In the third quarter of fiscal year 2009, the Company reduced this accrual by \$14.9 million (28.2 million Brazilian reais) as a result of the dismissal of one of the assessments. Of this amount, \$9.8 million was reversed against general and administrative expenses and \$5.1 million was reversed against interest expense. This reduction was partially offset by the accrual for legal fees related to a contingency legal representation agreement entered into between the Company's Brazilian subsidiary (prior to the Lipman acquisition) and Brazilian counsel pursuant to which the Company's Brazilian subsidiary has agreed to pay to Brazilian counsel legal fees in the amount of \$2.6 million (5.0 million Brazilian reais) for achieving the successful dismissal of the assessment. The accrued legal fees was included in general and administrative expenses in the third quarter of fiscal year 2009. See *Note 11. Commitments and Contingencies* for additional information related to these tax assessments.

**Note 4. Financings**

The Company's financings as of July 31, 2009 and October 31, 2008 consisted of the following (in thousands):

|                          | July 31,<br>2009 | October 31,<br>2008 |
|--------------------------|------------------|---------------------|
| Term B Loan              | \$ 227,500       | \$ 231,250          |
| Senior convertible notes | 282,750          | 316,250             |
| Other                    | 896              | 879                 |
| Total                    | 511,146          | 548,379             |
| Less current portion     | (5,700)          | (5,022)             |
| Long-term portion        | \$ 505,446       | \$ 543,357          |

The Company's interest expense was negative \$1.0 million for the three months ended July 31, 2009 due to the \$5.1 million reversal of accrued interest related to the Lipman pre-acquisition contingency accrual for the Brazilian importation tax assessment that was dismissed in the third quarter of fiscal year 2009.

**Secured Credit Facility**

On October 31, 2006, the Company's principal subsidiary, VeriFone Inc., entered into a credit agreement (the *Credit Facility*) consisting of a Term B Loan facility of \$500.0 million and a revolving loan permitting borrowings of up to \$40.0 million. The proceeds from the Term B loan were used to repay all outstanding amounts relating to a previous credit facility, pay certain transaction costs, and partially fund the cash consideration in connection with the acquisition of Lipman on November 1, 2006. Through July 31, 2009, the Company had repaid an aggregate of \$272.5 million, leaving a Term B Loan balance of \$227.5 million at July 31, 2009. At July 31, 2009, there was no outstanding balance on the revolving loan. The Credit Facility is guaranteed by the Company and certain of its subsidiaries and is secured by collateral including substantially all of the Company's assets and stock of the Company's subsidiaries.

Lehman Commercial Paper, Inc. ( *Lehman CP* ), a lender in the revolving loan, declared bankruptcy in October 2008. Under the terms of the Credit Facility, the Company declared Lehman CP a defaulting lender and removed Lehman CP as a lender in the revolving loan. Therefore, as of July 31, 2009 and October 31, 2008, \$25.0 million was available to the Company under the revolving loan. The Company does not expect to obtain a replacement lender for Lehman CP under the revolving loan.

The Company pays a commitment fee on the unused portion of the revolving loan credit facility at a rate that varies depending upon its consolidated total leverage ratio. The Company was paying a commitment fee at a rate of 0.425% per annum as of July 31, 2009 and October 31, 2008.

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The maturity dates on the components of the Credit Facility are October 31, 2012 for the revolving loan and October 31, 2013 for the Term B Loan. Principal payments on the Term B Loan are due in equal quarterly installments of \$1.3 million over the seven-year term on the last business day of each calendar quarter with the balance due on maturity.

At the Company's option, the Term B loan and the revolving loan can be Base Rate or Eurodollar Rate loans. Base Rate loans bear interest at a per annum rate equal to a margin over the greater of the Federal Funds rate plus 0.50% or the JP Morgan prime rate. For the Base Rate Term B loan, the margin was 1.75% as of July 31, 2009 and October 31, 2008. For the Base Rate revolving loan, the margin varies depending upon the Company's consolidated leverage ratio and was 1.00% as of July 31, 2009 and October 31, 2008.

At the Company's option, Eurodollar Rate loans bear interest at a margin over the one-, two-, three- or six-month LIBOR rate. The margin for the Eurodollar Rate Term B loan was 2.75% as of July 31, 2009 and October 31, 2008. The margin for the Eurodollar Rate revolving loan varies depending upon the Company's consolidated leverage ratio and was 2.00% as of July 31, 2009 and October 31, 2008.

As of July 31, 2009, the Term B loan bore interest at 2.75% over the one-month LIBOR rate of 0.31% for a total of 3.06%. As of October 31, 2008, the Term B loan bore interest at 2.75% over the one-month LIBOR rate of 3.12% for a total of 5.87%. As of July 31, 2009 and October 31, 2008, no amounts were outstanding under the revolving loan.

The terms of the Credit Facility require the Company to comply with financial covenants, including maintaining leverage and fixed charge coverage ratios at the end of each fiscal quarter. As of July 31, 2009, the Company was required to maintain a total leverage ratio of not greater than 3.5 to 1.0 and a fixed charge coverage ratio of at least 2.0 to 1.0. Total leverage ratio is equal to total debt less cash as of the end of a reporting fiscal quarter divided by consolidated EBITDA, as adjusted, for the most recent four consecutive fiscal quarters. Fixed charge coverage ratio is, all for the most recent four consecutive fiscal quarters, the ratio of (a) consolidated EBITDA, as adjusted, less capital expenditures, as adjusted, and cash tax payments, over (b) the sum of cash interest expense and scheduled debt payments. Some of the financial covenants become more restrictive over the term of the Credit Facility. Noncompliance with any of the financial covenants without cure or waiver would constitute an event of default under the Credit Facility. An event of default resulting from a breach of a financial covenant may result, at the option of lenders holding a majority of the loans, in an acceleration of repayment of the principal and interest outstanding and a termination of the loan. The Credit Facility also contains non-financial covenants that restrict some of the Company's activities, including its ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments, make capital expenditures, and engage in specified transactions with affiliates. The terms of the Credit Facility permit prepayments of principal and require prepayments of principal upon the occurrence of certain events including among others, the receipt of proceeds from the sale of assets, the receipt of excess cash flow as defined, and the receipt of proceeds of certain debt issues. The Credit Facility also contains customary events of default, including defaults based on events of bankruptcy and insolvency; nonpayment of principal, interest, or fees when due, subject to specified grace periods; breach of specified covenants; change in control; and material inaccuracy of representations and warranties. In addition, if the Company's leverage exceeds a certain level set out in its Credit Facility, a portion of the Company's excess cash flows must be used to pay down its outstanding debt. The Company was in compliance with its financial and non-financial covenants as of July 31, 2009.

***1.375% Senior Convertible Notes***

On June 22, 2007, the Company issued and sold \$316.2 million aggregate principal amount of 1.375% Senior Convertible Notes due in June 2012 (the Notes) in an offering through Lehman Brothers and JP Morgan Securities Inc. (together initial purchasers) to qualified institutional buyers pursuant to Section 4(2) and Rule 144A under the Securities Act. The net proceeds from the offering, after deducting transaction costs, were approximately \$307.9 million. The Company incurred approximately \$8.3 million of debt issuance costs.

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The transaction costs, consisting of the initial purchasers' discounts and offering expenses, were primarily recorded in debt issuance costs, net and are being amortized to interest expense using the effective interest method over five years. The Company will pay 1.375% interest per annum on the principal amount of the Notes, payable semi-annually in arrears in cash on June 15 and December 15 of each year, commencing on December 15, 2007, subject to increase in certain circumstances as described below.

In April 2009, the Company repurchased and extinguished \$33.5 million par value of its outstanding Notes for \$19.8 million, excluding accrued interest paid. The Company realized a \$13.1 million gain on these transactions, net of a \$0.6 million write-off of related deferred debt issuance costs. As of July 31, 2009, the remaining par value of the Notes was \$282.7 million.

The Notes were issued under an Indenture between the Company and U.S. Bank National Association, as trustee. Each \$1,000 of principal of the Notes are initially convertible into 22.719 shares of VeriFone common stock, which is equivalent to a conversion price of approximately \$44.02 per share, subject to adjustment upon the occurrence of specified events. Holders of the Notes may convert their Notes prior to maturity during specified periods as follows: (1) on any date during any fiscal quarter beginning after October 31, 2007 (and only during such fiscal quarter) if the closing sale price of the Company's common stock was more than 130% of the then current conversion price for at least 20 trading days in the period of the 30 consecutive trading days ending on the last trading day of the previous fiscal quarter; (2) at any time on or after March 15, 2012; (3) if the Company distributes, to all holders of its common stock, rights or warrants (other than pursuant to a rights plan) entitling them to purchase, for a period of 45 calendar days or less, shares of the Company's common stock at a price less than the average closing sale price for the ten trading days preceding the declaration date for such distribution; (4) if the Company distributes, to all holders of its common stock, cash or other assets, debt securities, or rights to purchase the Company's securities (other than pursuant to a rights plan), which distribution has a per share value exceeding 10% of the closing sale price of the Company's common stock on the trading day preceding the declaration date for such distribution; (5) during a specified period if certain types of fundamental changes occur; or (6) during the five business-day period following any five consecutive trading-day period in which the trading price for the Notes was less than 98% of the average of the closing sale price of the Company's common stock for each day during such five trading-day period multiplied by the then current conversion rate. Upon conversion, the Company would pay the holder the cash value of the applicable number of shares of the Company's common stock, up to the principal amount of the note. Amounts in excess of the principal amount, if any, will be paid in stock.

As of July 31, 2009, none of the conditions allowing holders of the Notes to convert had been met. If a fundamental change, as defined in the Indenture, occurs prior to the maturity date, holders of the Notes may require the Company to repurchase all or a portion of their Notes for cash at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus any accrued and unpaid interest (including additional interest, if any) up to, but excluding, the repurchase date.

The Notes are senior unsecured obligations and rank equal in right of payment with all of the Company's existing and future senior unsecured indebtedness. The Notes are effectively subordinated to any secured indebtedness to the extent of the value of the related collateral and structurally subordinated to indebtedness and other liabilities of the Company's subsidiaries including any secured indebtedness of such subsidiaries.

In connection with the offering of the Notes, the Company entered into note hedge transactions with affiliates of the initial purchasers (the counterparties), consisting of Lehman Brothers OTC Derivatives (Lehman Derivatives) and JPMorgan Chase Bank, National Association, London Branch, whereby the Company has the option to purchase up to 7.2 million shares of its common stock at a price of approximately \$44.02 per share. The note hedge transactions expire the earlier of the last day on which any Notes remain outstanding and June 14, 2012. The cost to the Company of the note hedge transactions was approximately \$80.2 million. The note hedge transactions are intended to mitigate the potential dilution upon conversion of the Notes in the event that the volume weighted average price of the Company's common stock on each trading day

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of the relevant conversion period or other relevant valuation period is greater than the applicable strike price of the convertible note hedge transactions, which initially corresponds to the conversion price of the Notes and is subject, with certain exceptions, to the adjustments applicable to the conversion price of the Notes. The note hedge transaction with Lehman Derivatives, which benefited from a guarantee by Lehman Brothers, covers 50% of the shares of the Company's common stock potentially issuable upon conversion of the Notes. The filing by Lehman Brothers of a voluntary Chapter 11 bankruptcy petition in September 2008 constituted an event of default under the note hedge transaction with Lehman Derivatives, giving the Company the immediate right to terminate the transaction and entitling the Company to claim reimbursement for the loss incurred in terminating and closing out the transaction. On September 21, 2008, the Company delivered a notice of termination to Lehman Derivatives and claimed reimbursement for the loss incurred in termination and close-out of the transaction.

In addition, the Company sold warrants to the counterparties whereby they have the option to purchase up to approximately 7.2 million shares of VeriFone common stock at a price of \$62.356 per share. The Company received approximately \$31.2 million in cash proceeds from the sale of these warrants. The warrants expire progressively from December 19, 2013 to February 3, 2014. If the volume weighted average price of the Company's common stock on each trading day of the measurement period at maturity of the warrants exceeds the applicable strike price of the warrants, there would be dilution to the extent that such volume weighted average price of the Company's common stock exceeds the applicable strike price of the warrants.

The cost incurred in connection with the note hedge transactions, net of the related tax benefit and the proceeds from the sale of the warrants, is included as a net reduction in additional paid-in capital in the accompanying Condensed Consolidated Balance Sheets as of July 31, 2009 and October 31, 2008, in accordance with the guidance in Emerging Issues Task Force (EITF) Issue No. 00-19, *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock*.

In accordance with SFAS No. 128, *Earnings per Share*, the Notes will have no impact on diluted earnings per share, or EPS, until the price of the Company's common stock exceeds the conversion price of \$44.02 per share because the principal amount of the Notes will be settled in cash upon conversion. Prior to conversion, the Company will include the effect of the additional shares that may be issued if its common stock price exceeds \$44.02 per share, using the treasury stock method. If the price of the Company's common stock exceeds \$62.356 per share, it will also include the effect of the additional potential shares that may be issued related to the warrants, using the treasury stock method. Prior to conversion, the note hedge transactions are not considered for purposes of the EPS calculation as their effect would be anti-dilutive.

**Banker's Acceptances**

The Company received \$8.6 million as advance against banker's acceptances during the second quarter of fiscal year 2009 which was recorded as short-term debt. The full amount was settled during the second and third quarters of fiscal year 2009.

**Principal Payments**

Principal payments due for financings over the next five years are as follows (in thousands):

| <b>Fiscal Years Ending October 31:</b> |                   |
|--|-------------------|
| 2009 (remaining 3 months)              | \$ 1,314          |
| 2010                                   | 5,699             |
| 2011                                   | 5,088             |
| 2012                                   | 287,795           |
| 2013                                   | 211,250           |
|  | <b>\$ 511,146</b> |

**Table of Contents****Note 5. Fair Value Measurements**

Effective November 1, 2008, the Company adopted SFAS No. 157, *Fair Value Measurements*, except as it applies to goodwill, other intangible assets, and non-financial assets and liabilities subject to FSP No. 157-2. SFAS No. 157 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering such assumptions, SFAS No. 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements by establishing a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are described below:

Level 1 Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. In accordance with SFAS No. 157, the Company measures its cash equivalents, Israeli severance pay funds and foreign currency derivative contracts at fair value. The money market funds and Israeli severance pay funds are classified as Level 1 because the funds are valued using quoted market prices. The foreign exchange derivative contracts are classified as Level 2 because the valuation inputs are based on quoted prices and market observable data of similar instruments in active markets.

The following table presents the Company's assets and liabilities that were measured at fair value on a recurring basis as of July 31, 2009, classified by the level within the fair value hierarchy (in thousands):

|   | Level 1          | Level 2      | Level 3   |
|---|------------------|--------------|-----------|
| <b>Assets</b>                           |                  |              |           |
| Money market funds                      | \$ 78,129        | \$           | \$        |
| Israeli severance funds                 | 2,347            |              |           |
| Foreign exchange derivative assets      |                  | 25           |           |
| <b>Total assets at fair value</b>       | <b>\$ 80,476</b> | <b>\$ 25</b> | <b>\$</b> |
| <b>Liabilities</b>                      |                  |              |           |
| Foreign exchange derivative liabilities | \$               | \$ 33        | \$        |
| <b>Total liabilities at fair value</b>  | <b>\$</b>        | <b>\$ 33</b> | <b>\$</b> |

**Fair Value of Other Financial Instruments**

Effective May 1, 2009, the Company adopted FSP SFAS No. 107-1 and APB No. 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. This requires disclosures about the fair value of all financial instruments for interim reporting periods.

Financial instruments consist principally of cash and cash equivalents, accounts receivable, accounts payable, long-term debt, foreign exchange forward contracts and severance funds. The estimated fair value of cash, accounts receivable, and accounts payable approximates their carrying value. Cash equivalents, foreign exchange forward contracts, and severance funds are recorded at fair value based on quoted market prices. The estimated fair value of long-term debt related to the Term B loan approximates its carrying value since the rate of



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interest on the long-term debt adjusts to market rates on a periodic basis. The fair value of the Company's 1.375% Senior Convertible Notes as of July 31, 2009 was \$224.8 million based on the closing trading price on July 31, 2009.

### **Note 6. Derivative Financial Instruments**

Effective February 1, 2009, the Company adopted SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement 133*. The adoption of SFAS No. 161 had no financial impact on the Company's condensed consolidated financial statements and only required additional financial statement disclosures. The Company applied the requirements of Statement No. 161 on a prospective basis. Accordingly, disclosures related to interim periods prior to the date of adoption have not been presented.

Foreign exchange forward contracts, both designated and not designated as hedging instruments pursuant to SFAS No. 133, are recognized either as assets or liabilities on the balance sheet at fair value at the end of each reporting period.

#### **Cash Flow Hedges**

The Company has used and from time to time in the future may use foreign currency derivatives such as forward contracts and options as hedges against anticipated sales or purchases denominated in foreign currencies. The company enters into these contracts to protect itself against the risk that the eventual net cash flows will be adversely affected by changes in foreign exchange rates.

For derivative instruments that are designated and qualify as a cash flow hedge under SFAS No. 133, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income (loss) (AOCI) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings.

As of July 31, 2009, there were no outstanding cash flow hedges. No cash flow hedges were discontinued during the period from February 1, 2009, the date of the Company's adoption of SFAS No. 161, to July 31, 2009.

#### **Derivatives Not Designated as Hedging Instruments**

The Company primarily utilizes foreign exchange forward contracts to offset the risks associated with certain foreign currency balance sheet exposures. Under this program, foreign exchange forward contracts are arranged and maintained so as to yield gains or losses to offset changes in foreign currency denominated assets or liabilities due to movements in foreign exchange rates, thus mitigating the volatility associated with foreign currency transaction gains or losses. The Company's foreign currency exposures are predominantly intercompany receivables and payables arising from product sales from one VeriFone entity to another. Foreign exchange forward contracts generally settle within 90 days. The Company does not use these foreign exchange forward contracts for trading purposes.

Gains or losses resulting from changes in the fair value of these foreign exchange forward contracts are recorded as other income (expense), net, in the Condensed Consolidated Statement of Operations.

As of July 31, 2009, the notional amounts of the forward contracts the Company held to purchase and sell U.S. Dollars in exchange for other major international currencies were \$69.7 million and \$13.4 million, respectively.



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The following table presents the fair value of the Company's outstanding derivative instruments as of July 31, 2009 (in thousands):

|   | Balance Sheet Location                       | Fair Value |
|---|--|------------|
| <b>Derivative Assets</b>  |  |            |
| Derivatives designated as hedging instruments under SFAS No. 133:     |  |            |
| Foreign exchange forward contracts                                    | Prepaid Expenses and<br>Other Current Assets | \$         |
| Derivatives not designated as hedging instruments under SFAS No. 133: |  |            |
| Foreign exchange forward contracts                                    | Prepaid Expenses and<br>Other Current Assets | 25         |
| Total   |  | \$ 25      |
| <b>Derivative Liabilities</b>   |  |            |
| Derivatives designated as hedging instruments under SFAS No. 133:     |  |            |
| Foreign exchange forward contracts                                    | Other Current<br>Liabilities                 | \$         |
| Derivatives not designated as hedging instruments under SFAS No. 133: |  |            |
| Foreign exchange forward contracts                                    | Other Current<br>Liabilities                 | 33         |
| Total   |  | \$ 33      |

The Company adopted SFAS No. 161 prospectively on February 1, 2009. The effects of derivative instruments designated as cash flow hedges on income and AOCI are summarized below (in thousands):

|  | Losses Recognized<br>in AOCI on<br>Derivatives<br>Before<br>Tax Effect<br>(Effective<br>Portion)<br>Amount | Losses Reclassified<br>from<br>AOCI into income<br>Amount | Location  | Losses Recognized in<br>Income on Derivatives<br>(Ineffective Portion)<br>Amount | Location                       |
|--|--|---|---|--|--------------------------------|
| <b>Derivatives designated as cash flow hedges from May 1, 2009 to July 31, 2009:</b> |  |   |   |  |                                |
| Foreign exchange forward contracts   | \$ (52)  | \$ (98)   | Cost of net<br>revenues-<br>System<br>Solutions | \$ (29)  | Other income<br>(expense), net |
| Total  | \$ (52)  | \$ (98)   |   | \$ (29)  |                                |

|  | Losses Recognized<br>in AOCI on<br>Derivatives<br>Before<br>Tax Effect<br>(Effective<br>Portion) | Losses Reclassified<br>from<br>AOCI into income | Losses Recognized in<br>Income on Derivatives<br>(Ineffective Portion) |
|--|--|---|--|
|--|--|---|--|

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|   | Amount          | Amount          | Location                              | Amount          | Location                    |
|---|-----------------|-----------------|---------------------------------------|-----------------|-----------------------------|
| <b>Derivatives designated as cash flow hedges from February 1, 2009 to July 31, 2009:</b> |                 |                 |                                       |                 |                             |
| Foreign exchange forward contracts  | \$ (168)        | \$ (168)        | Cost of net revenues-System Solutions | \$ (196)        | Other income (expense), net |
| <b>Total</b>  | <b>\$ (168)</b> | <b>\$ (168)</b> |                                       | <b>\$ (196)</b> |                             |

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The effects of derivatives instruments not designated as hedging instruments on income are summarized as follows (in thousands):

|   | <b>Losses Recognized in<br/>Income on Derivatives</b> |   | <b>Location</b>                |
|---|---|---|--------------------------------|
|   | <b>From<br/>May 1, 2009 to<br/>July 31,<br/>2009</b>  | <b>From<br/>February 1, 2009 to<br/>July 31, 2009</b> |                                |
| <b>Derivatives not designated as hedging instruments:</b> |   |   |                                |
| Foreign exchange forward contracts                        | \$ (2,983)  | \$ (3,988)  | Other income<br>(expense), net |
| <b>Total</b>  | <b>\$ (2,983)</b>                                     | <b>\$ (3,988)</b>                                     |                                |

**Note 7. Other Income (Expense) and Comprehensive Income (Loss)**

***Other Income (Expense)***

Other income (expense), net consisted of the following (in thousands):

|  | <b>Three Months Ended<br/>July 31,</b> |               | <b>Nine Months Ended<br/>July 31,</b> |                   |
|--|--|---------------|---------------------------------------|-------------------|
|  | <b>2009</b>                            | <b>2008</b>   | <b>2009</b>                           | <b>2008</b>       |
| Foreign currency transaction gains (losses), net | \$ (1,850)                             | \$ 428        | \$ 4,683                              | \$ (5,430)        |
| Foreign exchange forward contract losses, net    | (3,012)                                | (883)         | (5,285)                               | (1,664)           |
| Gain on extinguishment of debt                   |  |               | 13,103                                |                   |
| Other, net                                       | 176                                    | 649           | 808                                   | 854               |
| <b>Other income (expense), net</b>               | <b>\$ (4,686)</b>                      | <b>\$ 194</b> | <b>\$ 13,309</b>                      | <b>\$ (6,240)</b> |

***Comprehensive Income (Loss)***

The components of comprehensive income (loss) were as follows (in thousands):

|  | <b>Three Months Ended<br/>July 31,</b> |                   | <b>Nine Months Ended<br/>July 31,</b> |                    |
|--|--|-------------------|---------------------------------------|--------------------|
|  | <b>2009</b>                            | <b>2008</b>       | <b>2009</b>                           | <b>2008</b>        |
| Net income (loss)                        | \$ 21,910                              | \$ (7,199)        | \$ (141,523)                          | \$ (58,684)        |
| Other comprehensive income (loss):       |  |                   |                                       |                    |
| Foreign currency translation adjustments | 9,276                                  | 3,126             | 1,390                                 | 1,372              |
| Other                                    | 46                                     | 18                | 9                                     | 37                 |
| <b>Comprehensive income (loss)</b>       | <b>\$ 31,232</b>                       | <b>\$ (4,055)</b> | <b>\$ (140,124)</b>                   | <b>\$ (57,275)</b> |

The components of accumulated other comprehensive loss consisted of the following (in thousands):

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|  | <b>July 31,<br/>2009</b> | <b>October 31,<br/>2008</b> |
|--|--------------------------|-----------------------------|
| Foreign currency translation adjustments           | \$ (7,415)               | \$ (8,805)                  |
| Unfunded portion of pension obligation, net of tax | (1,687)                  | (1,687)                     |
| Other  | 9                        |                             |
| Accumulated other comprehensive loss               | \$ (9,093)               | \$ (10,492)                 |

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**Note 8. Income Taxes**

The Company recorded an income tax provision of \$0.7 million for the three months ended July 31, 2009 compared to an income tax provision of \$7.4 million for the three months ended July 31, 2008. The income tax provision for the three months ended July 31, 2009 is primarily composed of income taxes on foreign operations, as well as U.S. income taxes, net of valuation allowance impacts. For the three months ended July 31, 2008, the Company recorded a tax provision for certain profitable foreign jurisdictions notwithstanding an expected loss for the full fiscal year on a consolidated basis.

The Company recorded an income tax provision of \$3.0 million for the nine months ended July 31, 2009 compared to an income tax provision of \$14.2 million for the nine months ended July 31, 2008. The decrease in the provision for income taxes for the nine months ended July 31, 2009 is primarily attributable to the fact that during the first quarter of fiscal year 2009, the company recorded various discrete benefits related to the reversal of deferred tax liability associated with the goodwill impairment for GAAP purposes and a provision to return benefit and other discrete items combined with reduced taxable profits in several jurisdictions for the comparable periods.

As of July 31, 2009, the Company remains in a net deferred tax liability position. The realization of the deferred tax assets is primarily dependent on the Company generating sufficient U.S. and foreign taxable income in future periods. Management has determined that it is not more likely than not the deferred tax assets in the U.S. and certain foreign jurisdictions will be realized and as such the Company continues to record a full valuation allowance against these assets as of July 31, 2009. The amount of deferred tax assets considered realizable may increase or decrease in subsequent quarters as the Company reevaluates the underlying basis for its estimates of future domestic and certain foreign taxable income.

The Company is currently under audit by the Internal Revenue Service ( IRS ) for its fiscal years 2003 to 2004. Although the Company believes it has correctly provided income taxes for the years subject to audit, the IRS may adopt different interpretations. The Company has not yet received any final determinations with respect to this audit although certain adjustments have been agreed with the IRS, none of which have a material impact to the current period income tax provision. Subsidiaries of the Company are also under audit by the Israeli tax authorities for calendar years 2004 to 2006 and the Brazilian federal government for all periods subsequent to January 1, 2003. With few exceptions, the Company is no longer subject to tax examination outside of the U.S. for periods prior to 2000.

Effective November 1, 2007, the Company adopted the provisions of FIN 48, *Accounting for Uncertainty in Income Taxes*. The Company has recorded its FIN 48 liability as a long-term liability as it does not expect significant payments to occur over the next 12 months. The Company's existing tax positions will continue to generate an increase in liabilities for uncertain tax benefits. The Company will continue to recognize interest and penalties related to income tax matters in income tax expense. The amount of unrecognized tax benefits could be reduced upon closure of tax examinations or if the statute of limitations on certain tax filings expires without assessment from the tax authorities. The Company believes that it is reasonably possible that there could be a reduction in unrecognized tax benefits due to statute of limitation expirations in multiple tax jurisdictions during the next 12 months of zero to \$1.9 million. Interest and penalties accrued on these uncertain tax positions will also be released upon the expiration of statutes of limitations.

**Note 9. Stockholders' Equity**

The Company grants stock options and restricted stock units ( RSUs ) pursuant to stockholder approved stock option plans. The Company maintains certain equity incentive plans, as described in detail in Note 8. *Stockholders' Equity* of Notes to Consolidated Financial Statements in its Annual Report on Form 10-K for the fiscal year ended October 31, 2008. All stock options and RSUs granted during the nine months ended July 31, 2009 were granted under the 2006 Equity Incentive Plan.

**Table of Contents****Stock-Based Compensation**

The Company follows SFAS No. 123(R), *Share-Based Payment*, which requires the measurement of compensation cost for all outstanding unvested share-based awards at fair value and recognizes compensation costs over the requisite service period for awards expected to vest. The following table summarizes stock-based compensation expense by classification recorded under SFAS No. 123(R) for the three and nine months ended July 31, 2009 and 2008 (in thousands):

|                                       | Three Months Ended<br>July 31, |                 | Nine Months Ended<br>July 31, |                  |
|---------------------------------------|--------------------------------|-----------------|-------------------------------|------------------|
|                                       | 2009                           | 2008            | 2009                          | 2008             |
| Cost of net revenues                  | \$ 474                         | \$ 455          | \$ 1,199                      | \$ 1,003         |
| Research and development              | 1,199                          | 1,536           | 3,694                         | 3,516            |
| Sales and marketing                   | 2,042                          | 1,290           | 5,690                         | 4,856            |
| General and administrative            | 1,631                          | 1,378           | 7,373                         | 3,784            |
| <b>Total stock-based compensation</b> | <b>\$ 5,346</b>                | <b>\$ 4,659</b> | <b>\$ 17,956</b>              | <b>\$ 13,159</b> |

In the first quarter of fiscal year 2009, as a result of the cancellation of certain stock option grants voluntarily surrendered by an employee, the Company expensed in general and administrative expenses all previously unrecognized compensation cost of such stock option grants amounting to \$3.6 million as of the cancellation date.

**Valuation Assumptions**

The Company estimates the grant-date fair value of stock options using a Black-Scholes valuation model, consistent with the provisions of SFAS No. 123(R) and Staff Accounting Bulletin No. 107, *Share-Based Payment*, using the weighted-average assumptions noted in the following table.

|   | Three Months Ended<br>July 31, |      | Nine Months Ended<br>July 31, |       |
|---|--------------------------------|------|-------------------------------|-------|
|   | 2009                           | 2008 | 2009                          | 2008  |
| Expected term of the options (in years) | 4.0                            | N/A  | 4.0                           | 3.0   |
| Risk-free interest rate                 | 2.0%                           | N/A  | 2.1%                          | 2.9%  |
| Expected stock price volatility         | 68.4%                          | N/A  | 63.9%                         | 40.6% |
| Expected dividend rate                  | 0.0%                           | N/A  | 0.0%                          | 0.0%  |

The expected term represents the period of time that options granted are expected to be outstanding. The expected term of options granted is derived from the historical actual term of option grants and an estimate of future exercises during the remaining contractual period of the option.

The average risk-free interest rate is based on the U.S. Treasury zero-coupon issues with a remaining term equal to the expected term of the options used in the Black-Scholes valuation model.

Expected volatility of the stock is based on a blend of the Company's peer group in the industry in which it does business and the Company's historical volatility for its own stock.

Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards, and subsequent events are not indicative of the reasonableness of the original estimates of fair value made by the Company under SFAS No. 123(R). The fair value of each RSU is equal to the market value of the Company's common stock on the date of grant.

The Company estimates forfeitures of options and RSUs based on historical experience and records compensation expense only for those awards that are expected to vest.



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***Performance Restricted Stock Units for the Company's CEO***

In January 2007, the Company issued an award of up to 900,000 RSUs to the Company's CEO. These RSUs may vest in three tranches of up to 300,000 RSUs each over a four-year period based upon annual growth in the Company's net income, as adjusted, per share and its share price. Two-thirds of the RSUs are performance units that will vest based on achievement of net income, as adjusted, targets, and one-third of the RSUs are market units that will vest based on achievement of net income, as adjusted, targets and specified targets for the share price of the Company's stock. Each year's RSUs will not vest until the end of the fiscal year following the year for which the specified target is met.

The performance targets for 2007 and 2008 were not achieved; hence 400,000 performance units and 200,000 market units for those years have been cancelled.

The 2009 portion of the RSU awards were cancelled in connection with the amended and restated employment agreement dated April 8, 2009. At the time of the cancellation, it was determined that the fiscal year 2009 performance targets would not be met and accordingly no compensation expense was recorded for their cancellation.

***Equity Award Activity***

Stock option activity for the nine months ended July 31, 2009, was as follows:

|   | Number of<br>Shares<br>(in thousands) | Weighted<br>Average<br>Exercise Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Term<br>(in years) | Aggregate<br>Intrinsic<br>Value<br>(in thousands) |
|---|---------------------------------------|---------------------------------------|---|---|
| Balance at November 1, 2008                 | 8,707                                 | \$ 26.20                              |   |   |
| Granted                                     | 5,420                                 | 7.06                                  |   |   |
| Exercised                                   | (21)                                  | 3.21                                  |   |   |
| Cancelled                                   | (2,155)                               | 22.84                                 |   |   |
| Balance at July 31, 2009                    | 11,951                                | \$ 18.17                              | 5.3   | \$ 12,188   |
| Vested or expected to vest at July 31, 2009 | 10,893                                | \$ 18.79                              | 5.2   | \$ 10,451   |
| Exercisable at July 31, 2009                | 4,013                                 | \$ 26.36                              | 3.6   | \$ 638  |

The weighted average fair value of options granted during the nine months ended July 31, 2009 and 2008 was \$3.52 and \$6.07, respectively. The total intrinsic value of options exercised was \$0.1 million and \$3.3 million during the nine months ended July 31, 2009 and 2008, respectively. Net cash proceeds from the exercise of stock options were \$0.1 million and \$0.9 million for the nine months ended July 31, 2009 and 2008, respectively.

RSU activity for the nine months ended July 31, 2009, was as follows:

|                             | Number of<br>Shares<br>(in thousands) | Aggregate<br>Intrinsic<br>Value<br>(in thousands) |
|-----------------------------|---------------------------------------|---|
| Balance at November 1, 2008 | 385                                   |   |
| Granted                     | 10                                    |   |
| Vested                      | (25)                                  |   |
| Cancelled                   | (316)                                 |   |



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|   |    |    |     |
|---|----|----|-----|
| Balance at July 31, 2009                    | 54 | \$ | 487 |
| Vested or expected to vest at July 31, 2009 | 37 | \$ | 334 |

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The weighted average fair value of RSUs granted during the nine months ended July 31, 2009 and 2008 was \$5.30 and \$19.81, respectively. The total fair value of RSUs vested during the nine months ended July 31, 2009 and 2008 was \$0.1 million and \$0.2 million, respectively.

As of July 31, 2009, total compensation cost related to unvested options and RSUs expected to vest but not yet recognized was \$35.6 million and \$1.6 million, respectively, and was expected to be recognized over a weighted-average period of 3.0 years for options and 1.6 years for RSUs.

**Note 10. Net Income (Loss) Per Share**

Basic net income (loss) per common share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding for the period. Diluted net income (loss) per common share is computed using the weighted average number of common shares outstanding plus the effect of common stock equivalents, unless the common stock equivalents are anti-dilutive. The potential dilutive shares of the Company's common stock resulting from the assumed exercise of outstanding stock options and RSUs, the assumed exercise of the warrants and the dilutive effect of the convertible senior notes are determined using the treasury stock method.

The following details the computation of the income (loss) per common share (in thousands, except per share data):

|   | Three Months Ended<br>July 31, |            | Nine Months Ended<br>July 31, |             |
|---|--------------------------------|------------|-------------------------------|-------------|
|   | 2009                           | 2008       | 2009                          | 2008        |
| Basic and diluted net income (loss) per share:                          |                                |            |                               |             |
| Numerator:  |                                |            |                               |             |
| Net income (loss)   | \$ 21,910                      | \$ (7,199) | \$ (141,523)                  | \$ (58,684) |
| Denominator:  |                                |            |                               |             |
| Weighted average shares used in computing basic per share calculation   | 84,475                         | 84,194     | 84,461                        | 84,181      |
| Weighted average effect of dilutive securities:                         |                                |            |                               |             |
| Stock options and RSUs  | 90                             |            |                               |             |
| Weighted average shares used in computing diluted per share calculation | 84,565                         | 84,194     | 84,461                        | 84,181      |
| Net income (loss) per share:  |                                |            |                               |             |
| Basic   | \$ 0.26                        | \$ (0.09)  | \$ (1.68)                     | \$ (0.70)   |
| Diluted   | \$ 0.26                        | \$ (0.09)  | \$ (1.68)                     | \$ (0.70)   |

For the three months ended July 31, 2009 and 2008, options and RSUs to purchase 9.9 million and 8.3 million, respectively, of Common Stock were excluded from the calculation of weighted average shares for diluted net income (loss) per share as they were anti-dilutive. For the nine months ended July 31, 2009 and 2008, options and RSUs to purchase 12.0 million and 8.3 million, respectively, of Common Stock were excluded from the calculation of weighted average shares for diluted net loss per share as they were anti-dilutive.

The Notes are considered to be Instrument C securities as defined by EITF No. 90-19, *Convertible Bonds with Issuer Option to Settle for Cash upon Conversion* ( EITF 90-19 ); therefore, only the conversion spread relating to the Notes is included in the Company's diluted earnings per share calculation, if dilutive. The potential dilutive shares of the Company's common stock resulting from the assumed settlement of the conversion spread of the Notes are determined under the method set forth in EITF 90-19. Under such method, the settlement of the conversion spread of the Notes has a dilutive effect when the average share price of the Company's common stock during the period exceeds \$44.02. The average share price of the Company's common stock during the three and nine months ended July 31, 2009 and 2008 did not exceed \$44.02.

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Warrants to purchase 7.2 million shares of the Company's common stock were outstanding at July 31, 2009, but were not included in the computation of diluted earnings per share because the warrants' exercise price was greater than the average market price of the Company's common stock during the three and nine months ended July 31, 2009; therefore, their effect was anti-dilutive.

**Note 11. Commitments and Contingencies****Commitments**

The Company leases certain facilities under non-cancelable operating leases that contain free rent periods and/or rent escalation clauses. Rent expense under these leases has been recorded on a straight-line basis over the lease term. We are committed to pay a portion of the related actual operating expenses under certain of these lease agreements, these operating expenses are not included in the table below. The difference between amounts paid and rent expense is recorded as deferred rent and the short-term and long-term portions are included in Other Current Liabilities and Other Long-term Liabilities, respectively, in the Condensed Consolidated Balance Sheets. Additionally, the Company subleases certain real property to third parties.

Future minimum lease payments and sublease rental income under these leases as of July 31, 2009, were as follows (in thousands):

| Fiscal Years Ending October 31: | Minimum<br>Lease Payments | Sublease<br>Rental Income | Net Minimum<br>Lease Payments |
|---------------------------------|---------------------------|---------------------------|-------------------------------|
| 2009 (remaining 3 months)       | \$ 3,066                  | \$ (12)                   | \$ 3,054                      |
| 2010                            | 10,248                    | (4)                       | 10,244                        |
| 2011                            | 8,144                     |                           | 8,144                         |
| 2012                            | 6,641                     |                           | 6,641                         |
| 2013                            | 5,299                     |                           | 5,299                         |
| Thereafter                      | 7,082                     |                           | 7,082                         |
| <b>Total</b>                    | <b>\$ 40,480</b>          | <b>\$ (16)</b>            | <b>\$ 40,464</b>              |

**Contingencies****Manufacturing Agreements**

The Company works on a purchase order basis with third-party contract manufacturers with facilities in China, Singapore, Israel and Brazil to supply a majority of the Company's finished goods inventories. The Company provides each contract manufacturer with a purchase order to cover the manufacturing requirements, which constitutes a binding commitment by the Company to purchase materials produced by the manufacturer as specified in the purchase order. As of July 31, 2009, the total amount of purchase commitments to contract manufacturers was approximately \$58.7 million, and are generally paid within one year. Of this amount, \$3.7 million has been recorded in Other Current Liabilities in the accompanying Condensed Consolidated Balance Sheets as of July 31, 2009 because these commitments are not expected to have future value to the Company.

**Legal Proceedings****Brazilian State Tax Assessments****State Value Added Tax**

One of the Company's Brazilian subsidiaries has been notified of a tax assessment regarding Brazilian state value added tax ( VAT ), for the periods from January 2000 to December 2001 that relates to products supplied to the Company by a contract manufacturer. The assessment relates to an asserted deficiency of 4.7 million

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Brazilian reais (approximately \$2.5 million). The tax assessment was based on a clerical error in which the Company's Brazilian subsidiary omitted the required tax exemption number on its invoices. On August 27, 2003, the tax authorities rendered a first level decision that maintained the tax assessment. The Company has appealed the first level decision, and this proceeding is pending second administrative level decision. Management does not expect that the Company will ultimately incur a material liability in respect of this assessment and has not recorded a reserve for this assessment, because they believe, based in part on advice of the Company's Brazilian tax counsel, that the Company is likely to prevail in the proceedings relating to this assessment. In the event the Company receives an adverse ruling from the administrative body, the Company will decide whether or not to appeal and would reexamine the determination as to whether an accrual is necessary. It is currently uncertain what impact this state tax examination may have with respect to the Company's use of a corresponding exemption to reduce the Brazilian federal VAT.

***Importation of Goods Assessments***

Two of the Company's Brazilian subsidiaries that were acquired as a part of the Lipman acquisition have been notified of assessments regarding Brazilian customs penalties that relate to alleged infractions in the importation of goods. The assessments were issued by the Federal Revenue Department in the City of Vitória, the City of São Paulo, and the City of Itajai. The assessments relate to asserted deficiencies totaling 26.9 million Brazilian reais (approximately \$14.2 million) excluding interest. The tax authorities allege that the structure used for the importation of goods was simulated with the objective of evading taxes levied on the importation by under-invoicing the imported goods; the tax authorities allege that the simulation was created through a fraudulent interposition of parties, where the real sellers and buyers of the imported goods were hidden.

In the Vitória tax assessment, the fines were reduced from 4.7 million Brazilian reais (approximately \$2.5 million) to 1.5 million Brazilian reais (approximately \$0.8 million) on a first level administrative decision on January 26, 2007. The proceeding has been remitted to the Taxpayers Council to adjudicate the appeal of the first level administrative decision filed by the tax authorities. The Company also appealed the first level administrative decision on February 26, 2007. In this appeal, the Company argued that the tax authorities did not have enough evidence to determine that the import transactions were indeed fraudulent and that, even if there were some irregularities in such importations, they could not be deemed to be the Company's responsibility since all the transactions were performed by the third-party importer of the goods. On February 27, 2008, the Taxpayers Council rendered its decision to investigate the first level administrative decision for further analysis of the matter. The Company expects to receive the decision of the Taxpayers Council sometime in 2009. In the event the Company receives an adverse ruling from the Taxpayers Council, the Company will decide whether or not to appeal to the judicial level. Based on the Company's current understanding of the underlying facts, the Company believes that it is probable that its Brazilian subsidiary will be required to pay some amount of fines. At July 31, 2009, the Company has accrued 4.7 million Brazilian reais (approximately \$2.5 million), excluding interest, which it believes is the probable payment.

On July 12, 2007, the Company was notified of a first administrative level decision rendered in the São Paulo tax assessment, which maintained the total fine of 20.2 million Brazilian reais (approximately \$10.7 million), imposed. On August 10, 2007, the Company appealed the first administrative level decision to the Taxpayers Council. A hearing was held on August 12, 2008 before the Taxpayers Council, and on October 14, 2008, the Taxpayers Council granted the Company's appeal and dismissed the São Paulo assessment based upon the assessment being erroneously calculated on the value of the sale of the products in question to end customers in the local market rather than on the declared importation value of such products. The Company was subsequently notified of the Taxpayers Council's decision and the case was dismissed on May 19, 2009. In August 2009, the Brazilian tax authorities requested additional materials from the Company and indicated that it may file a revised assessment in this matter, which the Company believes could total approximately 1.6 million Brazilian reais (approximately \$0.9 million). In addition, pursuant to a contingency legal representation agreement entered into between the Company's Brazilian subsidiary (prior to the Lipman acquisition) and Brazilian counsel, the Company's Brazilian subsidiary has agreed to pay to Brazilian counsel legal fees in the

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amount of 5.0 million reais (approximately \$2.6 million) for achieving the successful dismissal of the São Paulo tax assessment. Accordingly, at July 31, 2009, the Company has reduced its accrual for this matter to 6.6 million Brazilian reais (approximately \$3.5 million), including Brazilian counsel legal fees.

On May 22, 2008, the Company was notified of a first administrative level decision rendered in the Itajai assessment, which maintained the total fine of 2.0 million Brazilian reais (approximately \$1.0 million), imposed, excluding interest. On May 27, 2008, the Company appealed the first level administrative level decision to the Taxpayers Council. Based on the Company's current understanding of the underlying facts, the Company believes that it is probable that its Brazilian subsidiary will be required to pay some amount of fines. Accordingly, at July 31, 2009, the Company has accrued 2.0 million Brazilian reais (approximately \$1.0 million), excluding interest.

***Patent Infringement and Commercial Litigation***

***SPA Syspatronic AG v. VeriFone Holdings, Inc., VeriFone, Inc., et al.***

On September 18, 2007, SPA Syspatronic AG ( SPA ) commenced an action in the United States District Court for the Eastern District of Texas, Marshall Division, against the Company and others, alleging infringement of U.S. Patent No. 5,093,862 purportedly owned by SPA. SPA is seeking a judgment of infringement, an injunction against further infringement, damages, interest and attorneys' fees. The Company filed an answer and counterclaims on November 8, 2007, and intends to vigorously defend this litigation. On January 28, 2008, the Company requested that the U.S. Patent and Trademark Office (the PTO ) perform a re-examination of the patent. The PTO granted the request on April 4, 2008. The Company then filed a motion to stay the proceedings with the Court and on April 25, 2008, the Court agreed to stay the proceedings pending the re-examination. On December 19, 2008, the PTO rejected all claims of the subject patent on the same basis as was identified in the Company's request for re-examination. The case is still in the preliminary stages, and it is not possible to quantify the extent of the Company's potential liability, if any. An unfavorable outcome could have a material adverse effect on the Company's business, financial condition, results of operations, and cash flow.

***Cardsoft, Inc. et al v. VeriFone Holdings, Inc., VeriFone, Inc., et al.***

On March 6, 2008, Cardsoft, Inc. and Cardsoft (Assignment for the Benefit of Creditors), LLC ( Cardsoft ) commenced an action in the United States District Court for the Eastern District of Texas, Marshall Division, against the Company and others, alleging infringement of U.S. Patents No. 6,934,945 and No. 7,302,683 purportedly owned by Cardsoft. Cardsoft is seeking a judgment of infringement, an injunction against further infringement, damages, interest and attorneys' fees. The Company intends to vigorously defend this litigation. The case is still in the preliminary stages, and it is not possible to quantify the extent of the Company's potential liability, if any. An unfavorable outcome could have a material adverse effect on the Company's business, financial condition, results of operations, and cash flow.

***Communication Transaction Solutions, Inc. v. VeriFone Holdings, Inc., VeriFone, Inc., et al.***

The Company was a defendant in an action initiated in the California Superior Court in Santa Clara County on August 30, 2006, in which the plaintiff alleged among other things misappropriation of trade secrets in connection with the Company's development of its wireless pay-at-the-table system. These allegations followed the Company's decision in October 2005 to terminate discussions regarding a possible acquisition of the plaintiff's business. The plaintiff sought damages, interest and attorneys' fees. The parties argued summary judgment motions on September 4, 2008 and on September 11, 2008, the Court dismissed certain of the plaintiffs' claims. In January 2009, without admitting any misappropriation of trade secrets, wrongdoing or violation of law and to avoid the distraction and expense of continued litigation, the Company settled the litigation with the plaintiff. In exchange for a payment of \$3.0 million by the Company, all asserted claims were dismissed and the Company received a perpetual, fully paid-up license to all plaintiff intellectual property and trade secrets asserted in the lawsuit.

**Table of Contents*****Class Action and Derivative Lawsuits***

On or after December 4, 2007, several securities class action claims were filed against the Company and certain of the Company's officers, former officers, and a former director. These lawsuits were consolidated in the U.S. District Court for the Northern District of California as *In re VeriFone Holdings, Inc. Securities Litigation*, C 07-6140 MHP. The original actions were: *Eichenholtz v. VeriFone Holdings, Inc. et al.*, C 07-6140 MHP; *Lien v. VeriFone Holdings, Inc. et al.*, C 07-6195 JSW; *Vaughn et al. v. VeriFone Holdings, Inc. et al.*, C 07-6197 VRW (Plaintiffs voluntarily dismissed this complaint on March 7, 2008); *Feldman et al. v. VeriFone Holdings, Inc. et al.*, C 07-6218 MMC; *Cerini v. VeriFone Holdings, Inc. et al.*, C 07-6228 SC; *Westend Capital Management LLC v. VeriFone Holdings, Inc. et al.*, C 07-6237 MMC; *Hill v. VeriFone Holdings, Inc. et al.*, C 07-6238 MHP; *Offutt v. VeriFone Holdings, Inc. et al.*, C 07-6241 JSW; *Feitel v. VeriFone Holdings, Inc., et al.*, C 08-0118 CW. On August 22, 2008, the Court appointed plaintiff National Elevator Fund lead plaintiff and its attorneys lead counsel. Plaintiff filed its consolidated amended class action complaint on October 31, 2008, which asserts claims under the Securities Exchange Act Sections 10(b), 20(a), and 20A and Securities and Exchange Commission Rule 10b-5 for securities fraud and control person liability against the Company and certain of the Company's current and former officers and directors, based on allegations that the Company and the individual defendants made false or misleading public statements regarding the Company's business and operations during the putative class periods and seeks unspecified monetary damages and other relief. The Company filed its motion to dismiss on December 31, 2008. The Court granted the Company's motion on May 26, 2009 and dismissed the consolidated amended class action complaint with leave to amend within 30 days of the ruling. The Company's answer or responsive motion is due within 30 days of the filing of a second amended class action complaint. The parties have scheduled a mediation conference for October 2009 and have agreed to stay the proceedings pending the outcome of the mediation. Discovery has not yet commenced and is not expected to do so until after the filing of a second amended class action complaint, the filing by the Company of a motion to dismiss the second amended class action complaint, and a ruling on the motion to dismiss. At this time, the Company has not recorded any liabilities as the Company is unable to estimate any potential liability.

Beginning on December 13, 2007, several actions were also filed against certain current and former directors and officers derivatively on the Company's behalf. These derivative lawsuits were filed in: (1) the U.S. District Court for the Northern District of California, as *In re VeriFone Holdings, Inc. Shareholder Derivative Litigation*, Lead Case No. C 07-6347, which consolidates *King v. Bergeron, et al.* (Case No. 07-CV-6347), *Hilborn v. VeriFone Holdings, Inc., et al.* (Case No. 08-CV-1132), *Patel v. Bergeron, et al.* (Case No. 08-CV-1133), and *Lemmond, et al. v. VeriFone Holdings, Inc., et al.* (Case No. 08-CV-1301); and (2) California Superior Court, Santa Clara County, as *In re VeriFone Holdings, Inc. Derivative Litigation*, Lead Case No. 1-07-CV-100980, which consolidates *Catholic Medical Mission Board v. Bergeron, et al.* (Case No. 1-07-CV-100980), and *Carpel v. Bergeron, et al.* (Case No. 1-07-CV-101449). On May 15, 2008, the Court in the federal derivative action appointed Charles R. King as lead plaintiff and his attorneys as lead counsel. On October 31, 2008, plaintiffs in the federal action filed their consolidated amended derivative complaint, which names the Company as a nominal defendant and brings claims for insider selling, breach of fiduciary duty, unjust enrichment, waste of corporate assets and aiding and abetting breach of fiduciary duty against the Company and certain of the Company's current and former officers and directors. On December 15, 2008, the Company and the other defendants filed a motion to dismiss. The parties have agreed by stipulation that briefing on this motion will relate only to the issue of plaintiffs' failure to make a pre-suit demand on the Company's Board of Directors. The Court granted the Company's motion on May 26, 2009 and dismissed the consolidated amended derivative complaint with leave to amend within 30 days of the ruling. The parties have scheduled a mediation conference for October 2009 and have agreed to stay the proceedings pending the outcome of the mediation. The Company's answer or responsive motion is due within 30 days of the filing of a second amended derivative complaint. At this time, the Company has not recorded any liabilities as the Company is unable to estimate any potential liability.

On October 31, 2008, the derivative plaintiffs filed their consolidated derivative complaint in California Superior Court for the County of Santa Clara naming the Company as a nominal defendant and brings claims for insider selling, breach of fiduciary duty, unjust enrichment, waste of corporate assets and aiding and abetting

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breach of fiduciary duty against certain of the Company's current and former officers and directors and the Company's largest shareholder as of October 31, 2008, GTCR Golder Rauner. On November 10, 2008, the Company filed a motion to stay the state court action pending resolution of the parallel federal actions, and the parties have agreed by stipulation to delay briefing on the motion to stay until after the issue of demand futility is resolved in the federal derivative case. A case management conference to address the status of the state court action occurred in June 2009. At this time, the Company has not recorded any liabilities as the Company is unable to estimate any potential liability.

On January 27, 2008, a class action complaint was filed against the Company in the Central District Court in Tel Aviv, Israel on behalf of purchasers of the Company's stock on the Tel Aviv Stock Exchange. The complaint seeks compensation for damages allegedly incurred by the class of plaintiffs due to the publication of erroneous financial reports. The Company filed a motion to stay the action, in light of the proceedings already filed in the United States, on March 31, 2008. A hearing on the motion was held on May 25, 2008. Further briefing in support of the stay motion, specifically with regard to the threshold issue of applicable law, was submitted on June 24, 2008. On September 11, 2008, the Israeli District Court ruled in the Company's favor, holding that U.S. law would apply in determining the Company's liability. On October 7, 2008, plaintiffs filed a motion for leave to appeal the District Court's ruling to the Israeli Supreme Court. The Company's response to plaintiffs' appeal motion was filed on January 18, 2009. Because the Company's motion to stay will depend upon the Supreme Court's ruling, the District Court has stayed its proceedings until the Supreme Court rules on plaintiffs' motion for leave to appeal. At this time, the Company has not recorded any liabilities as the Company is unable to estimate any potential liability.

The foregoing cases are still in the preliminary stages, and the Company is not able to quantify the extent of its potential liability, if any. An unfavorable outcome in any of these matters could have a material adverse effect on the Company's business, financial condition, results of operations, and cash flows. In addition, defending this litigation is likely to be costly and may divert management's attention from the day-to-day operations of the Company's business.

*Regulatory Actions*

The Company has responded to inquiries and provided information and documents related to the restatement of its fiscal year 2007 interim financial statements to the Securities and Exchange Commission, the Department of Justice, the New York Stock Exchange and the Chicago Board Options Exchange. The SEC has interviewed several current and former officers and employees. The Company is continuing to cooperate with the SEC in responding to the SEC's requests for information.

On February 18, 2009, the Company received a Wells Notice from the SEC in connection with the investigation by the staff of the SEC's Division of Enforcement (the Staff) related to the restatement. The Wells Notice provides the Company with notification that the Staff intends to recommend that the SEC bring a civil injunctive action against the Company, alleging violations of the federal securities laws arising from the restatement of the Company's fiscal year 2007 interim financial statements. Under the process established by the SEC, recipients of a Wells Notice have the opportunity to respond before the Staff makes a recommendation to the SEC regarding what action, if any, should be brought by the SEC. The Company submitted its response to the Wells Notice on March 18, 2009. On September 1, 2009, without admitting or denying the SEC's allegations, the Company agreed to a permanent injunction against future violations of certain reporting, books and records and internal accounting control provisions of the federal securities laws. No other charge or monetary penalty was assessed against the Company, which cooperated fully with the Commission's investigation. This settlement is subject to court approval and concludes the SEC's investigation of this matter with respect to the Company.

*Other Litigation*

The Company is subject to various other legal proceedings related to commercial, customer, and employment matters that have arisen during the ordinary course of business. Although there can be no assurance

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as to the ultimate disposition of these matters, the Company's management has determined, based upon the information available at the date of these financial statements, that the expected outcome of these matters, individually or in the aggregate, will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

**Note 12. Restructuring Charges**

During fiscal year 2009, in light of the macroeconomic conditions, management approved several actions worldwide as part of a restructuring plan designed to improve financial results. The Company expensed \$2.3 million of employee restructuring expense and \$0.6 million of facilities restructuring expense in the Corporate segment for these actions for the nine months ended July 31, 2009. In addition, the Company expensed \$0.3 million of employee restructuring expense and \$1.0 million of facilities restructuring expense in the Corporate segment for prior period restructuring plans during the nine months ended July 31, 2009.

The following table summarizes restructuring expenses for the three and nine months ended July 31, 2009 and 2008 (in thousands):

|                                    | Three Months<br>Ended July 31, |                 | Nine Months Ended<br>July 31, |                 |
|------------------------------------|--------------------------------|-----------------|-------------------------------|-----------------|
|                                    | 2009                           | 2008            | 2009                          | 2008            |
| Cost of net revenues               | \$ 91                          | \$ 307          | \$ 309                        | \$ 470          |
| Research and development           | (70)                           | 262             | 759                           | 1,341           |
| Sales and marketing                | 33                             | 651             | 1,160                         | 2,987           |
| General and administrative         | 237                            | 1,018           | 1,947                         | 1,866           |
| <b>Total restructuring expense</b> | <b>\$ 291</b>                  | <b>\$ 2,238</b> | <b>\$ 4,175</b>               | <b>\$ 6,664</b> |

Restructuring activity for the nine months ended July 31, 2009 was as follows (in thousands):

|                                 | Employee Severance<br>and Benefit<br>Arrangements | Facilities<br>Related Costs | Total           |
|---------------------------------|---|-----------------------------|-----------------|
| Balance at November 1, 2008     | \$ 1,332  | \$ 1,992                    | \$ 3,324        |
| Current year charges            | 2,675   | 1,500                       | 4,175           |
| Other adjustments               | (160)   | 35                          | (125)           |
| Cash payments                   | (2,734)   | (925)                       | (3,659)         |
| <b>Balance at July 31, 2009</b> | <b>\$ 1,113</b>                                   | <b>\$ 2,602</b>             | <b>\$ 3,715</b> |

The Company may incur additional restructuring charges in the future for additional employee severance and benefit arrangements, and facility-related activities.

**Note 13. Related-Party Transactions**

For the three and nine months ended July 31, 2009, the Company recorded \$3.7 million and \$7.2 million, respectively, of sales to certain companies of which members of the Company's Board of Directors are also directors. These sales were included in System Solutions net revenues in the accompanying Condensed Consolidated Statements of Operations. For the three and nine months ended July 31, 2008, the Company recorded \$6.0 million and \$8.4 million, respectively, of sales to certain companies of which members of the Company's Board of Directors were also directors. These sales were included in System Solutions net revenues in the accompanying Condensed Consolidated Statements of Operations.



**Table of Contents****Note 14. Segment and Geographic Information****Segment Information**

The Company operates in two business segments: North America and International. The Company defines North America as the United States and Canada, and International as the other countries from which it derives revenues. Total assets and goodwill by segment are based on the physical location of the assets.

Net revenues and operating income (loss) of each business segment reflect net revenues generated within the segment, supply chain standard inventory cost of System Solutions net revenues, actual cost of Services net revenues, and expenses that directly benefit only that segment, including distribution center costs, royalty and warranty expense. Corporate net revenues and operating income (loss) reflect non-cash acquisition charges, including amortization of purchased core and developed technology assets, step-down in deferred revenue, impairment and other Corporate charges, including inventory obsolescence and scrap at corporate distribution centers, rework, specific warranty provisions, non-standard freight and over-and-under absorption of materials management overhead.

In the fourth quarter of fiscal year 2008, the Company revised the methodology for business segment operating loss reporting. Distribution center costs and certain warranty and royalty costs, which were previously allocated to the Corporate segment were reallocated based on ship-to locations. Restructuring costs which were previously allocated to the International and North America segments were reallocated to the Corporate segment. The following table sets forth net revenues and operating income (loss) for the Company's segments (in thousands):

|                                      | Three Months Ended |                   | Nine Months Ended   |                    |
|--------------------------------------|--------------------|-------------------|---------------------|--------------------|
|                                      | 2009               | July 31,<br>2008  | 2009                | July 31,<br>2008   |
| Net revenues:                        |                    |                   |                     |                    |
| International                        | \$ 122,337         | \$ 161,197        | \$ 370,841          | \$ 412,303         |
| North America                        | 89,035             | 97,783            | 256,379             | 265,790            |
| Corporate                            | (124)              | (282)             | (335)               | (873)              |
| <b>Total net revenues</b>            | <b>\$ 211,248</b>  | <b>\$ 258,698</b> | <b>\$ 626,885</b>   | <b>\$ 677,220</b>  |
|                                      |                    | (As Revised)      |                     | (As Revised)       |
| Operating income (loss):             |                    |                   |                     |                    |
| International                        | \$ 26,822          | \$ 31,684         | \$ 85,770           | \$ 75,347          |
| North America                        | 31,255             | 33,689            | 88,194              | 87,780             |
| Corporate                            | (32,055)           | (60,094)          | (318,411)           | (184,150)          |
| <b>Total operating income (loss)</b> | <b>\$ 26,022</b>   | <b>\$ 5,279</b>   | <b>\$ (144,447)</b> | <b>\$ (21,023)</b> |

The Company's goodwill by segment was as follows (in thousands):

|               | July 31,<br>2009  | October 31,<br>2008 |
|---------------|-------------------|---------------------|
| International | \$ 147,219        | \$ 252,869          |
| North America | 3,482             | 69,034              |
| <b>Total</b>  | <b>\$ 150,701</b> | <b>\$ 321,903</b>   |

The Company's total assets by segment were as follows (in thousands):

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|               | <b>July 31,<br/>2009</b> | <b>October 31,<br/>2008</b> |
|---------------|--------------------------|-----------------------------|
| International | \$ 625,851               | \$ 735,991                  |
| North America | 266,155                  | 343,761                     |
| <b>Total</b>  | <b>\$ 892,006</b>        | <b>\$ 1,079,752</b>         |

**Table of Contents*****Geographic Information***

The net revenues by geographic area were as follows (in thousands):

|                           | <b>Three Months Ended</b> |                   | <b>Nine Months Ended</b> |                   |
|---------------------------|---------------------------|-------------------|--------------------------|-------------------|
|                           | <b>July 31,</b>           |                   | <b>July 31,</b>          |                   |
|                           | <b>2009</b>               | <b>2008</b>       | <b>2009</b>              | <b>2008</b>       |
| United States and Canada  | \$ 88,911                 | \$ 97,501         | \$ 256,044               | \$ 264,917        |
| Europe                    | 67,148                    | 80,930            | 197,063                  | 214,482           |
| Latin America             | 30,561                    | 60,401            | 114,508                  | 145,668           |
| Asia                      | 24,628                    | 19,866            | 59,270                   | 52,153            |
| <b>Total net revenues</b> | <b>\$ 211,248</b>         | <b>\$ 258,698</b> | <b>\$ 626,885</b>        | <b>\$ 677,220</b> |

Revenues are allocated to the geographic areas based on the shipping destination of customer orders. Corporate revenues are included in the United States geographic area revenues.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This section and other parts of this Quarterly Report on Form 10-Q contain forward-looking statements that involve risks and uncertainties. In some cases, forward-looking statements can be identified by words such as anticipates, expects, believes, plans, predicts, and similar terms. Such forward-looking statements are based on current expectations, estimates, and projections about our industry, management's beliefs, and assumptions made by management. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part II, Item 1A Risk Factors below and in Item 1A of our Annual Report on Form 10-K for the year ended October 31, 2008 filed with the SEC. The following discussion should be read in conjunction with our consolidated financial statements and related notes included in our 2008 Annual Report on Form 10-K and the Condensed Consolidated Financial Statements and Notes thereto included elsewhere in this Quarterly Report on Form 10-Q. Unless required by law, we expressly disclaim any obligation to update publicly any forward-looking statements, whether as result of new information, future events, or otherwise.*

When we use the terms VeriFone, we, us, and our in this item, we mean VeriFone Holdings, Inc., a Delaware corporation, and its consolidated subsidiaries.

**Overview**

We are a global leader in secure electronic payment solutions. We provide expertise, solutions, and services that add value to the point of sale with merchant-operated, consumer-facing, and self-service payment systems for the financial, retail, hospitality, petroleum, government, transportation and healthcare vertical markets. We have one of the leading electronic payment solutions brands and are one of the largest providers of electronic payment systems worldwide. We believe that we benefit from a number of competitive advantages gained through our 28-year history and success in our industry. These advantages include our globally trusted brand name, large installed base, significant involvement in the development of industry standards, global operating scale, customizable platforms, and investment in research and development. We believe that these advantages position us well to capitalize on the continuing global shift toward electronic payment transactions.

Our industry's long-term growth depends upon the continued shift towards electronic payment transactions and away from cash as well as continued improvements in security standards and demand for additional features at the point of sale which require more advanced electronic payment systems. Internationally, and particularly in emerging markets growth rates have tended to be higher because of the relatively lower penetration rates of electronic payment transactions in many countries as well as governmental efforts to modernize local economies and use electronic payments as a means of improving collection of value-added tax ( VAT ) and sales tax. Recently, additional factors have driven growth, including the shift from dial up to internet protocol ( IP ) based and wireless communications, personal identification number ( PIN ) based debit transactions, and advances in computing technology which enable vertical solutions and non-payment applications to reside at the point of sale.

Security has become an important factor in our business as our customers endeavor to meet ever escalating governmental requirements related to the prevention of identity theft as well as operating safeguards imposed by the credit and debit card associations, members of which include Visa International ( Visa ) MasterCard Worldwide ( MasterCard ), American Express, Discover Financial Services, and JCB Co., Ltd. In 2006, these card associations established the Payment Card Industry Security Standards Council to oversee and unify industry standards in the areas of debit card data security, referred to as the PCI-PED standard which consists of PIN-entry device security and the PCI Data Security Standard ( PCI-DSS ) for enterprise data security, and the Payment Application Data Security Standard for payment application data security. We are a leader in providing systems and software solutions that meet these standards and have upgraded or launched new system solutions ahead of mandated deadlines to meet these standards.

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Revenues recognized in our fiscal quarters have tended to be back-end loaded as we receive sales orders and deliver our System Solutions towards the end of each fiscal quarter. This back-end loading may adversely affect our quarterly results of operations in a number of ways. First, if we expect to receive sales orders that do not materialize at the end of the fiscal quarter or if we do not receive them with sufficient time to deliver our System Solutions and recognize revenue in that fiscal quarter, our reported revenues and profitability may be adversely affected. In addition, the manufacturing processes at our internal manufacturing facility could become concentrated in a shorter time period which could increase labor and other manufacturing costs as well as delivery costs and negatively impact our gross margins. If, on the other hand, we were to hold higher inventory levels in an effort to counteract this effect, we would be subject to an enhanced risk of inventory obsolescence. The concentration of orders may also make it difficult to accurately forecast component requirements and, as a result, we could experience a shortage of the components needed for production, possibly delaying shipments and causing lost orders. This could cause us to fail to meet our revenue and operating profit expectations for a particular quarter and could increase the fluctuation of our quarterly results if shipments are delayed from one fiscal quarter to the next or orders are cancelled by customers.

We operate in two business segments: North America and International. We define North America as the United States and Canada, and International as all other countries from which we derive revenues.

Over the past several quarters we have experienced lower than expected revenue levels and softer demand globally due to weakened markets and adverse economic conditions. These conditions have lead and may continue to lead to economic instability and pricing pressures in certain of the countries in which we do business, which could adversely affect our revenues, gross margins and results of operations. We believe that demand for wireless, IP-enabled, PIN-based debit and enhanced security systems will continue to be adversely affected by lower North American and European demand as retailers close redundant or underperforming locations and the purchasing power of certain emerging market customers diminishes due to unfavorable foreign currency exchange rate movements, and as customers opt for lower-priced products or lower volume of purchases which would negatively impact our revenues and gross margins. During the three months ended July 31, 2009, we experienced a 49.4% decrease in Latin America revenues and a 17.0% decrease in European revenues compared to the same period of fiscal year 2008 due in large part to competitive pricing pressure. However, over the long-term we expect demand in emerging economies to continue to grow faster relative to our mature markets as these economies develop and penetration rates of electronic payment systems increase. We continue to devote research and development ( R&D ) resources to address these market needs.

**Results of Operations****Net Revenues**

We generate net revenues through the sale of our electronic payment systems and solutions that enable electronic transactions, which we identify as System Solutions, and to a lesser extent, warranty and support services, field deployment, installation and upgrade services, and customer specific application development, which we identify as Services.

Net revenues, which include System Solutions and Services, are summarized in the following table (in thousands, except percentages):

|                  | Three Months Ended July 31, |            |             |          | Nine Months Ended July 31, |            |             |          |
|------------------|-----------------------------|------------|-------------|----------|----------------------------|------------|-------------|----------|
|                  | 2009                        | 2008       | Net Change  | % Change | 2009                       | 2008       | Net Change  | % Change |
| System Solutions | \$ 182,198                  | \$ 228,766 | \$ (46,568) | -20.4%   | \$ 541,619                 | \$ 588,078 | \$ (46,459) | -7.9%    |
| Services         | 29,050                      | 29,932     | (882)       | -2.9%    | 85,266                     | 89,142     | (3,876)     | -4.3%    |
| Total            | \$ 211,248                  | \$ 258,698 | \$ (47,450) | -18.3%   | \$ 626,885                 | \$ 677,220 | \$ (50,335) | -7.4%    |

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*System Solutions Revenues*

System Solutions net revenues decreased \$46.6 million, or 20.4% for the three months ended July 31, 2009 compared to the three months ended July 31, 2008. System Solutions net revenues comprised 86.2% of total net revenues for the three months ended July 31, 2009 as compared to 88.4% for the three months ended July 31, 2008.

International System Solutions net revenues for the three months ended July 31, 2009 decreased \$41.1 million, or 27.9%, to \$106.1 million compared to the three months ended July 31, 2008. This decrease was predominately attributable to a \$29.7 million, or 54.5 % decrease in Latin American revenues, and a \$15.6 million or 21.0% decrease in European revenues. Partially offsetting this decrease was a \$4.3 million, or 23.9% increase in Asia. The decrease in Latin America was primarily related to lower revenues in Brazil, which is our largest country when measured by revenue in Latin America. Brazil revenues decreased mainly due to a drop in volume with one large customer, a delay in the certification of a software application that reduced shipments to another large customer, and a weaker macroeconomic climate that adversely impacted the demand of smaller customers. In addition, Venezuela contributed to a lesser degree to the Latin American System Solutions net revenues decline, largely as a result of political and economic instability. In Europe, the decrease in System Solutions revenues was primarily driven by decreased sales in Russia, where economic disruption has been severe, and in Spain, where a large customer reduced purchases substantially due to the economic recession. The increase in Asia was primarily a result of an improvement in business climate in China following a period of cautious spending by our customers.

North America System Solutions net revenues for the three months ended July 31, 2009 decreased \$5.5 million, or 6.8%, to \$76.1 million compared to the three months ended July 31, 2008. Our U.S. financial business continued to be constrained by persistent adverse economic conditions which have resulted in fewer retail store openings. In addition, revenues were adversely impacted by a shift in customer preferences towards simpler, lower priced solutions. Multi-lane net revenues declined slightly due to normal fluctuations in the timing of deployments by Tier 1 retailers. We experience continued demand from large retailers to deploy solutions which address the enhanced PCI-PED and PCI-DSS requirements. Petroleum Solutions sales increased as major oil companies are starting to update their sites to achieve PCI-PED requirements. We continue to expect that in many cases gas station owners will defer decisions to upgrade their gas pump point of sales systems to achieve PCI-PED compliance until after the July 2010 deadline. This is due in part to the recent announcement that Visa will not enforce fines for noncompliance until July 2012.

System Solutions net revenues decreased \$46.5 million, or 7.9% for the nine months ended July 31, 2009 compared to the nine months ended July 31, 2008. System Solutions net revenues comprised 86.4% and 86.8%, respectively, of total net revenues for the nine months ended July 31, 2009 and 2008.

International System Solutions net revenues for the nine months ended July 31, 2009 decreased \$44.1 million, or 11.9%, to \$325.9 million compared to the nine months ended July 31, 2008. This decrease was primarily due to a \$28.3 million, or 22.1% decline in Latin American revenues and a \$22.0 million, or 11.3%, decrease in European revenues, partially offset by a \$6.2 million, or 13.0% increase in Asia. In Latin America and Europe, the decreases in System Solutions revenues were primarily driven by decreased sales in Brazil, Russia and in Spain in the third quarter of our fiscal year 2009, as described above. Asia revenue growth was predominately attributable to revenue growth in China, where our sales have been less impacted than other countries by the global recession.

North America System Solutions net revenues for the nine months ended July 31, 2009 decreased \$2.4 million or 1.1% to \$215.7 million primarily due to a decrease in our U.S. financial business and Canada revenues. Our US financial business, which sells payment systems to small and medium sized businesses through ISOs and payment processors, was constrained overall due to persistent adverse economic conditions which has continued to slow retail store openings. Canadian sales also declined compared to the prior year, which benefited from a large pay-at-the-table roll out and an aggressive EuroPay, MasterCard, and Visa ( EMV ) compliance initiative at a major customer. Partially offsetting this decline was an increase in Multi-lane retail System Solutions revenues due to higher demand by certain large retailers to upgrade their systems to achieve PCI-PED compliance.

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The weakened macroeconomic environment negatively impacted our net revenues for the three and nine months ended July 31, 2009. We are unable to predict the likely duration and severity of the current disruption in the financial markets and adverse economic conditions in the U.S. and other countries and such conditions, if they persist, will continue to adversely impact our business, operating results, and financial condition.

*Services Revenues*

Services net revenues decreased \$0.9 million, or 2.9% and \$3.9 million, or 4.3%, respectively, for the three and nine months ended July 31, 2009 compared to the three and nine months ended July 31, 2008. These decreases were primarily due to declines in Brazil as a result of a reduction in repair fees associated with a changing composition of the installed base as certain installed acquired products were decommissioned.

***Gross Profit***

The following table shows the gross profit for System Solutions and Services (in thousands, except percentages):

|                   | Three Months Ended July 31, |                  |                         |              | Nine Months Ended July 31, |                   |                         |              |
|-------------------|-----------------------------|------------------|-------------------------|--------------|----------------------------|-------------------|-------------------------|--------------|
|                   | Amount                      |                  | Gross Profit Percentage |              | Amount                     |                   | Gross Profit Percentage |              |
|                   | 2009                        | 2008             | 2009                    | 2008         | 2009                       | 2008              | 2009                    | 2008         |
| Systems Solutions | \$ 59,166                   | \$ 77,068        | 32.5%                   | 33.7%        | \$ 168,635                 | \$ 184,870        | 31.1%                   | 31.4%        |
| Services          | 12,830                      | 11,355           | 44.2%                   | 37.9%        | 37,585                     | 34,269            | 44.1%                   | 38.4%        |
| <b>Total</b>      | <b>\$ 71,996</b>            | <b>\$ 88,423</b> | <b>34.1%</b>            | <b>34.2%</b> | <b>\$ 206,220</b>          | <b>\$ 219,139</b> | <b>32.9%</b>            | <b>32.4%</b> |

Gross profit on System Solutions decreased \$17.9 million, or 23.2%, for the three months ended July 31, 2009 compared to the three months ended July 31, 2008. For the nine months ended July 31, 2009, gross profit on System Solutions decreased \$16.2 million, or 8.8% compared to the nine months ended July 31, 2008.

Gross profit on System Solutions represented 32.5% and 33.7%, respectively, of System Solutions net revenues for the three months ended July 31, 2009 and 2008. For the nine months ended July 31, 2009 and 2008, gross profit on System Solutions represented 31.1% and 31.4%, respectively, of System Solutions net revenues. For both the three and nine months ended July 31, 2009 compared to the three and nine months ended July 31, 2008, International gross profit percentage improved modestly, North American gross profit percentage declined slightly, and Corporate costs as a percentage of revenue increased.

International gross profit percentage improved during the three and nine months ended July 31, 2009 compared to the three and nine months ended July 31, 2008, primarily as a result of a lower weighting of certain emerging market sales, where gross profit percentages are typically lower than average, relative to developed market sales. Additionally, International gross margin benefited from standard cost reductions as a result of engineering design changes, cost cutting in our overhead structure, the impact of favorable foreign exchange rates on our Tel Aviv manufacturing facilities, and negotiation of lower component costs. Partially offsetting these improvements was a lower average selling price in Latin America, in part due to the declining purchasing power of customers who experienced currency devaluations and in part due to a program to sell slow moving inventory in the first six months of our fiscal year ended October 31, 2009.

North America System Solutions gross profit percentage declined slightly during the three and nine months ended July 31, 2009 compared to the three and nine months ended July 31, 2008 as sales shifted away from wireless solutions, which typically carry higher than average gross profit percentages and towards lower margin landline solutions. We also experienced increased price competition in our high-end landline solutions. Partially offsetting these decreases were standard cost reductions driven by engineering design changes, cost cutting in our overhead structure, the impact of favorable foreign exchange rates on our Tel Aviv manufacturing facilities, and negotiations of material price reductions with our suppliers.

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Corporate costs are comprised of non-cash acquisition charges, including amortization of purchased core and developed technology assets, and other Corporate charges, including inventory obsolescence and scrap at corporate distribution centers, rework, specific warranty provisions, non-standard freight, over-and-under absorption of materials management and supply chain engineering overhead. Since these costs are generally incurred on a company-wide basis, it is impractical to allocate them to either the North America or International segment. The increase in Corporate costs for the three months ended July 31, 2009 was attributable to a net \$2.7 million increase in the product situation warranty reserve relating to defective components, \$0.6 million of unabsorbed overhead as a result of declining volumes in our Tel Aviv factory, and the reduced amount of fixed supply chain overhead allocated to inventory as a result of our reduced inventory levels. Partially offsetting these increases was a \$2.8 million reduction in amortization of purchased core and developed technology assets due to the lower carrying value of such assets after impairment charges recorded in fiscal year 2008.

For the nine months ended July 31, 2009, the increase in Corporate costs was attributable to a \$15.0 million increase in excess and obsolescence and scrap charges as a result of the deteriorating macroeconomic environment. Partially offsetting these increases were a \$8.8 million reduction in amortization of purchased core and developed technology assets due to the lower carrying value of such assets after impairment charges recorded in fiscal year 2008.

Gross profit on Services increased \$1.5 million, or 13.0%, for the three months ended July 31, 2009 compared to the three months ended July 31, 2008. Gross profit on Services represented 44.2% and 37.9% of Services net revenues, respectively, for the three months ended July 31, 2009 and 2008. Gross profit on Services increased \$3.3 million, or 9.7% for the nine months ended July 31, 2009 compared to the nine months ended July 31, 2008. Gross profit represented 44.1% of Services net revenues for the nine months ended July 31, 2009 as compared to 38.4% for the nine months ended July 31, 2008. The majority of the improvement was due to improved operational efficiencies in our London service center, cost reduction initiatives associated with our North American call center, and a favorable product mix.

**Research and Development Expenses**

Research and development ( R&D ) expenses are summarized in the following table (in thousands, except percentages):

|                            | Three Months Ended July 31, |           |            |                   | Nine Months Ended July 31, |           |            |                   |
|----------------------------|-----------------------------|-----------|------------|-------------------|----------------------------|-----------|------------|-------------------|
|                            | 2009                        | 2008      | Net Change | Percentage Change | 2009                       | 2008      | Net Change | Percentage Change |
| Research and development   | \$ 15,554                   | \$ 17,558 | \$ (2,004) | -11.4%            | \$ 48,450                  | \$ 57,179 | \$ (8,729) | -15.3%            |
| Percentage of net revenues | 7.4%                        | 6.8%      |            |                   | 7.7%                       | 8.4%      |            |                   |

R&D expenses for the three months ended July 31, 2009 decreased \$2.0 million, or 11.4%, compared to the three months ended July 31, 2008, primarily driven by a \$2.4 million reduction in personnel and outside services costs due to the cancelling of certain projects as a result of the economic downturn and favorable foreign currency impact.

R&D expenses in the nine months ended July 31, 2009, decreased \$8.7 million or 15.3% compared to the nine months ended July 31, 2008 primarily driven by a \$5.9 million reduction in personnel and outside services costs due to the cancelling of certain projects as a result of the economic downturn and favorable foreign currency impact and the non recurrence of a \$2.7 million write-off of capitalized software costs recorded in the first quarter of fiscal year 2008.

We expect R&D expenses over the next few quarters to be relatively flat in absolute amounts, assuming a stable currency environment, until we have better visibility of sustained economic growth.



**Table of Contents****Sales and Marketing Expenses**

Sales and marketing expenses are summarized in the following table (in thousands, except percentages):

|                            | Three Months Ended July 31, |           |            |                   | Nine Months Ended July 31, |           |             |                   |
|----------------------------|-----------------------------|-----------|------------|-------------------|----------------------------|-----------|-------------|-------------------|
|                            | 2009                        | 2008      | Net Change | Percentage Change | 2009                       | 2008      | Net Change  | Percentage Change |
| Sales and marketing        | \$ 17,079                   | \$ 23,540 | \$ (6,461) | -27.4%            | \$ 53,701                  | \$ 70,945 | \$ (17,244) | -24.3%            |
| Percentage of net revenues | 8.1%                        | 9.1%      |            |                   | 8.6%                       | 10.5%     |             |                   |

Sales and marketing expenses decreased \$6.5 million, or 27.4%, for the three months ended July 31, 2009 compared to the three months ended July 31, 2008 primarily attributable to a \$3.2 million decrease in personnel costs as a result of a worldwide headcount reduction and favorable exchange rates, a \$1.3 million decrease in travel, trade shows, events and marketing communication expenses, a \$0.8 million decrease in outside services all largely as a result of cost reductions in response to the global recession and a \$0.6 million reduction in restructuring expense. These decreases were partially offset by a \$0.5 million net increase in stock-based compensation expense.

Sales and marketing expenses decreased \$17.2 million or 24.3% for the nine months ended July 31, 2009 compared to the nine months ended July 31, 2008 primarily attributable to a \$6.8 million decrease in personnel costs as a result of a worldwide headcount reduction and favorable exchange rates, a \$4.6 million decrease in travel, trade shows, events and marketing communication expenses, a \$2.6 million decrease in outside services all largely as a result of cost reductions in response to the global recession and a \$1.8 million reduction in restructuring expense. These decreases were partially offset by a \$0.8 million net increase in stock-based compensation expense.

We expect sales and marketing expenses to be relatively flat in absolute terms, assuming a stable currency environment, until we have better visibility of sustained economic growth.

**General and Administrative Expenses**

General and administrative expenses are summarized in the following table (in thousands, except percentages):

|                            | Three Months Ended July 31, |           |             |                   | Nine Months Ended July 31, |           |             |                   |
|----------------------------|-----------------------------|-----------|-------------|-------------------|----------------------------|-----------|-------------|-------------------|
|                            | 2009                        | 2008      | Net Change  | Percentage Change | 2009                       | 2008      | Net Change  | Percentage Change |
| General and administrative | \$ 8,506                    | \$ 35,863 | \$ (27,357) | -76.3%            | \$ 57,471                  | \$ 93,183 | \$ (35,712) | -38.3%            |
| Percentage of net revenues | 4.0%                        | 13.9%     |             |                   | 9.2%                       | 13.8%     |             |                   |

General and administrative expenses decreased \$27.4 million, or 76.3%, in the three months ended July 31, 2009 compared to the three months ended July 31, 2008. The decrease was primarily due to the non-recurrence of \$15.4 million in restatement costs related to the restatement of the 2007 interim financial results in fiscal year 2008, a \$7.2 million reversal of the Lipman pre-acquisition contingency accrual for the Brazilian importation tax assessment that was dismissed in the third quarter of fiscal year 2009, a \$2.2 million reduction in contractors, temporary and professional services fees as result of cost reduction initiatives and a \$1.1 million reduction in legal fees largely resulting from the settlement of a commercial litigation matter in the second quarter of fiscal year 2009. Additionally, there was a \$0.7 million decrease in recruiting fees and a \$0.8 million decrease in restructuring related expenses.

General and administrative expenses decreased \$35.7 million, or 38.3%, in the nine months ended July 31, 2009 compared to the nine months ended July 31, 2008. The decrease was primarily due to the non-recurrence of \$33.5 million of restatement costs related to the restatement of the 2007 interim financial results in fiscal year

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2008, a \$7.2 million reversal of the Lipman pre-acquisition contingency accrual for the Brazilian importation tax assessment that was dismissed in the third quarter of fiscal year 2009, a \$2.9 million reduction in contractors, temporary and professional services fees mainly driven by cost reduction initiatives and a \$0.8 million reduction in recruiting charges. Partially offsetting these decreases were a \$3.4 million net increase in stock-based compensation expense mainly as a result of the surrender of certain options, a \$3.1 million increase in professional fees for tax-related services mainly due to increased activity levels in the tax accounting and internal audit functional areas as a result of remediation related activities, a \$1.0 million increase in legal expense in connection with settlement of a case.

We expect general and administrative expenses, assuming a stable currency environment, to be higher primarily because of the non-recurring nature of the \$7.2 million reversal of the Lipman pre-acquisition contingency accrual for the Brazilian importation tax assessment recorded in the third quarter of fiscal year 2009.

***Amortization of Purchased Intangible Assets***

Amortization of purchased intangible assets decreased \$1.3 million and \$3.3 million in the three and nine months ended July 31, 2009, respectively, compared to the same periods in fiscal year 2008 primarily as a result of the reduction in carrying value caused by the \$26.6 million impairment charge recorded in the fourth quarter of fiscal year 2008.

***Impairment of Goodwill***

We performed our annual impairment test of goodwill as of August 1, 2008 in accordance with SFAS No. 142 which did not result in an impairment of goodwill. However, in light of our operating results in the fourth quarter of fiscal year 2008, we reduced our projected future cash flow significantly, which resulted in an indicator of possible impairment of goodwill and long-lived assets as defined under SFAS No. 142 and SFAS No. 144, requiring us to perform an impairment test as of October 15, 2008. Following the impairment test, we recorded impairment charges of \$262.5 million for goodwill and \$26.6 million for developed and core technology intangible assets in the fourth quarter of fiscal year 2008.

During November 2008, the macroeconomic environment worldwide continued to weaken. This was caused by the illiquidity of the credit markets, difficulties in the banking and financial services sectors, falling consumer confidence and a rising unemployment rate. Our stock price and market capitalization declined significantly which was considered an indicator of possible impairment of goodwill and long-lived assets, triggering the necessity of an additional impairment test as of December 1, 2008.

As a result of the goodwill impairment test, we concluded that the carrying amount of the North America and Asia reporting units exceeded their implied fair values and recorded an estimated impairment charge of \$178.2 million in the Corporate segment during the first quarter of fiscal year 2009. We finalized the goodwill evaluation process and recorded a \$2.7 million reduction of impairment charge during the second quarter of fiscal year 2009. The final impairment charge was \$175.5 million. The net carrying value of goodwill in North America and International segments was reduced by \$65.6 million and \$109.9 million, respectively, as a result of the impairment charges. See *Note 2. Goodwill and Purchased Intangible Assets* for additional information.

The long-lived assets impairment tests in our first and third quarter of fiscal year 2009 did not result in additional impairment charges.

We will continue to evaluate the carrying value of our remaining goodwill and intangible assets and if we determine in the future that there is a potential further impairment in any of our reporting units, we may be required to record additional charges to earnings which could adversely affect our financial results.

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***Interest Expense***

Interest expense decreased \$7.4 million and \$13.2 million, respectively, in the three and nine months ended July 31, 2009 compared to the three and nine months ended July 31, 2008 primarily attributable to lower effective interest rates on our Term-B loan as LIBOR rates declined substantially over the periods and the reversal of \$5.1 million of accrued interest related to a Lipman pre-acquisition contingency accrual for the Brazilian importation tax assessment that was dismissed in the third quarter of fiscal year 2009. See *Note 11. Commitment and Contingencies* for additional information.

In May 2008, the FASB issued FASB Staff Position ( FSP ) APB 14-1, *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)*. FSP APB 14-1 will require us to account separately for the liability and equity components of our convertible debt. The debt would be recognized at the present value of its cash flows discounted using our nonconvertible debt borrowing rate at the time of issuance. The equity component would be recognized as the difference between the proceeds from the issuance of the note and the fair value of the liability. FSP APB 14-1 also requires accretion of the resultant debt discount over the expected life of the debt. FSP APB 14-1 is effective for fiscal years beginning after December 15, 2008, and interim periods within those years. Entities are required to apply FSP APB 14-1 retrospectively for all periods presented. We are currently evaluating FSP APB 14-1 and have not yet determined the impact its adoption will have on our consolidated financial statements. However, the impact of this new accounting treatment will be significant and will result in a significant increase to non-cash interest expense beginning in fiscal year 2010 for financial statements covering past and future periods.

***Interest Income***

Interest income decreased \$0.9 million and \$3.4 million, respectively, in the three and nine months ended July 31, 2009 compared to the same periods in fiscal year 2008. These decreases were attributable to the lower effective interest rates during the three and nine months ended July 31, 2009 partially offset by the impact of higher average cash balances.

***Other Income (Expense), Net***

Other income (expense), net decreased \$4.9 million during the three months ended July 31, 2009 compared to the three months ended July 31, 2008 primarily resulting from a \$4.3 million foreign exchange loss from the increase in the U.S. dollar value of a tax accrual denominated in Israeli shekels, as the shekel appreciated approximately 10% against the U.S. dollar during this period.

Other income (expense), net increased \$19.5 million during the nine months ended July 31, 2009 compared to the nine months ended July 31, 2008 mainly due to a \$13.1 million gain on extinguishment of debt and a \$6.5 million decrease in net foreign exchange losses, as the un-hedged Israeli tax accrual produced \$5.5 million more foreign currency losses in the nine months ended July 31, 2008 compared to the nine months ended July 31, 2009.

***Provision for Income Tax***

We recorded an income tax provision of \$0.7 million for the three months ended July 31, 2009 compared to an income tax provision of \$7.4 million for the three months ended July 31, 2008. The income tax provision for the three months ended July 31, 2009 is primarily composed of income taxes on foreign operations, as well as U.S. income taxes, net of valuation allowance impacts. For the three months ended July 31, 2008, the Company recorded a tax provision for certain profitable foreign jurisdictions notwithstanding an expected loss for the full fiscal year on a consolidated basis

We recorded an income tax provision of \$3.0 million for the nine months ended July 31, 2009 compared to an income tax provision of \$14.2 million for the nine months ended July 31, 2008. The decrease in the provision

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for income taxes for the nine months ended July 31, 2009 is primarily attributable to the fact that during the first quarter of fiscal year 2009, the company recorded various discrete benefits related to the reversal of deferred tax liability associated with the goodwill impairment for GAAP purposes, and a provision to return benefit and other discrete items combined with reduced taxable profits in several jurisdictions for the comparable periods.

As of July 31, 2009, we remain in a net deferred tax liability position. The realization of the deferred tax assets is primarily dependent on our ability to generate sufficient U.S. and foreign taxable income in future periods. Management has determined that it is not more likely than not the deferred tax assets in the U.S. and certain foreign jurisdictions will be realized and as such we continue to record a full valuation allowance against these assets as of July 31, 2009. The amount of deferred tax assets considered realizable may increase or decrease in subsequent quarters as we reevaluate the underlying basis for our estimates of future domestic and certain foreign taxable income.

We are currently under audit by the Internal Revenue Service ( IRS ) for our fiscal years 2003 to 2004. Although we believe that we have correctly provided income taxes for the years subject to audit, the IRS may adopt different interpretations. We have not yet received any final determinations with respect to this audit although certain adjustments have been agreed with the IRS, none of which have a material impact to the current period income tax provision. Our subsidiaries are also under audit by the Israeli tax authorities for calendar years 2004 to 2006 and the Brazilian federal government for all periods subsequent to January 1, 2003. With few exceptions, we are no longer subject to tax examination outside of the U.S. for periods prior to 2000.

Effective November 1, 2007, we adopted the provisions of FIN 48, *Accounting for Uncertainty in Income Taxes*. We have recorded our FIN 48 liability as a long-term liability as we do not expect significant payments to occur over the next 12 months. Our existing tax positions will continue to generate an increase in liabilities for uncertain tax benefits. We will continue to recognize interest and penalties related to income tax matters in income tax expense. The amount of unrecognized tax benefits could be reduced upon closure of tax examinations or if the statute of limitations on certain tax filings expires without assessment from the tax authorities. We believe that it is reasonably possible that there could be a reduction in unrecognized tax benefits due to statute of limitation expirations in multiple tax jurisdictions during the next 12 months of zero to \$1.9 million. Interest and penalties accrued on these uncertain tax positions will also be released upon the expiration of statutes of limitations.

## ***Segment Information***

We operate in two business segments: North America and International. We define North America as the United States and Canada, and International as the other countries from which we derive revenues.

Net revenues and operating income (loss) of each business segment reflect net revenues generated within the segment, supply chain standard inventory cost of System Solutions net revenues, actual cost of Services net revenues, and expenses that directly benefit only that segment, including distribution center costs, royalty and warranty expense. Corporate net revenues and operating income (loss) reflect non-cash acquisition charges, including amortization of purchased core and developed technology assets, step-down in deferred revenue, impairment and other Corporate charges, including inventory obsolescence and scrap at corporate distribution centers, rework, specific warranty provisions, non-standard freight and over-and-under absorption of materials management overhead.

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In fourth quarter of fiscal year 2008, we revised the methodology for business segment operating loss reporting. Distribution center costs and certain warranty and royalty costs, which were previously allocated to the Corporate segment, were reallocated based on ship-to locations. Restructuring costs which were previously allocated to the International and North America segments were reallocated to the Corporate segment. The following table presents net revenues and operating income (loss) for our segments for the three and nine months ended July 31, 2009 and 2008 (in thousands):

|                               | Three Months Ended July 31, |            |             |                   | Nine Months Ended July 31, |             |              |                   |
|-------------------------------|-----------------------------|------------|-------------|-------------------|----------------------------|-------------|--------------|-------------------|
|                               | 2009                        | 2008       | Net Change  | Percentage Change | 2009                       | 2008        | Net Change   | Percentage Change |
| Net revenues                  |                             |            |             |                   |                            |             |              |                   |
| International                 | \$ 122,337                  | \$ 161,197 | \$ (38,860) | -24.1%            | \$ 370,841                 | \$ 412,303  | \$ (41,462)  | -10.1%            |
| North America                 | 89,035                      | 97,783     | (8,748)     | -8.9%             | 256,379                    | 265,790     | (9,411)      | -3.5%             |
| Corporate                     | (124)                       | (282)      | 158         | 56.0%             | (335)                      | (873)       | 538          | 61.6%             |
| Total net revenues            | \$ 211,248                  | \$ 258,698 | \$ (47,450) | -18.3%            | \$ 626,885                 | \$ 677,220  | \$ (50,335)  | -7.4%             |
|                               |                             | (Revised)  |             |                   |                            | (Revised)   |              |                   |
| Operating income (loss)       |                             |            |             |                   |                            |             |              |                   |
| International                 | \$ 26,822                   | \$ 31,684  | \$ (4,862)  | -15.3%            | \$ 85,770                  | \$ 75,347   | \$ 10,423    | 13.8%             |
| North America                 | 31,255                      | 33,689     | (2,434)     | -7.2%             | 88,194                     | 87,780      | 414          | 0.5%              |
| Corporate                     | (32,055)                    | (60,094)   | 28,039      | 46.7%             | (318,411)                  | (184,150)   | (134,261)    | -72.9%            |
| Total operating income (loss) | \$ 26,022                   | \$ 5,279   | \$ 20,743   |                   | \$ (144,447)               | \$ (21,023) | \$ (123,424) |                   |

*International Segment*

International total net revenues decreased \$38.9 million, or 24.1%, for the three months ended July 31, 2009 as compared to the same period in 2008 primarily driven by a \$41.0 million decrease in System Solutions net revenues partially offset by a \$2.1 million increase in Services net revenues. International total net revenues decreased \$41.5 million, or 10.1%, for the nine months ended July 31, 2009 as compared to the same period in 2008 primarily due to a \$44.2 million decrease in System Solutions net revenues partially offset by a \$2.7 million increase in Services net revenues. See *Results of Operations Net Revenues*.

International operating income decreased \$4.9 million or 15.3% for the three months ended July 31, 2009 compared to the three months ended July 31, 2008 mainly due to a decrease in net revenues partially offset by a decrease in operating expenses. International operating income increased \$10.4 million, or 13.8% for the nine months ended July 31, 2009 compared to the nine months ended July 31, 2008 mainly due to a decrease in operating expenses.

*North America Segment*

North America total net revenues decreased \$8.7 million, or 8.9% for the three months ended July 31, 2009 as compared to the three months ended July 31, 2008 primarily due to a \$5.5 million decrease in Systems Solutions net revenues and a \$3.2 million decrease in Services net revenues. North America total net revenues decreased \$9.4 million, or 3.5% for the nine months ended July 31, 2009 as compared to the nine months ended July 31, 2008 primarily due to a \$2.3 million decrease in Systems Solutions net revenues and a \$7.1 million decrease in Services net revenues. See *Results of Operations Net Revenues*.

Operating income decreased \$2.4 million, or 7.2% in the North America segment for the three months ended July 31, 2009 compared to the three months ended July 31, 2008 mainly due to a decrease in net revenues

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partially offset by decreased operating expenses. North America operating income increased \$0.4 million, or 0.5% in the nine months ended July 31, 2009 compared to the nine months ended July 31, 2008 mainly due to a decrease in operating expenses partially offset by a decline in gross profit.

*Corporate Segment*

Corporate operating loss decreased \$28.0 million, or 46.7% for the three months ended July 31, 2009 as compared to the three months ended July 31, 2008 primarily due to the non-recurrence of \$15.7 million in restatement costs related to the restatement of the 2007 interim financial results in fiscal year 2008, a \$7.2 million reversal of the Lipman pre-acquisition contingency accrual for the Brazilian importation tax assessment that was dismissed in the third quarter of fiscal year 2009, a \$4.4 million reduction in general operating expenses, a \$4.2 million reduction in amortization of purchased core and developed technology assets and a \$1.9 million decrease in restructuring expenses. These decreases were partially offset by a net \$2.7 million increase in product situation warranty reserves and a \$0.5 million net increase in stock-based compensation.

Corporate operating loss increased \$134.3 million, or 72.9% for the nine months ended July 31, 2009 compared to the nine months ended July 31, 2008 primarily due to \$175.5 million goodwill impairment charge recorded in the first half of fiscal year 2009, a \$16.9 million increase in excess and obsolescence and scrap charges due to the deteriorating macroeconomic environment, a \$4.6 million net increase in stock-based compensation due primarily to the surrender of certain option grants, a \$1.1 million increase in product situation warranty reserves and a \$1.0 million increase in legal expense in connection with settlement of a case. These increases were partially offset by the non-recurrence of \$33.5 million in restatement costs related to the restatement of the 2007 interim financial results in fiscal year 2008, a \$12.1 million reduction in amortization of purchased core and developed technology assets, a \$7.8 million decrease in general operating expenses, a \$7.2 million reversal of the Lipman pre-acquisition contingency accrual for the Brazilian importation tax assessment that was dismissed in the third quarter of fiscal year 2009 and a \$5.2 million decrease in restructuring expenses.

**Liquidity and Capital Resources**

|  | <b>Nine Months Ended<br/>July 31,</b> |             |
|--|---------------------------------------|-------------|
|  | <b>2009</b>                           | <b>2008</b> |
| Net cash provided by (used in):                                  |                                       |             |
| Operating activities   | \$ 127,350                            | \$ (2,520)  |
| Investing activities   | (10,665)                              | (32,904)    |
| Financing activities   | (23,759)                              | (2,647)     |
| Effect of exchange rate fluctuation on cash and cash equivalents | 4,726                                 | 5,084       |
| Net increase (decrease) in cash and cash equivalents             | \$ 97,652                             | \$ (32,987) |

Our primary liquidity and capital resource needs are to service our debt, finance working capital, and to make capital expenditures and investments. At July 31, 2009, our primary sources of liquidity were cash and cash equivalents of \$254.8 million and \$25.0 million was available to us under our revolving credit facility.

We believe that we have the financial resources to meet our business requirements for the next twelve months, including capital expenditures, working capital requirements, and future strategic investments, and to comply with our financial covenants.

**Operating Activities**

Net cash flow from operating activities was \$127.4 million for the nine months ended July 31, 2009.

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Cash provided by operations before changes in working capital amounted to \$71.8 million for the nine months ended July 31, 2009 and consisted of a \$141.5 million net loss adjusted for \$213.3 million of non-cash items consisting primarily of impairment of goodwill, amortization of purchased intangible assets, stock-based compensation expense, gain on reversal of a Lipman pre-acquisition contingency, gain on extinguishment of debt, depreciation and amortization of property, plant, and equipment, amortization and write-off of capitalized software and amortization of debt issuance costs.

Changes in working capital resulted in a \$55.6 million increase in cash and cash equivalents during the nine months ended July 31, 2009. The main drivers of this increase were as follows:

A \$70.0 million decrease in inventories mainly due to lower year over year sales volume, winding down of the strategic inventory ramp up at the end of fiscal year 2008 and improvements in inventory management as the company focused on maintaining a strong cash position due to economic conditions; and

A \$12.6 million decrease in prepaid expenses due to the timing of income and value added taxes and expense payments;

Offset by:

A \$28.8 million decrease in accounts payable and accrued expenses and other liabilities primarily due to a reduction in accrued liabilities, timing of payments of accrued interest and vendor invoices, the decrease in inventory purchases and a reduction in general and administrative expenses; and

A \$5.7 million increase in accounts receivable due to the timing of billings and cash collections.

**Investing Activities**

Cash used in investing activities was \$10.7 million in the nine months ended July 31, 2009, and primarily consisted of \$7.7 million in purchases of property, plant and equipment, \$1.7 million used in capitalized software development costs and \$1.3 million used in business acquisitions.

**Financing Activities**

The \$23.8 million of cash used in financing activities in the nine months ended July 31, 2009 primarily consisted of a \$32.4 million repayment of debt and advances against banker's acceptances. The \$32.4 million repayment of debt included \$19.8 million used to purchase a portion of our outstanding 1.375% Convertible Notes, \$3.8 million of Term B loan repayments and \$8.6 million of repayments of advances against banker's acceptances. These payments were partially offset by \$8.6 million of proceeds from advances against banker's acceptances.

**Contractual Obligations**

The following table summarizes our contractual obligations as of July 31, 2009 (in thousands):

|   | For the Fiscal Years Ending October 31, |           |           |           |            | After<br>2013 | Total      |
|---|---|-----------|-----------|-----------|------------|---------------|------------|
|   | 2009 (2)                                | 2010      | 2011      | 2012      | 2013       |               |            |
| Term B Loan (including interest) (1)          | \$ 3,025                                | \$ 11,948 | \$ 11,793 | \$ 11,656 | \$ 217,733 | \$            | \$ 256,155 |
| Senior convertible notes (including interest) |   | 3,898     | 3,888     | 286,638   |            |               | 294,424    |
| Capital lease obligations                     | 62                                      | 89        | 89        | 45        |            |               | 285        |
| Operating leases                              | 3,066                                   | 10,248    | 8,144     | 6,641     | 5,299      | 7,082         | 40,480     |
| Minimum purchase obligations                  | 52,378                                  | 6,282     |           |           |            |               | 58,660     |

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\$ 58,531 \$ 32,465 \$ 23,914 \$ 304,980 \$ 223,032 \$ 7,082 \$ 650,004

- (1) Interest in the above table has been calculated using the rate in effect at July 31, 2009.
- (2) The 2009 balances represent the obligations for the remaining 3 months of fiscal year 2009.



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### **Off-Balance Sheet Arrangements**

Our only off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of the SEC's Regulation S-K, consist of forward foreign currency agreements described under *Quantitative and Qualitative Disclosures about Market Risk*. See Item 3.

### **Recent Accounting Pronouncements**

Information with respect to our recent accounting pronouncements may be found in Note 1. *Principles of Consolidation and Summary of Significant Accounting Policies* in the Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q, which section is incorporated herein by reference.

### **Critical Accounting Policies and Estimates**

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

On an ongoing basis, we evaluate our critical accounting policies and estimates, including those related to revenue recognition, inventory valuation, product returns reserves, allowance for doubtful accounts, warranty costs, contingencies and litigation, income taxes, accounting for goodwill and long-lived assets, stock-based compensation, business combinations and restructuring. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

### **Goodwill**

We performed our annual impairment test of goodwill as of August 1, 2008 in accordance with SFAS No. 142 which did not result in an impairment of goodwill. However, in light of our fourth quarter operating results, we reduced our projected future cash flow significantly, which resulted in an indicator of possible impairment of goodwill and long-lived assets as defined under SFAS No. 142 and SFAS No. 144, requiring us to perform an impairment test as of October 15, 2008 (our fourth fiscal quarter of FY 2008). During November 2008, the macroeconomic environment worldwide continued to weaken. This was caused by the illiquidity of the credit markets, difficulties in the banking and financial services sectors, falling consumer confidence and rising unemployment rates. The Company's stock price and market capitalization declined significantly which was considered an indicator of possible impairment of goodwill and long-lived assets triggering the necessity of an additional impairment test as of December 1, 2008 (our first fiscal quarter of fiscal year 2009).

When performing our impairment tests in fiscal year 2008 and 2009, we: (1) allocate goodwill to our various reporting units to which the acquired goodwill relates; (2) estimate the fair value of our reporting units; and (3) determine the carrying value (i.e. book value) of those reporting units, as some of the assets and liabilities related to those reporting units are not held by those reporting units but at the general corporate level.

We considered three generally accepted approaches to valuation in preparing our goodwill impairment assessment. These approaches are commonly referred to as the income approach, market approach and cost approach. Consistent with prior periods, we selected the income approach, and specifically the discounted cash flow ( *DCF* ) method, to derive the fair value of each of our reporting units. The DCF approach calculates fair

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value by estimating the after-tax cash flows to a present value using a risk-adjusted discount rate. We selected this method as being the most meaningful in conducting our goodwill assessments because we believe it most appropriately measures our income producing assets.

In applying the income approach to our accounting for goodwill, we made certain assumptions as to the amount and timing of future expected cash flows, terminal value growth rates and appropriate discount rates. The amount and timing of future cash flows within our DCF analysis is based on our most recent long-term forecasts of the expected future financial performance of each of the reporting units, including projections of revenues, costs of sales, operating expenses, income taxes, working capital requirements, and capital expenditures. The terminal value growth rate is used to calculate the value of cash flows beyond the last projected period in our DCF analysis and reflects our best estimates for stable, perpetual growth of our reporting units. We use the weighted average cost of capital ( WACC ) as a basis for determining the discount rates to apply to our reporting units' future expected cash flows.

Due to the weakening of the macroeconomic environment primarily driven by the illiquidity of the credit markets, difficulties in the banking and financial services sectors, falling consumer confidence, and rising unemployment rates, the Company's stock price and market capitalization declined significantly. As a result, our estimated WACC increased from 19.4 percent for the goodwill impairment assessment in the fourth quarter of fiscal 2008 to 29.0 percent for our interim impairment assessment for the first six months of fiscal 2009.

As a result of the impairment tests described above, we recorded impairment charges of \$262.5 million for goodwill in the fourth quarter of fiscal year 2008 for the EMEA reporting unit. During the first quarter of fiscal year 2009, we concluded that the carrying amount of the North America and Asia reporting units exceeded their implied fair values and recorded an estimated impairment charge of \$178.2 million. We finalized the goodwill evaluation process and recorded a \$2.7 million reduction of impairment charge during the second quarter of fiscal year 2009. The final impairment charge was \$175.5 million. The net carrying value of goodwill in North America and International segments was reduced by \$65.6 million and \$109.9 million, respectively. See *Note 2. Goodwill and Purchased Intangible Assets* for additional information.

The process of evaluating the potential impairment of goodwill is subjective and requires significant judgment at many points during the analysis. In estimating the fair value of a reporting unit for the purposes of our annual or periodic analyses, we make estimates and judgments about the future cash flows of that reporting unit. Although our cash flow forecasts are based on assumptions that are consistent with our plans and estimates we are using to manage the underlying businesses, there is a significant amount of judgment involved in determining the cash flows attributable to a reporting unit. In addition, we make certain judgments about allocating shared assets to the estimated balance sheets of our reporting units over its estimated remaining useful life. We also consider our and our competitor's market capitalization on the date we perform the analysis. Changes in these assumptions and estimates could result in a goodwill impairment charge. Furthermore, a sustained decline in our market capitalization, further weakening of the macroeconomic environment or failure to meet our internal forecasts could result in changes to our evaluation of goodwill impairment in the future.

We will continue to evaluate the carrying value of our remaining goodwill and intangible assets and if we determine in the future that there is a potential further impairment in any of our reporting units, we may be required to record additional charges to earnings which could adversely affect our financial results.

**Long-lived Assets**

We review our long-lived assets including property and equipment, capitalized software development costs, and identifiable intangible assets for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. When determining the fair value of developed and core technology intangibles, we estimate the future cash flows expected to be generated through the sale of products developed from the technologies. The cash flows include our estimates of related direct costs

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including cost of sales and allocable selling, general and administrative, and research and development costs. The sum of the estimated scheduled cash flows calculated on an undiscounted, pretax basis, is then compared to the carrying value to test the assets for recoverability. In instances where the sum of the scheduled cash flows is lower than the recorded value, an indicator of impairment exists. We then estimate the fair value by discounting the after tax cash flows using an estimated discount rate derived from our estimated WACC, adjusted for specific risks attributed to the asset. The result is then compared to the carrying value of the asset to determine the impairment, if any.

During the nine months ended July 31, 2009, indicators of impairment existed in our first and third quarters; however, the long-lived impairment tests did not result in additional charges. During the second quarter, no indicators of impairment existed.

See Item 7, *Management Discussion and Analysis of Financial Condition and Results of Operations* included in our Annual Report on Form 10-K for the year ended October 31, 2008 for additional discussion and disclosure of our critical accounting policies and estimates.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk related to changes in interest rates and foreign currency exchange rates. To mitigate some of these risks, we utilize derivative financial instruments to hedge these exposures. We do not use derivative financial instruments for speculative or trading purposes nor do we issue or hold leveraged derivative financial instruments.

**Interest Rates**

We are exposed to interest rate risk related to our borrowings under the credit agreement we entered into on October 31, 2006. These borrowings generally bear interest based upon the one or three-month LIBOR rate. As of July 31, 2009, a 50 basis point increase in interest rates on our borrowings subject to variable interest rate fluctuations would increase our interest expense by approximately \$1.1 million annually. We generally invest most of our cash in overnight and short-term instruments, which would earn more interest income if market interest rates rise and less interest income if market interest rates fall.

**Foreign Currency Risk**

A majority of our sales are made to customers outside the United States. A substantial portion of the net revenues we generate from such sales is denominated in currencies other than the U.S. dollar. Additionally, portions of our cost of net revenues and other operating expenses are incurred by our international operations and are denominated in local currencies. For consolidated reporting, revenue and expenses denominated in non-US currencies are translated to U.S. dollars at average currency exchange rates for the period ( P&L Exposures ). Thus, even if foreign currency results were stable, fluctuating currency rates produce volatile reported results. We have made limited efforts to mitigate P&L Exposures by hedging with currency derivatives. As of July 31, 2009, we have no outstanding forward contracts designated as a Cash Flow Hedge pursuant to SFAS No. 133.

We may in the future use foreign currency forward or option contracts to hedge P&L Exposures, depending upon the risks of the exposures, the costs of hedging, and other considerations. However, hedges of P&L Exposures will only mitigate a portion of the Company's such risk and only for a short period. The Company will remain subject to the currency risk of P&L Exposures.

The balance sheets of our U.S. and international businesses have monetary assets and liabilities denominated in currencies other than the primary currency of such business ( Balance Sheet Exposures ), such as Canadian dollar receivables held by our U.S. business, or U.S. dollar payables of our Spanish business. As exchange rates fluctuate, Balance Sheet Exposures generate foreign currency transaction gains and losses, which are included in other income (expense), net in the Condensed Consolidated Statements of Operations.

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We have in the past run a hedging program to mitigate the risk of Balance Sheet Exposures by entering into foreign currency forward contracts. The objective is to have gains or losses of the forward contracts largely offset the losses or gains of the Balance Sheet Exposures. Forward contracts are included in Prepaid Expenses and Other Current Assets and Other Current Liabilities in the Condensed Consolidated Balance Sheets. The contracts are marked-to-market on a monthly basis with gains and losses included in other income (expense), net in the Condensed Consolidated Statements of Operations. In some instances, we seek to hedge transactions that are expected to become Balance Sheet Exposures in the very short-term, generally within one month. We do not use foreign currency contracts for speculative or trading purposes.

Our outstanding forward contracts as of July 31, 2009 are presented in the table below. All forward contracts are representative of the expected payments to be made under these instruments. The fair market value of the contracts represents the difference between the spot currency rate at July 31, 2009 and the contracted rate. All of these forward contracts mature within 35 days of July 31, 2009 (in thousands):

|                              | Currency | Local<br>Currency<br>Contract<br>Amount | Currency | Contracted<br>Amount | Fair Market<br>Value at<br>July 31,<br>2009 |
|------------------------------|----------|---|----------|----------------------|---|
| <b>Contracts to buy USD</b>  |          |   |          |                      |   |
| Brazilian real               | BRL      | (26,000)                                | USD      | 13,673               | \$ 44                                       |
| British pound                | GBP      | (800)                                   | USD      | 1,309                | (1)   |
| Canadian dollar              | CAD      | (8,500)                                 | USD      | 7,788                | (22)  |
| Chinese yuan                 | CNY      | (95,000)                                | USD      | 13,907               | (2)   |
| Euro                         | EUR      | (16,700)                                | USD      | 23,436               | 1   |
| India rupee                  | INR      | (200,000)                               | USD      | 4,138                | 12  |
| Mexican peso                 | MXN      | (20,000)                                | USD      | 1,501                | (1)   |
| Polish Zloty                 | PLN      | (11,500)                                | USD      | 3,835                | (6)   |
|                              |          |   |          |                      | \$ 25                                       |
| <b>Contracts to sell USD</b> |          |   |          |                      |   |
| Australian dollar            | AUD      | 4,000                                   | USD      | (3,258)              | \$ 2  |
| Israeli shekel               | ILS      | 38,000                                  | USD      | (10,188)             | (35)  |
|                              |          |   |          |                      | \$ (33)                                     |
|                              |          |   |          |                      | \$ (8)                                      |

As of July 31, 2009, our Balance Sheet Exposures amounted to \$81.7 million and were offset by forward contracts with a notional amount of \$83.1 million. Based on our net exposures as of July 31, 2009, a 10% movement of currency rate would result in a gain or loss of \$0.1 million.

Hedging of our Balance Sheet Exposures may not always be effective to protect us against currency exchange rate fluctuations, particularly in the event of imprecise forecasts of non-U.S. denominated assets and liabilities. In addition, at times we have not fully hedged our Balance Sheet Exposures, leaving us at risk to foreign exchange gains and losses on the un-hedged amounts. Furthermore, historically we have not hedged our P&L Exposures. Accordingly, if there were an adverse movement in exchange rates, we might suffer significant losses. For instance, for the nine months ended July 31, 2009 and 2008, we recorded \$0.6 million and \$7.1 million in net foreign currency losses, respectively, despite our hedging activities.

**Equity Price Risk**

In June 2007, we sold \$316.2 million aggregate principal amount of 1.375% Senior Convertible Notes due 2012 (the "Notes") which may be converted prior to maturity into cash and shares of our common stock upon the occurrence of certain events. In April 2009, we repurchased and extinguished \$33.5 million par value of our outstanding Notes. As of July 31, 2009, the remaining par value of the Notes was \$282.7 million. The conversion



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price of the Notes at issuance was approximately \$44.02 per share. Upon conversion, we would pay the holder the cash value of the applicable number of shares of our common stock, up to the principal amount of the Notes. Amounts in excess of the principal amount, if any, would be paid in our common stock. Concurrently with the issuance of the Notes, we entered into note hedge transactions to reduce the financial impact from the conversion of the Notes and to mitigate any negative effect such conversion may have on the price of our common stock. We entered into the note hedge transactions with Lehman Brothers OTC Derivatives ( Lehman Derivatives ) and JP Morgan Chase Bank National Association, London Branch whereby we purchased options to purchase approximately 7.2 million shares of our common stock at a price of \$44.02 per share and sold warrants to the same counterparties whereby they have the option to purchase 7.2 million shares of our common stock at a price of approximately \$62.36.

The filing by Lehman Brothers of a voluntary Chapter 11 bankruptcy petition in September 2008 constituted an event of default under the note hedge transactions with Lehman Derivatives. On September 21, 2008, we delivered a notice of termination to Lehman Derivatives to cancel 3.6 million options we purchased.

As of July 31, 2009, following the termination of the note hedge transaction with Lehman Derivatives as described above, we held an option to purchase up to 3.6 million shares of our common stock at \$44.02, and have outstanding warrants for 7.2 million shares of our common stock at \$62.36. Therefore, there is no impact if the share price of our common stock is below \$44.02. For every \$1 increase in the share price of our common stock from \$44.02 up to \$62.36, we expect to issue the equivalent of \$3.6 million in shares of our common stock (at the relevant share price). For every \$1 increase in the share price of our common stock above \$62.36, we will be required to issue the equivalent of \$7.2 million in shares of our common stock.

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

VeriFone maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act )), that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management is responsible for establishing and maintaining our disclosure controls and procedures. Our Chief Executive Officer and Chief Financial Officer participated with our management in evaluating the effectiveness of our disclosure controls and procedures as of July 31, 2009.

Based on our management s evaluation (with the participation of our Chief Executive Officer and our Chief Financial Officer), our Chief Executive Officer and Chief Financial Officer have concluded that, as of July 31, 2009, in light of the material weakness described below, our disclosure controls and procedures were not effective to provide reasonable assurance that the information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Notwithstanding the material weakness described below, we have performed additional analyses and other procedures to enable management to conclude that our condensed consolidated financial statements included in this report were prepared in accordance with accounting principles generally accepted in the United States of America ( U.S. GAAP ). Based in part on these additional efforts, our Chief Executive Officer and Chief Financial Officer have included their certifications as exhibits to this Form 10-Q.

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A material weakness is a control deficiency, or combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. Management's assessment identified the following material weakness in our internal control over financial reporting as of July 31, 2009.

A transaction-level material weakness in the design and operating effectiveness of controls related to income taxes. Specifically, our processes and procedures were not designed to provide for adequate and timely identification, documentation and review of various income tax calculations, reconciliations and related supporting documentation required to apply our accounting policy for income taxes in accordance with U.S. GAAP. This material weakness impacted our ability to timely report financial information related to income tax accounts and resulted in adjustments to income tax expense, income taxes payable, deferred tax assets and liabilities, and goodwill accounts during the fiscal year ended October 31, 2008.

As a result of the identified material weaknesses, our management concluded that, as of July 31, 2009, our internal control over financial reporting was not effective.

**Changes in Internal Controls and Procedures**

As of October 31, 2008, there were three identified material weaknesses. Since then, management has implemented numerous controls and procedures and hired additional accounting personnel with the intent to remediate these identified material weaknesses.

We believe that due to the controls and procedures which were implemented as of April 30, 2009, together with the additional personnel hired, we have remediated the two material weaknesses described below under Material Weakness I Personnel and Material Weakness II Monitoring. We will continue to test the operating effectiveness of these controls throughout the rest of fiscal 2009 to ensure that such controls are operating effectively. Our independent registered public accounting firm will test the design and operating effectiveness of these controls in connection with its audit of our internal control over financial reporting as of October 31, 2009. Below we have noted these two material weaknesses with the corresponding remediation efforts for each material weakness.

**Material Weakness I Personnel:**

We experienced an entity-level material weakness in the control environment related to our period-end financial reporting process due to an insufficient number of qualified personnel with the required proficiency to apply our accounting policies in accordance with U.S. GAAP. This material weakness contributed to adjustments in several accounts during the fiscal year ended October 31, 2008. The accounts most affected included capitalized software development costs, inventories, accounts payable and cost of net revenues; however, this material weakness could impact all financial statement accounts, with a higher likelihood for accounts subject to non-routine or estimation processes, such as inventory reserves and income taxes. Remediation efforts include the following:

We have added qualified accounting and finance personnel who have sufficient knowledge and experience in generally accepted accounting principles, cost accounting, tax, and management of financial systems. Senior additions include a Vice President of Treasury, a Treasury Assistant, a Vice President of Accounting and Reporting, and a Controller for our UK office. In addition, during fiscal year 2008, we added a Director of Supply Chain Finance along with three other individuals in this department.

During the second half of fiscal year 2008, we hired a Vice President of Internal Audit to enhance this corporate function. Subsequently, during the latter part of fiscal year 2008 and up through the second quarter of fiscal year 2009, we further expanded our internal audit department to include four additional internal audit staff, three of which are experienced audit managers that hold accounting/audit certifications.

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We have added four additional accounting analysts throughout the world and upgraded our staff in one of our Latin American divisions.

We have enhanced the segregation of duties between the financial planning and the accounting and control functions by realigning key personnel to ensure conflicts no longer exist.

We implemented an ongoing training program for our regional accounting personnel to strengthen their understanding of U.S. Generally Accepted Accounting Principles and our accounting policies and procedures as well as the revised monitoring requirements.

**Material Weakness II Monitoring:**

We experienced an entity-level material weakness in control activities related to the design and operation of our supervision, monitoring, and monthly financial statement review processes. This material weakness contributed to adjustments in several accounts during the fiscal year ended October 31, 2008. The accounts most affected included capitalized software development costs, inventories, accounts payable and cost of net revenues; however, this material weakness could impact all financial statement accounts. In addition to the remediation efforts listed above with respect to the personnel material weakness, which also address this material weakness, we have undertaken the following process changes:

We have expanded our review over manual journal entries by requiring a more senior level review over certain dollar limits to ensure entries were properly supported.

We have enhanced our review process over the monthly financial results by requiring additional documentation and analysis to be provided that is then reviewed by appropriate key senior finance personnel.

We identified, developed and implemented approximately 60 key financial policies and procedures to enhance our internal controls as well as to standardize our financial close, review and analytics procedures.

As noted above, we implemented an ongoing training program for our regional accounting personnel to strengthen their understanding of U.S. Generally Accepted Accounting Principles and our accounting policies and procedures as well as the revised monitoring requirements.

For certain key accounts (including but not limited to capitalized software, inventory, accounts receivable and deferred revenue), we have added additional analysis at both the local and corporate levels which include, but are not limited to, utilizing standardized spreadsheets and reports from the company-wide ERP system.

Although we have implemented additional controls and procedures and hired additional dedicated tax personnel with the intent to remediate, as noted above, as of July 31, 2009 we have not yet remediated the transaction-level material weakness in the design and operating effectiveness of controls related to income taxes. We have identified below the steps we have taken and the steps we are taking over the remaining months of our fiscal year 2009 to remediate this remaining identified material weakness.

We have hired dedicated in-house professional tax staff that will focus on tax matters. We engaged a Vice President of Tax in October 2008, who we subsequently hired, and in June 2009, we hired a tax director and a tax manager, both with substantial relevant tax experience. We will continue to evaluate our staffing needs for dedicated in-house professional tax staff to ensure we have adequate staffing.



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We established a uniform policy and procedure for recording tax entries.

We developed internal policies and continue to refine our procedures to assure timely receipt of international data to allow more robust review and analysis.

We implemented procedures to analyze tax accounts on a quarterly basis locally and at the corporate level including, for example, review and analysis of tax payments, refunds and accruals. We will continue to evaluate the information received and refine the procedures as necessary.

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We provide ongoing training for our regional accounting personnel to strengthen their understanding of U.S. Generally Accepted Accounting Principles and the Company's tax accounting policies and procedures.

We believe we will complete the required remedial actions for this remaining material weakness by the end of our fiscal year ending October 31, 2009. We will be testing the operating effectiveness of the above processes and controls throughout the rest of fiscal year 2009 to assess whether such processes and controls are operating effectively. Our independent registered public accounting firm will test the design and operating effectiveness of these controls and processes in connection with its audit of our internal control over financial reporting as of October 31, 2009. The material costs associated with the above remedial actions include ongoing compensation expenses for the newly hired tax staff and engagement fees for third party tax consulting firms to assist with the design and implementation of the new processes and controls. We do not anticipate that we will incur any additional material costs to implement these remediation efforts.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

Information with respect to this Item may be found in Note 11. *Commitments and Contingencies* of Notes to Condensed Consolidated Financial Statements in this Form 10-Q, which is incorporated into this Item 1 by reference.

**ITEM 1A. RISK FACTORS**

**Risks Related to Our Business**

*Our internal processes and controls and our disclosure controls have been inadequate; if the processes and controls we have implemented and continue to implement are inadequate, we may not be able to comply with our financial statement certification requirements under applicable SEC rules, or prevent future errors in our financial reporting.*

As described under *Item 9A Controls and Procedures* in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2008, our internal processes and controls have been inadequate because we have identified material weaknesses in our internal control over financial reporting and we have determined that our disclosure controls and procedures were not effective. These weaknesses, such as weakness in control activities related to income taxes and financial statement review processes and having insufficient number of qualified finance personnel, contributed to our need to restate previously reported interim financial information for each of the first three quarters of our fiscal year ended October 31, 2007, and to the delays in the filing of our Annual Report on Form 10-K for fiscal year 2007. We also were unable to file our quarterly reports on Form 10-Q for our fiscal quarters ended January 31, 2008 and April 30, 2008 on a timely basis. We have implemented and intend to continue to implement a number of additional and enhanced processes and controls to improve our internal control over financial reporting as described under *Item 4 Controls and Procedures* in this Form 10-Q. However, if we are unsuccessful in adequately implementing these processes and controls, we may be unable to comply with Exchange Act Rules 13a-15 and 15d-15, which specify the processes and controls that public companies are required to have in place, and we may be unable to provide the executive certificates required by Exchange Act Rules 13a-15 and 15d-15 in our quarterly and annual reports. Even if we implement such controls, there can be no assurance that these controls will be sufficient to detect or prevent future errors in financial reporting. We have devoted additional resources to our financial control and reporting requirements, including hiring additional qualified employees in these areas. We expect to hire additional employees and may also engage additional consultants in these areas. Competition for qualified financial control and accounting professionals in the geographic areas in which we operate is keen and there can be no assurance that we will be able to hire and retain these individuals.

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***If current macroeconomic conditions persist or worsen, our business and results of operations could be further adversely affected.***

The U.S. and international economy and financial markets have experienced significant slowdown and volatility due to uncertainties related to energy prices, availability of credit, difficulties in the banking and financial services sectors, softness in the housing, retail and consumer markets, severely diminished market liquidity, geopolitical conflicts, falling consumer confidence and rising unemployment rates. This slowdown has and could further lead to reduced demand for our products if customers decide to delay or reduce deployment of electronic payment systems, which in turn would reduce our revenues and adversely affect our business, financial condition and results of operations. In particular, the slowdown and volatility in the global markets have resulted in softer demand in the financial and retail sectors, pricing pressures and more conservative purchasing decisions by customers, including a tendency toward lower-priced products and lower volume of purchases, which could negatively impact our revenues, gross margins and results of operations. In some countries where we do business, the weakened economy has led to economic instability which has negatively affected sales, an example of which is decreased purchasing power due to currency devaluations. In addition to a reduction in sales, our profitability may decrease during downturns because we may not be able to reduce costs at the same rate as our sales decline. Given the current unfavorable economic environment, our customers may have difficulties obtaining capital at adequate or historical levels to finance their ongoing business and operations, which could impair their ability to make timely payments to us. We are unable to predict the likely duration and severity of the current disruption in the financial markets and adverse economic conditions in the U.S. and other countries and such conditions, if they persist or worsen, will further adversely impact our business, operating results, and financial condition.

***We depend on a limited number of customers, including distributors and resellers, for a large percentage of our System Solutions sales. If we do not effectively manage our relationships with them, our net revenues and operating results will suffer.***

A significant percentage of our net revenues are attributable to a limited number of customers, including distributors and ISOs. For the first nine months of 2009, our ten largest customers accounted for approximately 31% of our net revenues. Although no individual customer accounted for more than 10% of net revenues in the first nine months of fiscal year 2009, three customers accounted for approximately 13.2% of our net revenues in that period. In addition, as of July 31, 2009, one customer accounted for 13.9% of the Company's accounts receivable. If any of our large customers significantly reduces or delays purchases from us or if we are required to sell products to them at reduced prices or on other terms less favorable to us, our revenues and income could be materially adversely affected.

We sell a significant portion of our solutions through third parties such as independent distributors, independent sales organizations, or ISOs, value-added resellers, and payment processors. We depend on their active marketing and sales efforts. These third parties also provide after-sales support and related services to end user customers. When we introduce new applications and solutions, they also provide critical support for developing and porting the custom software applications to run on our various electronic payment systems and, internationally, in obtaining requisite certifications in the markets in which they are active. Accordingly, the pace at which we are able to introduce new solutions in markets in which these parties are active depends on the resources they dedicate to these tasks. Moreover, our arrangements with these third parties typically do not prevent them from selling products of other companies, including our competitors, and they may elect to market our competitors products and services in preference to our system solutions. If one or more of our major resellers terminates or otherwise adversely changes its relationship with us, we may be unsuccessful in replacing it. The loss of one of our major resellers could impair our ability to sell our solutions and result in lower revenues and income. It could also be time consuming and expensive to replicate, either directly or through other resellers, the certifications and the custom applications owned by these third parties.

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*A majority of our net revenues is generated outside of the United States and we intend to continue to expand our operations internationally. Our results of operations could suffer if we are unable to manage our international expansion and operations effectively.*

During the fiscal year ended October 31, 2008, and the nine months ended July 31, 2009, approximately 65.2% and 63.1%, respectively, of our net revenues were generated outside of the United States. We expect our percentage of net revenues generated outside of the United States to increase in the coming years. Part of our strategy is to expand our penetration in existing foreign markets and to enter new foreign markets and in particular to enter new emerging markets. Our ability to penetrate some international markets may be limited due to different technical standards, protocols or product requirements. Expansion of our international business will require significant management attention and financial resources. Our international net revenues will depend on our continued success in the following areas:

securing commercial relationships to help establish our presence in new international markets;

hiring and training personnel capable of marketing, installing and integrating our solutions, supporting customers, and managing operations in foreign countries;

localizing our solutions to target the specific needs and preferences of foreign customers, which may differ from our traditional customer base in the markets we currently serve;

building our brand name and awareness of our services among foreign customers in new international markets; and

implementing new systems, procedures, and controls to monitor our operations in new international markets.

In addition, we are subject to risks associated with operating in foreign countries, including:

multiple, changing, and often inconsistent enforcement of laws and regulations;

satisfying local regulatory or industry imposed security or other certification requirements;

competition from existing market participants that may have a longer history in and greater familiarity with the international markets we enter;

tariffs and trade barriers;

laws and business practices that may favor local competitors;

fluctuations in currency exchange rates;

extended payment terms and the ability to collect accounts receivable;

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economic and political instability in certain foreign countries;

imposition of limitations on conversion of foreign currencies into U.S. dollars or remittance of dividends and other payments by foreign subsidiaries;

changes in a specific country's or region's political or economic conditions; and

greater difficulty in safeguarding intellectual property in areas such as China, Russia, and Latin America.

Many of these factors typically become more prevalent during periods of economic stress; therefore, current global economic differences may exacerbate certain of these risks. For example, we are subject to foreign currency risk and economic and political instability can lead to significant and unpredictable volatility in currency rates, including significant currency devaluations, which may negatively impact our revenues, gross margins, results of operations and financial position. Although we engage in some hedging of our foreign currency exposures, we do not hedge all such exposures and our hedging arrangements may not always be

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effective. See *Foreign Currency Risk* under Item 3. *Quantitative and Qualitative Disclosures About Market Risk* in this Form 10-Q. In addition, compliance with foreign and U.S. laws and regulations that are applicable to our international operations is complex and may increase our cost of doing business in international jurisdictions and our international operations could expose us to fines and penalties if we fail to comply with these regulations. These laws and regulations include import and export requirements, U.S. laws such as the Foreign Corrupt Practices Act, and local laws prohibiting corrupt payments to governmental officials. Although we have implemented policies and procedures designed to ensure compliance with these laws, there can be no assurance that our employees, contractors, and agents will not take actions in violation of our policies, particularly as we expand our operations through organic growth and acquisitions. For example, two of the Company's Brazilian subsidiaries that were acquired as a part of the Lipman acquisition have been notified of assessments regarding Brazilian customs penalties that relate to alleged infractions in the importation of goods. See *Part II Item 1 Legal Proceedings* of this Quarterly Report on Form 10-Q. Any such violations could subject us to civil or criminal penalties, including the imposition of substantial fines and interest or prohibitions on our ability to offer our products and services to one or more countries, and could also materially damage our reputation, our brand, our international expansion efforts, our business, and negatively impact our operating results. In addition, if we fail to address the challenges and risks associated with international expansion and acquisition strategy, we may encounter difficulties implementing our strategy, which could impede our growth or harm our operating results.

***A significant percentage of our business is executed towards the end of our fiscal quarters. This could negatively impact our business and results of operations.***

Revenues recognized in our fiscal quarters tend to be back-end loaded. This means that sales orders are received, product is shipped, and revenue is recognized increasingly towards the end of each fiscal quarter. This back-end loading, particularly if it becomes more pronounced, could adversely affect our business and results of operations due to a number of factors including the following:

the manufacturing processes at our internal manufacturing facility could become concentrated in a shorter time period. This concentration of manufacturing could also increase labor and other manufacturing costs and negatively impact gross margins. The risk of inventory write-offs could also increase if we were to hold higher inventory levels to counteract this effect;

the higher concentration of orders may make it difficult to accurately forecast component requirements and, as a result, we could experience a shortage of the components needed for production, possibly delaying shipments and causing lost orders;

if we are unable to fill orders at the end of a quarter, shipments may be delayed. This could cause us to fail to meet our revenue and operating profit expectations for a particular quarter and could increase the fluctuation of quarterly results if shipments are delayed from one fiscal quarter to the next or orders are cancelled by customers; and

in order to fulfill orders at the end of a quarter, we may be forced to deliver our products using air freight which results in increased distribution costs.

***We are exposed to credit risk with some of our customers and to credit exposures and currency controls in weakened markets, which could result in material losses.***

A significant portion of our sales are on an open credit basis, with typical payment terms of up to 60 days in the United States and, because of local customs or conditions, longer in some international markets. In the past, there have been bankruptcies among our customer base. Although credit losses have not been material to date, future losses, if incurred, could harm our business and have a material adverse effect on our operating results and financial condition. Also, certain customers of ours who are invoiced in US Dollars, such as those based in Venezuela, have experienced and may continue to experience difficulties in obtaining US Dollar currency due to local currency controls, and therefore may not be able to remit timely payment to us. Additionally, to the degree

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that the recent turmoil in the credit markets makes it more difficult for some customers to obtain financing or access US Dollar currency, our customers' ability to pay could be adversely impacted, which in turn could have a material adverse impact on our business, operating results and financial condition.

***Fluctuations in currency exchange rates may adversely affect our results of operations.***

A substantial portion of our business consists of sales made to customers outside the United States. A portion of the net revenues we receive from such sales is denominated in currencies other than the U.S. dollar. Additionally, portions of our cost of net revenues and our other operating expenses are incurred by our International operations and denominated in local currencies. Fluctuations in the value of these net revenues, costs and expenses as measured in U.S. dollars have affected our results of operations historically, and adverse currency exchange rate fluctuations may have a material impact in the future. Further, changes in exchange rates that strengthen the U.S. dollar could increase the price of our products in the local currencies of the foreign markets we serve. This would result in making our products relatively more expensive than products that are denominated in local currencies, leading to a reduction in sales and profitability in those foreign markets. In addition, our balance sheet reflects non-U.S. dollar denominated assets and liabilities, primarily intercompany balances, which can be adversely affected by fluctuations in currency exchange rates and cause gains and losses that are included in other income (expense), net in our Condensed Consolidated Statement of Operations. We have entered into foreign currency forward contracts and other arrangements intended to hedge our balance sheet exposure to adverse fluctuations in exchange rates. We have also effectively priced our System Solutions in U.S. dollars in certain countries. Nevertheless, these hedging arrangements may not always be effective, particularly in the event of imprecise forecasts of non-U.S. denominated assets and liabilities. Additionally, our efforts to effectively price products in U.S. dollars may have disadvantages since it may affect demand for our products if the local currency strengthens relative to the U.S. dollar. On the other hand, we could be adversely affected where the U.S. dollar strengthens relative to the local currency between the time of a sale and the time we receive payment, which would be collected in the devalued local currency. Accordingly, if there is an adverse movement in exchange rates, we might suffer significant losses and our results of operations may otherwise be adversely affected. Additionally, hedging programs expose us to risks that could adversely affect our operating results, including the following:

we may be unable to hedge currency risk for some transactions because of a high level of uncertainty or the inability to reasonably estimate our foreign exchange exposures; and

we may be unable to acquire foreign exchange hedging instruments in some of the geographic areas where we do business, or, where these derivatives are available, we may not be able to acquire enough of them to fully offset our exposure.

***We depend upon third parties to manufacture many of our systems and to supply the components necessary to manufacture our products.***

We utilize a limited number of third parties to manufacture our hardware products pursuant to our specifications and rely upon these contract manufacturers to produce and deliver products to our customers on a timely basis and at an acceptable cost. Disruptions to the business or operations of these contract manufacturers, or to their ability to produce the products we require in accordance with our and our customers requirements, could significantly affect our ability to fulfill customer demand on a timely basis which could materially harm our revenues and results of operations. Further, any increase in our use of these third parties to manufacture our products could exacerbate these risks. Components such as application specific integrated circuits, or ASICs, payment processors, wireless modules, modems and printer mechanisms that are necessary to manufacture and assemble our systems are sourced either directly by us or on our behalf by our contract manufacturers from a variety of component suppliers selected by us. Certain of the components are specifically customized for use in our products and are obtained from sole source suppliers on a purchase order basis. If our suppliers are unable or unwilling to deliver the quantities that we require, we would be faced with a shortage of critical components. We also experience from time to time an increase in the lead time for delivery of some of our key components. We

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may not be able to find alternative sources in a timely manner if suppliers of our key components become unwilling or unable to provide us with adequate supplies of these key components when we need them or if they increase their prices. If we are unable to obtain sufficient key required components, or to develop alternative sources if and as required in the future, or to replace our component and factory tooling for our products in a timely manner if they are damaged or destroyed, we could experience delays or reductions in product shipments. This could harm our relationships with our customers and cause our revenues to decline. Even if we are able to secure alternative sources or replace our tooling in a timely manner, our costs could increase.

***The government tax benefits that our Israeli subsidiary currently receives require it to meet several conditions and may be terminated or reduced in the future, which could require us to pay increased taxes or refund tax benefits received in the past.***

Our principal subsidiary in Israel (formerly Lipman) has received tax benefits under Israeli law for capital investments that are designated as Approved Enterprises. We received such tax benefits of approximately \$8.0 million in 2008 and \$0.1 million in 2007. We received no such tax benefits in the first nine months of fiscal year 2009. To maintain our eligibility for these tax benefits, we must continue to meet conditions, including making specified investments in property, plant, and equipment, and continuing to manufacture in Israel. If we do not comply with these conditions in the future, the benefits received could be cancelled or reduced and we could be required to pay increased taxes or refund the amounts of the tax benefits Lipman received in the past, together with interest and penalties. Also, an increase in our assembly of products outside of Israel may be construed as a failure to comply with these conditions. These tax benefits may not continue in the future at the current levels or at all. The termination or reduction of these tax benefits, or our inability to qualify for new programs, could adversely affect our results of operations. Our principal subsidiary in Israel has undistributed earnings of approximately \$206.0 million, the vast majority of which are attributable to Lipman's Approved Enterprise programs. As such, these earnings were not subject to Israeli statutory corporate tax at the time they were generated. To the extent that these earnings are distributed to the United States in the future, our Israeli subsidiary would be required to pay corporate tax at the rate ordinarily applicable to such earnings (currently between 10% and 25%) along with a 15% withholding tax. We have accrued approximately \$48.4 million for taxes associated with potential future distributions of our Israeli subsidiary's approximately \$206.0 million in earnings, although the cash balance in this subsidiary was less than half that amount as of July 31, 2009.

***We have significant operations in Israel and therefore our results of operations may be adversely affected by political or economic instability or military operations in or around Israel.***

We have offices and a manufacturing facility in Israel and many of our suppliers are located in Israel. Therefore, political, economic, and military conditions in Israel directly affect our operations. The future of peace efforts between Israel and its Arab neighbors remains uncertain. Any armed conflicts or further political instability in the region is likely to negatively affect business conditions and adversely affect our results of operations. Furthermore, several countries continue to restrict or ban business with Israel and Israeli companies. These restrictive laws and policies may seriously limit our ability to make sales in those countries.

In addition, many employees in Israel are obligated to perform at least 30 days and up to 40 days, depending on rank and position, of military reserve duty annually and are subject to being called for active duty under emergency circumstances. If a military conflict or war arises, these individuals could be required to serve in the military for extended periods of time. Our operations in Israel could be disrupted by the absence for a significant period of one or more key employees or a significant number of other employees due to military service. Any disruption in our operations in Israel could materially adversely affect our business.

***We depend on our manufacturing and warehouse facility in Israel. If operations at this facility are interrupted for any reason, there could be a material adverse effect on our results of operations.***

We currently assemble and test a number of our product lines at our manufacturing facility located in Israel. Component and limited finished product inventories are also stored at this facility. Disruption of the manufacturing



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process at this facility or damage to it, whether as a result of fire, natural disaster, act of war, terrorist attack, or otherwise, could materially affect our ability to deliver products on a timely basis and could materially adversely affect our results of operations. We also assemble some of our products in Brazil. To the extent products are manufactured by third parties in additional countries, we may become more dependent on third-party manufacturers to produce and deliver products sold in these markets on a timely basis and at an acceptable cost.

*We have experienced rapid growth in recent years, and if we cannot adequately manage our growth, our results of operations will suffer.*

We have experienced rapid growth in recent years in our operations, both internally and from acquisitions. We cannot be sure that we have made adequate allowances for the costs and risks associated with our expansion, or that our systems, procedures, and managerial controls will be adequate to support further expansion in our operations. Any delay in implementing, or transitioning to, new or enhanced systems, procedures, or controls to accommodate the requirements of our business and operations may adversely affect our ability to manage our product inventory and record and report financial and management information on a timely and accurate basis. If we are unable to successfully manage expansion, our results of operations may be adversely affected.

*Our quarterly operating results may fluctuate significantly as a result of factors outside of our control, which could cause the market price of our common stock to decline.*

We expect our revenues and operating results to vary from quarter to quarter. As a consequence, our operating results in any single quarter may not meet the expectations of securities analysts and investors, which could cause the price of our common stock to decline. Factors that may affect our operating results include:

the type, timing, and size of orders and shipments;

demand for and acceptance of our new product offerings;

customers' willingness to maintain inventories;

delays in the implementation and delivery of our products and services, which may impact the timing of our recognition of revenues;

variations in product mix and cost during any period;

development of new relationships and maintenance and enhancement of existing relationships with customers and strategic partners;

component supply, manufacturing, or distribution difficulties;

deferral of customer contracts in anticipation of product or service enhancements;

timing of commencement, implementation, or completion of major implementation projects;

timing of governmental, statutory and industry association requirements;

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the relative mix of North America and International net revenues;

fluctuations in currency exchange rates;

the fixed nature of many of our expenses; and

industry and economic conditions, including competitive pressures and inventory obsolescence.

In particular, differences in relative growth rates between our businesses in North America and internationally may have a significant effect on our operating results, particularly our reported gross profit percentage, in any individual quarter, with International sales carrying lower margins.

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In addition, we have in the past and may continue to experience periodic variations in sales to our key vertical and international markets. These periodic variations occur throughout the year and may lead to fluctuations in our quarterly operating results depending on the impact of any given market during that quarter and could lead to volatility in our stock price.

***We have been named as a party to several class action and derivative action lawsuits arising from the restatements, and we may be named in additional litigation, all of which are likely to require significant management time and attention and expenses and may result in an unfavorable outcome which could have a material adverse effect on our business, financial condition, and results of operations.***

In connection with the restatements of our historical interim financial statements for fiscal year 2007, a number of securities class action complaints were filed against us and certain of our officers, and a number of purported derivative actions have also been filed against certain of our current and former directors and officers. See *Part II Item 1 Legal Proceedings* of this Quarterly Report on Form 10-Q.

The amount of time and resources required to resolve these lawsuits is unpredictable, and defending ourselves is likely to divert management's attention from the day-to-day operations of our business, which could adversely affect our business, financial condition, and results of operations. In addition, an unfavorable outcome in such litigation or a decision by us to settle such lawsuits to avoid the distraction and expense of continued litigation even if we deem the claims to be without merit would have a material adverse effect on our business, financial condition, and results of operations.

Our insurance may not be sufficient to cover our costs for defending these actions or paying any damages in the event of an unfavorable outcome. In addition, we may be obligated to indemnify (and advance legal expenses to) both current and former officers, employees and directors in connection with these actions. We currently hold insurance policies for the benefit of our directors and officers, although our insurance coverage may not be sufficient in some or all of these matters. Furthermore, our insurance carriers may seek to deny coverage in some or all of these matters, in which case we may have to fund the indemnification amounts owed to such directors and officers ourselves.

We are subject to the risk of additional litigation and regulatory proceedings or actions in connection with the restatement. We have responded to inquiries and provided information and documents related to the restatement to the SEC, the U.S. Department of Justice, the New York Stock Exchange, and the Chicago Board Options Exchange. The SEC also has interviewed several current and former VeriFone officers and employees, and we are continuing to cooperate with the SEC in responding to the SEC's requests for information. We were the subject of a Wells Notice from the SEC stating that the Staff intends to recommend that the SEC bring a civil injunctive action against the Company, alleging violations of the federal securities laws arising from the restatement. See additional discussion under *Part II Item 1 Legal Proceedings* of this Quarterly Report on Form 10-Q. Although we recently settled this matter with the SEC, additional regulatory inquiries may also be commenced by other U.S. federal, state or foreign regulatory agencies. In addition, we may in the future be subject to additional litigation or other proceedings or actions arising in relation to the restatement of our historical interim financial statements. Litigation and any potential regulatory proceeding or action may be time consuming, expensive and distracting from the conduct of our business. The adverse resolution of any specific lawsuit or any potential regulatory proceeding or action could have a material adverse effect on our business, financial condition, and results of operations.

Our restatement and related litigation could result in substantial additional costs and expenses and adversely affect our cash flows, and may adversely affect our business, financial condition, and results of operations. We have incurred substantial expenses for legal, accounting, tax and other professional services in connection with the investigation by the audit committee of our board of directors, our internal review of our historical financial statements, the preparation of the restated financial statements, inquiries from government agencies, the related litigation, and the amendments to our credit agreement as a result of our failure to timely file our Exchange Act

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reports with the SEC. We expect to continue to incur significant expenses in connection with these matters. Many members of our senior management team and our Board of Directors have been and will be required to devote a significant amount of time on remedial efforts and litigation related to the restatement. In addition, certain of these individuals are named defendants in the litigation related to the restatement. Defending these actions may require significant time and attention from them. If our senior management is unable to devote sufficient time in the future developing and pursuing our strategic business initiatives and running ongoing business operations, there may be a material adverse effect on our business, financial condition and results of operations.

***We may be subject to additional impairment charges due to potential declines in the fair value of our assets.***

As a result of our acquisitions, particularly that of Lipman, we have significant goodwill and intangible assets on our balance sheet. We test goodwill and intangible assets for impairment on a periodic basis as required, and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The events or changes that could require us to test our goodwill and intangible assets for impairment include a reduction in our stock price and market capitalization and changes in our estimated future cash flows, as well as changes in rates of growth in our industry or in any of our reporting units. In the fourth quarter of 2008, we recorded an impairment charge of \$289.1 million for goodwill and developed technology intangible assets due to lower revenue expectations in light of current operating performance and future operating expectations. During the first fiscal quarter of 2009, we concluded that the carrying amount of the North America and Asia reporting units exceeded their implied fair values and recorded an estimated impairment charge of \$178.2 million. We finalized the goodwill evaluation process and recorded a \$2.7 million reduction of impairment charge during the second quarter of fiscal year 2009. The final goodwill impairment charge was \$175.5 million as of April 30, 2009. We did not record any impairment charges during the fiscal quarter ended July 31, 2009.

We will continue to evaluate the carrying value of our remaining goodwill and intangible assets and if we determine in the future that there is a potential further impairment in any of our reporting units, we may be required to record additional charges to earnings which could materially adversely affect our financial results and could also materially adversely affect our business. The process of evaluating the potential impairment of goodwill and intangible assets is subjective and requires significant judgment at many points during the analysis and include estimates of our future cash flows attributable to a reporting unit or asset over its estimated remaining useful life. Any changes in our estimates, such as our estimates of the future cash flows attributable to a reporting unit or asset, or a longer or more significant decline in our market capitalization or the macroeconomic environment, could require us to record additional impairment charges which could materially adversely affect our financial results. See *Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations* and *Note 2. Goodwill and Purchased Intangible Assets* in the Notes to the Condensed Consolidated Financial Statements for additional information related to impairment of goodwill and intangible assets.

***Our North American and International operations are not equally profitable, which may promote volatility in our earnings and may adversely impact future growth in our earnings.***

Our International sales of System Solutions have tended to carry lower average selling prices and therefore have lower gross margins than our sales in North America. As a result, if we successfully expand our International sales, any improvement in our results of operations will likely not be as favorable as an expansion of similar magnitude in the United States and Canada. In addition, we are unable to predict for any future period our proportion of revenues that will result from International sales versus sales in North America. Variations in this proportion from period to period may lead to volatility in our results of operations which, in turn, may depress the trading price of our common stock.

***Security is vital to our customers and end users and therefore breaches in the security of our solutions could adversely affect our reputation and results of operations.***

Protection against fraud is of key importance to the purchasers and end users of our solutions. We incorporate security features, such as encryption software and secure hardware, into our solutions to protect

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against fraud in electronic payment transactions and to ensure the privacy and integrity of consumer data. Our solutions may be vulnerable to breaches in security due to defects in the security mechanisms, the operating system and applications, or the hardware platform. Security vulnerabilities could jeopardize the security of information transmitted or stored using our solutions. We also provide our customers with repair, encryption key loading and helpdesk services, and have in the past and may in the future also experience security breaches or fraudulent activities related to unauthorized access to sensitive customer information. If the security of our solutions is compromised, our reputation and marketplace acceptance of our solutions will be adversely affected, which would cause our business to suffer, and we may become subject to damages claims.

*Our solutions may have defects that could result in sales delays, delays in our collection of receivables, and claims against us.*

We offer complex solutions that are susceptible to undetected hardware and software errors or failures. Solutions may experience failures when first introduced, as new versions are released, or at any time during their lifecycle. Defects may also arise from third party components that we incorporate into our products, such as hardware modules, chipsets or battery cells. Any product recalls as a result of errors or failures could result in the loss of or delays in market acceptance of our solutions and adversely affect our business and reputation. In July 2009, we recorded a \$3.2 million warranty accrual related to a potential warranty exposure for one of our products. The amount accrued represents our current best estimate of our exposure based on relevant facts and circumstances. There is a reasonable possibility that we may incur additional warranty expense related to this product in future periods. Any significant returns or warranty claims for this product or any of our products could result in significant additional costs to us and could adversely affect our results of operations. Our customers may also run third-party software applications on our electronic payment systems. Errors in third-party applications could adversely affect the performance of our solutions.

The existence of defects and delays in correcting them could result in negative consequences, including the following: harm to our brand; delays in shipping system solutions; loss of market acceptance for our system solutions; additional warranty expenses; diversion of resources from product development; and loss of credibility with distributors and customers. Correcting defects can be time consuming and in some circumstances extremely difficult. Software errors may take several months to correct, and hardware defects may take even longer to correct.

*We may accumulate excess or obsolete inventory that could result in unanticipated price reductions and write-downs and adversely affect our financial condition.*

In formulating our solutions, we have focused our efforts on providing to our customers solutions with higher levels of functionality, which requires us to develop and incorporate cutting edge and evolving technologies. This approach tends to increase the risk of obsolescence for products and components we hold in inventory and may compound the difficulties posed by other factors that affect our inventory levels, including the following:

the need to maintain significant inventory of components that are in limited supply;

buying components in bulk for the best pricing;

responding to the unpredictable demand for products;

cancellation of customer orders; and

responding to customer requests for quick delivery schedules.

The accumulation of excess or obsolete inventory has in the past resulted in and may in future periods result in price reductions and inventory write-downs and scrap, which could adversely affect our business, results of operations and financial condition. We incurred an obsolescence cost of \$23.1 million and \$11.8 million for obsolete inventory, scrap, and purchase commitments for excess components at contract manufacturers for the first nine months of fiscal year 2009 and the fiscal year ended October 31, 2008 respectively.



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***If we do not accurately forecast customer demand and effectively manage our product mix and inventory levels, we may lose sales from having too few or the wrong mix of products or incur costs associated with excess inventory.***

If we improperly forecast demand for our products we could end up with too many products and be unable to sell the excess inventory in a timely manner, if at all, or, alternatively we could end up with too few products and not be able to satisfy demand. This problem is exacerbated because we attempt to closely match inventory levels with product demand leaving limited margin for error, and we generally receive a significant volume of customer orders towards the end of each fiscal quarter which leave us little room to adjust inventory mix to match demand. Also, during the transition from an existing product to a new replacement product, we must accurately predict the demand for the existing and the new product. Our inability to properly manage our inventory levels could cause us to incur increased expenses associated with writing off excessive or obsolete inventory or lose sales or have to ship products by air freight to meet immediate demand incurring incremental freight costs above sea freight costs, a preferred method, and suffering a corresponding decline in gross margins. If we do not accurately predict demand, we could also incur increased expenses associated with binding commitments to certain third party contract manufacturers which would negatively impact our gross margins and operating results. See Note 11. *Commitment and Contingencies* of Notes to our Condensed Consolidated Financial Statements in this Form 10-Q. During times of economic uncertainty, such as that of the current global economic environment, it becomes more difficult to accurately forecast demand and manage our inventory levels. Deteriorating market conditions has in the past and can in future periods cause us to incur additional costs associated with excess and obsolete inventory, scrap and excess inventory held by our contract manufacturers. For example, we incurred approximately \$1.2 million of such costs for the three months ended July 31, 2009.

***Our proprietary technology is difficult to protect and unauthorized use of our proprietary technology by third parties may impair our ability to compete effectively.***

We may not be able to protect our proprietary technology, which could enable competitors to develop services that compete with our own. We rely on copyright, trademark, and trade secret laws, as well as confidentiality, licensing and other contractual arrangements to establish and protect the proprietary aspects of our solutions. Institution of legal proceedings to enforce our intellectual property rights could be costly and divert the efforts and attention of our management and technical personnel from other business operations. In addition, there can be no assurance that such proceedings would be determined in our favor. We do not have patent protection for certain important aspects of our current solutions. The laws of some countries in which we sell our solutions and services may not protect software and intellectual property rights to the same extent as the laws in the United States. If we are unable to prevent misappropriation of our technology, competitors may be able to use and adapt our technology. Our failure to protect our technology could diminish our competitive advantage and cause us to lose customers to competitors.

***Our business may suffer if we are sued for infringing the intellectual property rights of third parties, or if we are unable to obtain rights to third-party intellectual property on which we depend.***

Third parties have in the past asserted and may in the future assert claims that our system solutions infringe their proprietary rights. Such infringement claims, even if meritless, may cause us to incur significant costs in defending those claims. We may be required to discontinue using and selling any infringing technology and services, to expend resources to develop non-infringing technology or to purchase licenses or pay royalties for other technology. Similarly, we depend on our ability to license intellectual property from third parties. These or other third parties may become unwilling to license to us on acceptable terms intellectual property that is necessary to our business. In either case, we may be unable to acquire licenses for other technology on reasonable commercial terms or at all. As a result, we may find that we are unable to continue to offer the solutions and services upon which our business depends.

We have received, and have currently pending, third-party claims and may receive additional notices of such claims of infringement in the future. Infringement claims may cause us to incur significant costs in defending

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those claims or to settle claims to avoid costly or protracted litigation even if we deem those claims to be without merit. For example, in September 2007, SPA Syspatronic AG commenced an infringement action against us and others and in March 2008, Cardsoft, Inc. and Cardsoft (Assignment for the Benefit of Creditors), LLC commenced an infringement action against us and others. Infringement claims are expensive and time consuming to defend, regardless of the merits or ultimate outcome. Similar claims may result in additional protracted and costly litigation. There can be no assurance that we will continue to prevail in any such actions or that any license required under any such patent or other intellectual property would be made available on commercially acceptable terms, if at all. See Note 11. *Commitments and Contingencies* in the Notes to the Condensed Consolidated Financial Statements.

***We face litigation and tax assessment risks that could force us to incur substantial defense costs and could result in damages awards against us that would negatively impact our business.***

As described in Note 11. *Commitments and Contingencies* in the Notes to the Condensed Consolidated Financial Statements, there are a number of pending litigation and tax assessment matters each of which may be time-consuming to resolve, expensive to defend, and disruptive to normal business operations. The outcome of litigation and tax assessments are inherently difficult to predict. An unfavorable resolution of any specific lawsuit or tax assessment could have a material adverse effect on our business, results of operations and financial condition.

***We may not be able to attract, integrate, manage, and retain qualified personnel.***

Our success depends to a significant degree upon the continued contributions of our key senior management, engineering, sales and marketing, and manufacturing personnel, many of whom would be difficult to replace. In addition, our future success also depends on our ability to attract, integrate, manage, and retain highly skilled employees throughout our businesses. Competition for some of these personnel is intense, and in the past, we have had difficulty hiring employees in our desired time frame, particularly qualified finance and accounting professionals. We may be unsuccessful in attracting and retaining personnel. The loss of the services of any of our key personnel, the inability to attract or retain qualified personnel in the future, or delays in hiring required personnel, particularly engineers and sales personnel, could make it difficult for us to manage our business and meet key objectives, such as timely product introductions.

In fiscal year 2008 and in the first nine months of fiscal year 2009, we implemented work force reduction plans reducing the number of employees and contractors. These reductions have also required that we reassign certain employee duties. Workforce reductions and job reassignments could negatively affect employee morale, and make it difficult to motivate and retain our remaining employees and contractors, which would affect our ability to deliver our products in a timely fashion and otherwise negatively affect our business.

In addition, the restatement of our historical interim financial statements has adversely impacted our ability to attract and retain qualified personnel and may also have affected the morale and productivity of our workforce, including as a result of the uncertainties inherent in the restatement process, as well as our inability to provide equity-based compensation or permit the exercise of outstanding stock options from the time we announced that we would be restating our interim financial statements to August 2008, when we filed the required reports with the SEC. Moreover, the restatement process has adversely affected the market for our shares making our equity compensation program potentially less attractive for current or prospective employees.

***Shipments of electronic payment systems may be delayed by factors outside of our control, which can harm our reputation and our relationships with our customers.***

The shipment of payment systems requires us or our manufacturers, distributors, or other agents to obtain customs or other government certifications and approvals, and, on occasion, to submit to physical inspection of our systems in transit. Failure to satisfy these requirements, and the very process of trying to satisfy them, can



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lead to lengthy delays in the delivery of our solutions to our direct or indirect customers. Delays and unreliable delivery by us may harm our reputation in the industry and our relationships with our customers.

***Force majeure events, such as terrorist attacks, other acts of violence or war, political instability, and health epidemics may adversely affect us.***

Terrorist attacks, war and international political instability, along with health epidemics may disrupt our ability to generate revenues. Such events may negatively affect our ability to maintain sales revenues and to develop new business relationships. Because a substantial and growing part of our revenues is derived from sales and services to customers outside of the United States and we have our electronic payment systems manufactured outside the U.S., terrorist attacks, war and international political instability anywhere may decrease international demand for our products and inhibit customer development opportunities abroad, disrupt our supply chain and impair our ability to deliver our electronic payment systems, which could materially adversely affect our net revenues or results of operations. Any of these events may also disrupt global financial markets and precipitate a decline in the price of our common stock.

***Natural or manmade disasters, business interruptions and health epidemics could delay our ability to receive or ship our products, or otherwise disrupt our business.***

Our worldwide operations could be subject to earthquakes, power shortages, telecommunications failures, water shortages, tsunamis, floods, hurricanes, typhoons, fires, extreme weather conditions, health epidemics and other natural or manmade disasters or business interruptions. The occurrence of any of these business disruptions could seriously harm our revenue and financial condition and increase our costs and expenses. Our corporate headquarters, and a portion of our research and development activities, are located in California, and other critical business operations and some of our suppliers are located in California and Asia, near major earthquake faults. If our manufacturers or warehousing facilities are disrupted or destroyed, we would be unable to distribute our products on a timely basis, which could harm our business. Moreover, if our computer information systems or communication systems, or those of our vendors or customers, are subject to hacker attacks or other disruptions, our business could suffer. We have not established a comprehensive disaster recovery plan. Our back-up operations may be inadequate and our business interruption insurance may not be enough to compensate us for any losses that may occur. A significant business interruption could result in losses or damages and harm our business. For example, much of our order fulfillment process is automated and the order information is stored on our servers. If our computer systems and servers go down even for a short period at the end of a fiscal quarter, our ability to recognize revenue would be delayed until we were again able to process and ship our orders, which could harm our revenues for that quarter and cause our stock price to decline significantly.

***While we believe we comply with environmental laws and regulations, we are still exposed to potential risks associated with environmental laws and regulations.***

We are subject to other legal and regulatory requirements, including a European Union directive that places restrictions on the use of hazardous substances (RoHS) in electronic equipment, a European Union directive on Waste Electrical and Electronic Equipment (WEEE), and the environmental regulations promulgated by China's Ministry of Information Industry (China RoHS). RoHS sets a framework for producers obligations in relation to manufacturing (including the amounts of named hazardous substances contained in products sold) and WEEE sets a framework for treatment, labeling, recovery, and recycling of electronic products in the European Union which may require us to alter the manufacturing of the physical devices that include our solutions and/or require active steps to promote recycling of materials and components. In addition, similar legislation could be enacted in other jurisdictions, including in the United States. If we do not comply with the RoHS directives, WEEE directives and China RoHS, we may suffer a loss of revenue, be unable to sell in certain markets or countries, be subject to penalties and enforced fees, and/or suffer a competitive disadvantage. Furthermore, the costs to comply with RoHS, WEEE and China RoHS, or with current and future environmental and worker health and safety laws may have a material adverse effect on our business, results of operations and financial condition.

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*We may pursue complementary acquisitions and strategic investments, which will involve numerous risks. We may not be able to address these risks without substantial expense, delay or other operational or financial problems.*

We may seek to acquire or make investments in related businesses, technologies, or products in the future. Acquisitions or investments involve various risks, such as:

the difficulty of integrating the technologies, operations, and personnel of the acquired business, technology or product;

the potential disruption of our ongoing business, including the diversion of management attention;

the possible inability to obtain the desired financial and strategic benefits from the acquisition or investment;

loss of customers;

the risk that increasing complexity inherent in operating a larger business may impact the effectiveness of our internal controls and adversely affect our financial reporting processes;

assumption of unanticipated liabilities;

the loss of key employees of an acquired business; and

the possibility of our entering markets in which we have limited prior experience.

Future acquisitions and investments could also result in substantial cash expenditures, potentially dilutive issuance of our equity securities and incurrence of additional debt, contingent liabilities and amortization expenses related to other intangible assets that could adversely affect our business, operating results, and financial condition. We depend on the retention and performance of existing management and employees of acquired businesses for the day-to-day management and future operating results of these businesses.

## **Risks Related to Our Industry**

*Our markets are highly competitive and subject to price erosion.*

The markets for our system solutions and services are highly competitive, and we have been subject to price pressures. Competition from manufacturers, distributors, or providers of products similar to or competitive with our system solutions or services could result in price reductions, reduced margins, and a loss of market share or could render our solutions obsolete. For example, First Data Corporation, a leading provider of payments processing services, and formerly our largest customer, has developed and continues to develop a series of proprietary electronic payment systems for the U.S. market.

We expect to continue to experience significant and increasing levels of competition in the future. We compete with suppliers of cash registers that provide built-in electronic payment capabilities and producers of software that facilitates electronic payment over the internet, as well as other manufacturers or distributors of electronic payment systems. We must also compete with smaller companies that have been able to develop strong local or regional customer bases. In certain foreign countries, some competitors are more established, benefit from greater name recognition and have greater resources within those countries than we do.

*We must adhere to industry and government regulations and standards and therefore sales will suffer if we cannot comply with them.*

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Our system solutions must meet industry standards imposed by EMVCo LLC, a payment systems standards setting organization, Visa, MasterCard, and other credit card associations and standard setting organizations. New standards are continually being adopted or proposed as a result of worldwide anti-fraud initiatives, the increasing need for system compatibility and technology developments such as wireless and wireline IP communication. Our solutions also must comply with government regulations, including those imposed by

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telecommunications authorities and independent standards groups worldwide regarding emissions, radiation, and connections with telecommunications and radio networks. We cannot be sure that we will be able to design our solutions to comply with future standards or regulations on a timely basis, if at all. Compliance with these standards could increase the cost of developing or producing our solutions. New products designed to meet any new standards need to be introduced to the market and ordinarily need to be certified by the credit card associations and our customers before being purchased. The certification process is costly and time consuming and increases the amount of time it takes to sell our products. Our business and financial condition could be adversely affected if we cannot comply with new or existing industry standards, or obtain or retain necessary regulatory approval or certifications in a timely fashion, or if compliance results in increasing the cost of our products. Selling products that are non-compliant may result in fines against us or our customers, which we may be liable to pay.

*If we do not continually enhance our existing solutions and develop and market new solutions and enhancements, our net revenues and income will be adversely affected.*

The market for electronic payment systems is characterized by:

rapid technological change;

frequent product introductions and enhancements;

evolving industry and government performance and security standards; and

changes in customer and end-user requirements.

Because of these factors, we must continually enhance our existing solutions and develop and market new solutions. These efforts require significant investment in research and development as well as increased costs of manufacturing and distributing our system solutions, and we may not necessarily be able to increase or maintain prices to account for these costs.

We cannot be sure that we will successfully complete the development and introduction of new solutions or enhancements or that our new solutions will be accepted in the marketplace. We may also fail to develop and deploy new solutions and enhancements on a timely basis. In either case, we may lose market share to our competitors, and our net revenues and results of operations could suffer.

## **Risks Related to Our Capital Structure**

*Our secured credit facility contains restrictive and financial covenants and, if we are unable to comply with these covenants, we will be in default. A default could result in the acceleration of our outstanding indebtedness, which would have an adverse effect on our business and stock price.*

On October 31, 2006, our principal subsidiary, VeriFone, Inc., entered into a secured credit agreement consisting of a Term B Loan facility of \$500.0 million and a revolving credit facility permitting borrowings of up to \$40.0 million (the Credit Facility). The proceeds from the Term B loan were used to repay all outstanding amounts relating to an existing senior secured credit agreement, pay certain transaction costs, and partially fund the cash consideration in connection with the acquisition of Lipman on November 1, 2006. Through July 31, 2009, we had repaid an aggregate of \$272.5 million, leaving a Term B Loan balance of \$227.5 million at July 31, 2009.

Our Credit Facility contains customary covenants that require our subsidiaries to maintain certain specified financial ratios and restrict their ability to make certain distributions with respect to their capital stock, prepay other debt, encumber their assets, incur additional indebtedness, make capital expenditures above specified levels, engage in certain business combinations, or undertake various other corporate activities. Therefore, as a practical matter, these covenants restrict our ability to engage in or benefit from such activities. In addition, we have, in order to secure repayment of our Credit Facility, pledged substantially all of our assets and properties. This pledge may reduce our operating flexibility because it restricts our ability to dispose of these assets or engage in other transactions that may be beneficial to us.



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If we are unable to comply with the covenants in our Credit Facility, we will be in default, which could result in the acceleration of our outstanding indebtedness. In addition, if our leverage exceeds a certain level set out in our Credit Facility, a portion of our excess cash flows must be used to pay down our outstanding debt. If acceleration occurs, we may not be able to repay our debt and we may not be able to borrow sufficient additional funds to refinance our debt. The U.S. credit markets have contracted significantly and as a result we may not be able to obtain additional financing on acceptable terms, or at all. If we were to default in performance under the Credit Facility we may pursue an amendment or waiver of the Credit Facility with our existing lenders, but there can be no assurance that the lenders would grant such an amendment or waiver and, in light of current credit market conditions, any such amendment or waiver requested is likely to be on terms, including additional fees, as well as increased interest rates and other more stringent terms and conditions that would be materially disadvantageous to us. For example, as a result of the delay in our financial reports for the 2007 fiscal year and the first two fiscal quarters of 2008, we were required to obtain amendments to our Credit Facility that resulted in an increase in the interest rate payable on our term loan and revolving commitments, as well as increases in the commitment fee for unused revolving commitments and letter of credit fees. We also paid the consenting lenders amendment fees in connection with the amendments. We expect that in light of current market conditions any lender's fees or other terms and conditions for a covenant waiver or amendment would be substantially more costly to us today than the cost we incurred for credit agreement amendments in 2008.

*The conditions of the U.S. and international capital markets may adversely affect our ability to draw on our revolving credit facility as well as have an adverse effect on other financial transactions.*

Lehman Commercial Paper, Inc. (Lehman CP) was a lender under our revolving credit facility with a commitment of \$15 million out of the \$40 million facility. As a result of Lehman CP's filing of a voluntary Chapter 11 bankruptcy petition in October 2008, we reduced the revolving credit facility by its commitment.

In addition, the filing by Lehman Brothers Holdings Inc. (Lehman Brothers) of a voluntary Chapter 11 bankruptcy petition constituted an event of default under our convertible note hedge transaction with Lehman Brothers OTC Derivatives Inc. (Lehman Derivatives), giving us the immediate right to terminate the transaction and entitling us to claim reimbursement for the loss incurred in terminating and closing out the transaction. On September 21, 2008, we delivered a notice of termination to Lehman Derivatives and claimed reimbursement for the loss incurred in termination and close out of the transaction. There can be no assurance we will receive any reimbursement of the losses incurred and we could incur significant costs to replace this hedge transaction if we elect to do so. These replacement costs may not be fully offset by any proceeds recoverable from Lehman Brothers and Lehman Derivatives (which has also filed a voluntary Chapter 11 bankruptcy petition) following our termination of the convertible note hedge transaction with Lehman Derivatives.

If other financial institutions that have extended credit commitments to us or have entered into hedge, insurance or similar transactions with us are adversely affected by the conditions of the U.S. and international capital markets, they may become unable to fund borrowings under their credit commitments to us or otherwise fulfill their obligations under the relevant transactions, which could have a material and adverse impact on our financial condition and our ability to borrow additional funds, if needed, for working capital, capital expenditures, acquisitions and other corporate purposes.

*Our indebtedness and debt service obligations under our Credit Facility may adversely affect our cash flow, cash position, and stock price.*

We intend to fulfill our debt service obligations under our Credit Facility from existing cash, investments and operations. In the future, if we are unable to generate or raise additional cash sufficient to meet these obligations and need to use more of our existing cash than planned or to liquidate investments in order to fund these obligations, we may have to delay or curtail the development and/or the sales and marketing of new payment systems.

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Our indebtedness could have significant additional negative consequences, including, without limitation:

requiring the dedication of a significant portion of our expected cash flow to service the indebtedness, thereby reducing the amount of expected cash flow available for other purposes, including capital expenditures;

increasing our vulnerability to general adverse economic conditions;

limiting our ability to obtain additional financing; and

placing us at a possible competitive disadvantage to less leveraged competitors and competitors that have better access to capital resources.

Additionally, if we are required to refinance or raise additional cash to settle our existing indebtedness on or prior to its maturity, our ability to successfully achieve such objective is dependent on a number of factors, including but not limited to our business outlook, projected financial performance, general availability of corporate credit, and market demand for our securities offerings.

***Any modification of the accounting guidelines for convertible debt could result in higher interest expense related to our convertible debt, which could materially impact our results of operations and earnings per share.***

In May 2008, the Financial Accounting Standards Board ( FASB ) issued FASB Staff Position ( FSP ) APB 14-1, *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)*. FSP APB 14-1 requires the issuer of convertible debt instruments with cash settlement features to account separately for the liability and equity components of the instrument. The debt would be recognized at the present value of its cash flows discounted using the issuer's nonconvertible debt borrowing rate at the time of issuance. The equity component would be recognized as the difference between the proceeds from the issuance of the note and the fair value of the liability. The FSP also requires accretion of the resultant debt discount over the expected life of the debt. The FSP is effective for fiscal years beginning after December 15, 2008, and interim periods within those years. Entities are required to apply the FSP retrospectively for all periods presented. We are currently evaluating FSP APB 14-1 and have not yet determined the impact its adoption will have on our consolidated financial statements. However, the impact of this new accounting treatment will be significant and will result in a significant increase to non-cash interest expense beginning in fiscal year 2010 for financial statements covering past and future periods.

***Some provisions of our certificate of incorporation and bylaws may delay or prevent transactions that many stockholders may favor.***

Some provisions of our certificate of incorporation and bylaws may have the effect of delaying, discouraging or preventing a merger or acquisition that our stockholders may consider favorable, including transactions in which stockholders might receive a premium for their shares. These provisions include:

authorization of the issuance of blank check preferred stock without the need for action by stockholders;

the removal of directors or amendment of our organizational documents only by the affirmative vote of the holders of two-thirds of the shares of our capital stock entitled to vote;

provision that any vacancy on the board of directors, however occurring, including a vacancy resulting from an enlargement of the board, may only be filled by vote of the directors then in office;

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inability of stockholders to call special meetings of stockholders, although stockholders are permitted to act by written consent; and  
advance notice requirements for board nominations and proposing matters to be acted on by stockholders at stockholder meetings.



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*Our share price has been volatile and we expect that the price of our common stock may continue to fluctuate substantially.*

Our stock price has fluctuated substantially since our initial public offering and more recently since the announcement of our anticipated restatement in December 2007 and during the recent turmoil in the worldwide financial markets. In addition to fluctuations related to Company-specific factors, broad market and industry factors may adversely affect the market price of our common stock, regardless of our actual operating performance. Factors that could cause fluctuations in our stock price may include, among other things:

actual or anticipated variations in quarterly operating results;

changes in financial estimates by us or by any securities analysts who might cover our stock, or our failure to meet the estimates made by securities analysts;

changes in the market valuations of other companies operating in our industry;

announcements by us or our competitors of significant acquisitions, strategic partnerships or divestitures;

additions or departures of key personnel; and

sales or purchases of our common stock, including sales or purchases of our common stock by our directors and officers or by our principal stockholders.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The following is a tabulation of the votes on proposals considered at our annual meeting of stockholders held on June 23, 2009:

- To elect ten directors to serve on our Board of Directors for one-year terms.

|                      | <b>For</b> | <b>Withheld</b> |
|----------------------|------------|-----------------|
| Douglas G. Bergeron  | 67,359,827 | 2,787,299       |
| Robert W. Alspaugh   | 67,405,307 | 2,741,819       |
| Dr. Leslie G. Denend | 63,568,299 | 6,578,827       |
| Alex W. (Pete) Hart  | 67,395,268 | 2,751,858       |

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|                     |            |           |
|---------------------|------------|-----------|
| Robert B. Henske    | 63,562,149 | 6,584,977 |
| Richard A. McGinn   | 67,409,177 | 2,737,949 |
| Eitan Raff          | 67,404,548 | 2,742,578 |
| Charles R. Rinehart | 63,572,337 | 6,574,789 |
| Collin E. Roche     | 67,398,534 | 2,748,592 |
| Jeffrey E. Stiefler | 67,415,641 | 2,731,485 |

2. To approve a stock option exchange program for employees, excluding VeriFone's named executives officers and directors.

|                 |            |
|-----------------|------------|
| For             | 46,304,987 |
| Against         | 16,895,562 |
| Abstain         | 4,957      |
| Broker Non-Vote | 6,941,620  |

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3. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2009.

|         |            |
|---------|------------|
| For     | 65,785,996 |
| Against | 113,667    |
| Abstain | 4,247,463  |

**ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS**

The following documents are filed as Exhibits to this report:

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 31.1*         | Certification of the Chief Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.                                |
| 31.2*         | Certification of the Chief Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.                                |
| 32.1*         | Certification of the Chief Executive Officer and the Chief Financial Officer as required by Section 906 of the Sarbanes-Oxley Act of 2002. |

\* Filed herewith.

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**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 thereunto duly authorized.

VERIFONE HOLDINGS, INC.

By: /s/ DOUGLAS G. BERGERON  
**Douglas G. Bergeron**  
**Chief Executive Officer**

By: /s/ ROBERT DYKES  
**Robert Dykes**  
**Senior Vice President and Chief Financial Officer**

Date: September 4, 2009

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**EXHIBIT INDEX**

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\* Filed herewith.