

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

In re VERIFONE HOLDINGS, INC.) Master File No. 3:07-cv-06140-EMC
SECURITIES LITIGATION)
_____) CLASS ACTION

This Document Relates To:)
ALL ACTIONS.)
_____)

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the consolidated action entitled *In re VeriFone Holdings, Inc. Securities Litigation*, Master File No. 3:07-cv-06140-EMC (the "Litigation"), you must complete and, on page 7 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the settlement of the Litigation.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE JANUARY 29, 2014, ADDRESSED AS FOLLOWS:

VeriFone Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040

If you are NOT a Member of the Class (as defined in the Notice of Proposed Settlement of Class Action ("Notice")) DO NOT submit a Proof of Claim.

4. If you are a Member of the Class and you did not timely request exclusion in connection with the proposed settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

If you purchased VeriFone Systems, Inc. (f/k/a VeriFone Holdings, Inc.) common stock or VeriFone put or call options (collectively, "VeriFone Publicly Traded Securities") and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased VeriFone Publicly Traded Securities and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of the VeriFone Publicly Traded Securities which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE VERIFONE PUBLICLY TRADED SECURITIES UPON WHICH THIS CLAIM IS BASED.

All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in VeriFone Publicly Traded Securities" to supply all required details of your transaction(s) in VeriFone Publicly Traded Securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.



On the schedules, provide all of the requested information with respect to **all** of your purchases and **all** of your sales of VeriFone Publicly Traded Securities which took place at any time from August 31, 2006 to June 30, 2008, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the VeriFone common stock you held at the close of trading on August 30, 2006, April 1, 2008, and June 30, 2008. Failure to report all such transactions may result in the rejection of your claim.

List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of VeriFone common stock. The date of a "short sale" is deemed to be the date of sale of VeriFone common stock.

Copies of broker confirmations or other documentation of your transactions in VeriFone Publicly Traded Securities should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-888-283-8026 to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

*In re VeriFone Holdings, Inc. Securities Litigation,
Master File No. 3:07-cv-06140-EMC*

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

Must Be Postmarked
on or before
January 29, 2014

VERIFONE



PART I: CLAIMANT IDENTIFICATION

Last Name

M.I.

First Name

Last Name (Co-Beneficial Owner)

M.I.

First Name (Co-Beneficial Owner)

IRA Joint Tenancy Employee Individual Other _____

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify)

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Social Security Number

or

Taxpayer Identification Number

Telephone Number (Primary Daytime)

Telephone Number (Alternate)

Email Address

MAILING INFORMATION

Address

Address

City

State

Zip Code

Foreign Province

Foreign Postal Code

Foreign Country Name/Abbreviation

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PART II. SCHEDULE OF TRANSACTIONS IN VERIFONE PUBLICLY TRADED SECURITIES

COMMON STOCK

Proof Enclosed?

A. Number of shares of VeriFone common stock held at the close of trading on August 30, 2006:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Y
 N

B. Purchases of VeriFone common stock (August 31, 2006 – June 30, 2008, inclusive):

PURCHASES														Total Purchase Price (Excluding Commissions, Taxes and Fees) Please round off to the nearest whole dollar	Proof of Purchase Enclosed?												
Trade Date(s) of Shares (List Chronologically)										Number of Shares Purchased																	
M	M	D	D	Y	Y	Y	Y																				
1.																\$										00	<input type="radio"/> Y <input type="radio"/> N
2.																\$										00	<input type="radio"/> Y <input type="radio"/> N
3.																\$										00	<input type="radio"/> Y <input type="radio"/> N
4.																\$										00	<input type="radio"/> Y <input type="radio"/> N
5.																\$										00	<input type="radio"/> Y <input type="radio"/> N

IMPORTANT: (i) If any purchase listed covered a "short sale," please mark Yes: Yes

(ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:

M M D D Y Y Y Y
 / /

Merger Shares:

Company: _____

C. Sales of VeriFone common stock (August 31, 2006 – June 30, 2008, inclusive):

SALES														Total Sales Price (Excluding Commissions, Taxes and Fees) Please round off to the nearest whole dollar	Proof of Sales Enclosed?												
Trade Date(s) of Shares (List Chronologically)										Number of Shares Sold																	
M	M	D	D	Y	Y	Y	Y																				
1.																\$										00	<input type="radio"/> Y <input type="radio"/> N
2.																\$										00	<input type="radio"/> Y <input type="radio"/> N
3.																\$										00	<input type="radio"/> Y <input type="radio"/> N
4.																\$										00	<input type="radio"/> Y <input type="radio"/> N
5.																\$										00	<input type="radio"/> Y <input type="radio"/> N

D. Number of shares of VeriFone common stock held at the close of trading on April 1, 2008:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Proof Enclosed?

Y
 N

E. Number of shares of VeriFone common stock held at the close of trading on June 30, 2008:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Y
 N

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



PART II. SCHEDULE OF TRANSACTIONS IN VERIFONE PUBLICLY TRADED SECURITIES (CONT.)

OPTIONS

PURCHASES/REPURCHASES

F. I made the following purchase/repurchase of options on VeriFone common stock during the period from August 31, 2006 through June 30, 2008, inclusive:

Option Type	Date(s) of transaction (MM/DD/YY)	Number of option contracts acquired	Expiry Date (MM/YY)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised	Proof of transaction Enclosed?
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N

SALES/WITTEN

G. I made the following sales/written options on VeriFone common stock during the period from August 31, 2006 through June 30, 2008, inclusive:

Option Type	Date(s) of transaction (List Chronologically) (MM/DD/YY)	Number of option contracts acquired	Expiry Date (MM/YY)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised	Proof of transaction Enclosed?
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
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<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N
<input type="radio"/> Put <input type="radio"/> Call							<input type="radio"/> Y <input type="radio"/> N

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 7. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of California, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other VeriFone securities) if requested to do so. I (We) have not submitted any other claim covering the same purchases or sales of VeriFone Publicly Traded Securities during the Class Period and know of no other person having done so on my (our) behalf.

V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the "Released Persons," defined as each and all of the Defendants and their Related Parties. "Related Parties" means each of a Defendant's past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants or auditors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, agents, assigns, spouses, heirs, executors, estates, administrators, related or affiliated entities, any entity in which a Defendant has a controlling interest, any members of any Individual Defendant's immediate family, or any trust of which any Individual Defendant is the settlor or which is for the benefit of any Individual Defendant's family.

2. "Released Claims" means any and all claims, debts, demands, disputes, rights, causes of action, suits, matters, damages, or liabilities of any kind, nature, and character whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any and all other costs, expenses or liabilities whatsoever), whether under federal, state, local, statutory, common law, foreign law, or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, including Unknown Claims (collectively, "Claims"), that both (1) concern, arise out of, relate to, or are based upon the purchase of VeriFone Publicly Traded Securities during the Class Period and (2) were asserted or could have been asserted by Lead Plaintiff or any Class Member against any of the Released Persons in this Action. Released Claims do not include any derivative claims.

3. "Unknown Claims" means any Released Claims which Lead Plaintiff or any Class Member does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Persons which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Persons, or might have affected his, her, or its decisions with respect to this settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiff shall expressly waive and relinquish, and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived and relinquished, the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiff shall expressly waive and relinquish, and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived and relinquished, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff upon the Effective Date shall expressly, fully, finally, and forever settle and release and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiff acknowledges, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the settlement of which this release is a part.

4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in VeriFone Publicly Traded Securities which occurred during the Class Period as well as the number of shares of VeriFone common stock held by me (us) at the close of trading on August 30, 2006, April 1, 2008, and June 30, 2008.



I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your claim form and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to:

VeriFone Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040
1-888-283-8026

8. **Do not use red pen or highlighter** on the Proof of Claim form or supporting documentation.

**THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN JANUARY 29, 2014
AND MUST BE MAILED TO:**

VeriFone Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040
1-888-283-8026



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