

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2008-08-29** | Period of Report: **2008-08-19**
SEC Accession No. **0001209191-08-049803**

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REPORTING OWNER

Knowles Clinton

CIK: **1443983**

Type: **3** | Act: **34** | File No.: **001-32465** | Film No.: **081050216**

Mailing Address

2099 GATEWAY PLACE,
SUITE 600
SAN JOSE CA 95110

Business Address

408-232-7800

ISSUER

VeriFone Holdings, Inc.

CIK: **1312073** | IRS No.: **043692546** | State of Incorporation: **DE** | Fiscal Year End: **1031**
SIC: **3578** Calculating & accounting machines (no electronic computers)

Mailing Address

2099 GATEWAY PLACE
SUITE 600
SAN JOSE CA 95110

Business Address

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SAN JOSE CA 95110
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Knowles Clinton</u> (Last) (First) (Middle) 2099 GATEWAY PLACE, SUITE 600 (Street) SAN JOSE, CA 95110 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/19/2008	3. Issuer Name and Ticker or Trading Symbol <u>VeriFone Holdings, Inc. [PAY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Interim CFO</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Signatures

/s/ Janelle Del Rosso, by Power of Attorney

** Signature of Reporting Person

08/28/2008

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.