

CALLON PETROLEUM CO  
Form 11-K  
June 29, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2008.

OR

Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-14039

A. Full title of plan and the address of the plan, if different from that of the issuer named below:

CALLON PETROLEUM COMPANY  
EMPLOYEE SAVINGS & PROTECTION PLAN

B. Name of the issuer of the securities held pursuant to the plan and the address of its executive office:

CALLON PETROLEUM COMPANY  
200 NORTH CANAL STREET  
NATCHEZ, MISSISSIPPI 39120

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The Callon Petroleum Company Employee Savings and Protection Plan (the "Plan") is subject to the requirements of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Attached hereto are the financial statements of the Plan for the fiscal year ended December 31, 2008 prepared in accordance with the financial reporting requirements of ERISA.

CALLON PETROLEUM COMPANY  
EMPLOYEE SAVINGS AND  
PROTECTION PLAN  
Employer I.D. Number 94-0744280  
Plan Number 002

December 31, 2008 and 2007 and  
Year Ended December 31, 2008

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included herein are deemed not applicable to Callon Petroleum Company Employee Savings and Protection Plan.

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REPORT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM

To Participants and Plan Administrators of the Callon Petroleum Company Employee Savings and Protection Plan

We have audited the accompanying statements of net assets available for benefits of the Callon Petroleum Company Employee Savings and Protection Plan (the "Plan") as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007, and the changes in net assets available for benefits for the year ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year as of December 31, 2008 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Jackson, Mississippi  
June 29, 2009

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CALLON PETROLEUM COMPANY  
 EMPLOYEE SAVINGS AND PROTECTION PLAN  
 Statements of Net Assets Available for Benefits  
 December 31, 2008 and 2007

	2008	2007
ASSETS		
Investments		
Participant directed		
Pooled separate accounts	\$ 13,411,580	\$ 14,955,637
Participant loans	826,099	932,753
Employer securities	500,553	2,665,773
Total investments	14,738,232	18,554,163
Employer contributions receivable	83,549	43,920
Participant contributions receivable	33,055	-
Total receivables	116,604	43,920
Total assets	\$ 14,854,836	\$ 18,598,083
Net assets available for benefits	\$ 14,854,836	\$ 18,598,083

See accompanying notes.

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CALLON PETROLEUM COMPANY  
 EMPLOYEE SAVINGS AND PROTECTION PLAN  
 Statement of Changes in Net Assets  
 Available for Benefits  
 Year Ended December 31, 2008

Additions to net assets attributed to	
Investment income	
Net depreciation in fair value of investments	\$(5,137,049 )
Interest	37,533
Dividends	293,111
Total investment loss	(4,806,405 )
Contributions	
Employer – cash	600,461
Employer – noncash	207,373
Employee	794,371
Total contributions	1,602,205
Net losses	(3,204,200 )
Deductions from net assets attributed to	
Benefits paid to participants	537,602
Administrative and other expenses	1,445
Total deductions	539,047
Net decrease	(3,743,247 )
Net assets available for Plan benefits	
Beginning of year	18,598,083
End of year	\$ 14,854,836

See accompanying notes.

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CALLON PETROLEUM COMPANY  
EMPLOYEE SAVINGS AND PROTECTION PLAN  
Year Ended December 31, 2008

NOTES TO FINANCIAL STATEMENTS

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Note 1. Description of the Plan

The following description of the Callon Petroleum Company Employee Savings and Protection Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

Employees of Callon Petroleum Company (the "Company") become eligible to participate in the Plan on the first eligibility date of their employment and attainment of age twenty-one. Eligibility dates are the first day of each month. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participating employees may make salary deferrals up to the maximum allowable by the Internal Revenue Service. For the year ended December 31, 2008, the Company contributed a 2.5 percent non-matching contribution in cash and a 2.5 percent non-matching contribution in the form of Callon Petroleum Company common stock for each employee's eligible compensation. The Company also made a matching contribution at the rate of .625 percent in cash of every 1 percent that was deferred by the participant, limited to a maximum matching contribution by the Company of 5 percent in cash.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution and earnings thereon and an allocation of the Company's non-matching contribution and Plan earnings. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Participants direct contributions, including employer cash matching contributions, into any of the investment options offered by ING. Participants may change their investment options at any time.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon and in the Company's contributions and earnings thereon.

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CALLON PETROLEUM COMPANY  
EMPLOYEE SAVINGS AND PROTECTION PLAN  
Year Ended December 31, 2008

NOTES TO FINANCIAL STATEMENTS

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Note 1. Continued

Participant Loans

Loans are available to participants on a reasonably equivalent basis, at a minimum amount of \$1,000 and bearing interest at 4.75 percent. Participants have up to 5 years to repay the loan unless it is for a principal residence, in which case the repayment period is 30 years. Participants may repay the loan by having the amount withheld from their check each pay period or by submitting the amount to Callon monthly. Each loan is collateralized by the borrowing participant's vested account balance; however, additional collateral may also be required. For the year ended December 31, 2008, the Plan allowed participants to borrow up to seven loans at a time, which consist of five regular loans and two residential loans. The maximum of any new loans, when added to the outstanding balance of all other loans from the Plan, will be limited to the lesser of (a) \$50,000 reduced by the excess, if any, of the participant's highest outstanding balance of loans from the Plan during the one-year period ending on the day before the date of the new loan over the participant's current outstanding balance of loans as of the date of the new loan or (b) one-half of the participant's vested interest in the Plan.

Payment of Benefits

Upon termination of service, a participant may elect to (a) receive a lump sum equal to the value of the participant's vested interest in his or her account or (b) receive installments over a period not to exceed the employee's and beneficiary's assumed life expectancy.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 2. Summary of Significant Accounting Principles

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.





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CALLON PETROLEUM COMPANY  
 EMPLOYEE SAVINGS AND PROTECTION PLAN  
 Year Ended December 31, 2008

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 NOTES TO FINANCIAL STATEMENTS
 

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## Note 2. Continued

## Investment Valuation and Income Recognition

All Plan investments as of December 31, 2008 and 2007 are held by ING, the Plan custodian. Investments in pooled separate accounts are reported at the value reported to the Plan by ING, which approximates fair value. Investment in the Company common stock is reported at quoted market values. Participant's loans are valued at their outstanding principal balances, which approximate fair value.

Investment security transactions are accounted for on the date the securities are purchased or sold (trade date). Interest income is recorded as it is earned. Dividends are recorded on the ex-dividend date. Realized and unrealized gains and losses on the Plan's investments are included in net appreciation or depreciation in the fair value of investments at year-end in the statement of changes in net assets available for benefits.

## Payment of Benefits

Benefits are recorded when paid.

## Administrative Expenses

The Company absorbs substantially all administrative expenses of the Plan. The Company paid approximately \$32,000 for administrative expenses for 2008.

## Note 3. Investments

The following table presents the fair value of the Plan's investments that represent 5 percent or more of the Plan's net assets at December 31, 2008 and 2007.

	2008	2007
Pooled separate accounts		
ING Fixed Account	\$7,851,218	\$7,004,180
Fidelity VIP Growth Portfolio	\$654,817	\$1,263,366
Employer securities		
Callon Petroleum Company Stock	\$500,553	\$2,665,773
Participant loans	\$826,099	\$932,753



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CALLON PETROLEUM COMPANY  
EMPLOYEE SAVINGS AND PROTECTION PLAN  
Year Ended December 31, 2008

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NOTES TO FINANCIAL STATEMENTS

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## Note 3. Continued

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated \$5,137,049 during the year ended December 31, 2008 as follows:

Pooled separate accounts	\$(3,300,702)
Employer securities	
Callon Petroleum Company stock	(1,836,347)
Net depreciation in fair value of investments	\$(5,137,049)

## Note 4. Tax Status of Plan

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service. Although the Plan has been amended since receiving the determination letter, the Plan's administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

## Note 5. Related Party Transactions

The investments in pooled separate accounts are managed by ING. ING is the custodian of the Plan assets as defined by the Plan and, therefore, transactions in these investments, as well as investments in employer securities and participant loans, qualify as exempt party-in-interest transactions. Fees paid by the Company for the investment management services totaled approximately \$32,000 for the year ended December 31, 2008. Fees paid by the Plan for certain administrative services totaled \$1,445 for the year ended December 31, 2008.

## Note 6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Subsequent to year-end, the credit and liquidity crisis in the United States and throughout the global financial system has resulted in substantial volatility in financial markets and the banking system. These and other economic events have had a significant adverse impact on investment portfolios. As

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CALLON PETROLEUM COMPANY  
EMPLOYEE SAVINGS AND PROTECTION PLAN  
Year Ended December 31, 2008

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NOTES TO FINANCIAL STATEMENTS

## Note 6. Continued

a result, the Plan's investments have likely incurred a significant decline in fair value since December 31, 2008.

## Note 7. Reconciliation of Financial Statements to Form 5500

The financial information included in the Plan's Form 5500 is reported on the cash basis of accounting. Therefore, the following reconciliation is included to reconcile the net assets available for benefits and the net increase in net assets available for benefits per the financial statements to the Form 5500.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2008	2007
Net assets available for benefits per the financial statements	\$ 14,854,836	\$ 18,598,083
Employer contribution receivable	(83,549 )	(43,920 )
Participant contribution receivable	(33,055 )	-
Net assets available for benefits per the Form 5500	\$ 14,738,232	\$ 18,554,163

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to the Form 5500:

	Year Ended December 31, 2008
Net decrease in net assets available for benefits per the financial statements	\$(3,743,247)
Less current year employer contribution receivable	(83,549 )
Less current year participant contribution receivable	(33,055 )
Plus prior year employer contribution receivable	43,920
Net decrease in net assets available for benefits per the Form 5500	\$(3,815,931)



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CALLON PETROLEUM COMPANY  
EMPLOYEE SAVINGS AND PROTECTION PLAN  
Year Ended December 31, 2008

NOTES TO FINANCIAL STATEMENTS

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Note 8. Fair Value Measurements

FASB Statement No. 157, Fair Value Measurements, establishes a framework for measuring fair value. That framework provides 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 the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2008 and 2007.

Pooled Separate Accounts: Valued at the net asset value ("NAV") of shares held by the Plan at year-end.

Employer Securities: The common stocks are valued at the closing price reported on the active market on which the individual securities are traded.

Participant Loans: Valued at amortized cost, which approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.



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CALLON PETROLEUM COMPANY  
EMPLOYEE SAVINGS AND PROTECTION PLAN  
Year Ended December 31, 2008

## NOTES TO FINANCIAL STATEMENTS

## Note 8. Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

Assets at fair value as of December 31, 2008:

	Level 1	Level 2	Level 3
Pooled separate accounts	\$13,411,580	\$-	\$-
Participant loans	-	-	826,099
Employer securities	500,553	-	-
<b>Total assets at fair value</b>	<b>\$13,912,133</b>	<b>\$-</b>	<b>\$826,099</b>

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2008.

	Participant Loans
Balance, beginning of year	\$932,753
Realized gains/(losses)	-
Unrealized gains/(losses) relating to instruments still held at reporting date	-
Purchases, sales, issuances and settlements, net	(106,654 )
<b>Balance, end of year</b>	<b>\$826,099</b>

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CALLON PETROLEUM COMPANY  
EMPLOYEE SAVINGS AND PROTECTION PLAN  
Employee Identification Number 94-0744280  
Plan Number: 002  
Schedule H, line 4(i)  
Schedule of Assets (Held at End of Year)  
December 31, 2008

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Pooled accounts			
	*ING	Fixed Account 7,581,218.26 shares	\$	7,851,218
	*ING	VP Money Market Portfolio 10,464.969 shares		127,594
	*ING	GNMA Income Fund 1,655.298 shares		22,629
	*ING	PIMCO Total Return Portfolio 5,243.955 shares		70,650
	*ING	Pioneer High Yield Fund 13,917.397 shares		146,815
	*ING	Van Kampen Equity & Income Fund 11,958.642 shares		128,643
	*ING	VP Strategic Allocation Balanced 2,830.286 shares		25,160
	*ING	VP Strategic Allocation Income 6,669.398 shares		67,511
	*ING	Oppenheimer Capital Income Fund 32,689.953 shares		295,675
	*ING	Alliance Bernstein VPS Growth and Income Portfolio 39,279.610 shares		334,155
	*ING	Van Kampen Comstock Portfolio 21,701.273 shares		202,620

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*ING	VP Index Plus Large-Cap Portfolio 18,106.767 shares	117,586
*ING	Fidelity VIP Growth Portfolio 135,870.419 shares	654,817
*ING	Fidelity VIP II Contrafund 37,106.608 shares	344,416
*ING	T. Rowe Price Growth Equity Portfolio 13,939.088 shares	90,272

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CALLON PETROLEUM COMPANY  
 EMPLOYEE SAVINGS AND PROTECTION PLAN  
 Employee Identification Number 94-0744280  
 Plan Number: 002  
 Schedule H, line 4(i)  
 Schedule of Assets (Held at End of Year)  
 December 31, 2008

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*ING		Baron Growth Fund 16,946.030 shares	\$	208,554
*ING		Fidelity Advisor Mid-Cap Fund 7,909.297 shares		58,883
*ING		Franklin Balance Sheet Investment Fund 3,201.558 shares		42,291
*ING		Franklin Small-Mid-Cap Growth Fund 49,415.356 shares		249,348
*ING		American Century Small-Cap Value Portfolio 4,942.062 shares		58,233
*ING		VP Index Plus Small-Cap Portfolio 2,747.343 shares		30,765
*ING		Lord Abbett Mid-Cap Value Fund 8,014.958 shares		86,072
*ING		Jennison Equity Opportunity Fund 39,056.549 shares		353,682
*ING		VP International Value Portfolio 30,909.963 shares		347,009
*ING		Oppenheimer Global Portfolio 13,795.187 shares		145,568
*ING		Templeton Growth Fund 8,289.588 shares		89,852

*ING	Solution 2015 Portfolio 50,404.489 shares	455,172
*ING	Solution 2025 Portfolio 65,011.582 shares	551,651
*ING	Solution 2035 Portfolio 17,354.486 shares	145,131

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CALLON PETROLEUM COMPANY  
 EMPLOYEE SAVINGS AND PROTECTION PLAN  
 Employee Identification Number 94-0744280  
 Plan Number: 002  
 Schedule H, line 4(i)  
 Schedule of Assets (Held at End of Year)  
 December 31, 2008

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	*ING	Solution 2045 Portfolio 275.013 shares		\$ 2,271
	*ING	Solution Income Portfolio 11,091.302 shares		107,337
		Total pooled accounts		13,411,580
	*Participant Loans	4.75 percent interest rate, maturity of up to 5 years, with residential loans maturing in 30 years		826,099
	*Callon Petroleum Company	Employer securities 192,520.446 shares		500,553
				\$ 14,738,232

\* Denotes party-in-interest

(d) Cost information is omitted due to transactions being participant or beneficiary directed under an individual account plan.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

CALLON PETROLEUM COMPANY  
(Registrant)

Date: 06/29/09

By: /s/ Fred L. Callon

Fred L. Callon  
President and Chief Executive Officer  
(on behalf of the registrant and as the principal  
financial officer)

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## EXHIBIT INDEX

Exhibit Index	Description
<u>23.1</u>	Consent of HORNE LLP, independent registered public accounting firm

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products. Such estimates are based on historical experience and expectations of future costs. The Company periodically evaluates and adjusts the accrued warranty costs to the extent actual warranty costs vary from the original estimates. The Company's warranty period typically extends from 13 months to five years from the date of shipment. Costs associated with maintenance contracts, including extended warranty contracts, are expensed when they are incurred. Actual warranty costs may differ from management's estimates.

***Research and Development Costs***

Research and development costs are generally expensed as incurred. Costs eligible for capitalization under SFAS No. 86, *Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed*, were \$1.6 million and \$4.5 million for the three and nine months ended July 31, 2007, respectively, compared to \$0.6 million and \$1.7 million for the comparable periods in fiscal 2006. Capitalized software development costs of \$12.0 million and \$7.5 million as of July 31, 2007 and October 31, 2006, respectively, are being amortized on a straight-line basis over the estimated three-year life of the product to which the costs relate. These costs, net of accumulated amortization of \$4.0 million and \$3.2 million as of July 31, 2007 and October 31, 2006, respectively, are recorded in other assets in the accompanying condensed consolidated balance sheets.

***Advertising Costs***

Advertising costs are expensed as incurred and totaled approximately \$306,000 and \$854,000 for the three and nine months ended July 31, 2007, respectively, compared to \$106,000 and \$167,000 for the comparable periods in fiscal 2006, respectively.

***Income Taxes***

Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts using enacted tax rates in effect for the year the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is expected to be realized on a more likely than not basis.

***Comprehensive Income (Loss)***

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) includes certain changes in equity that are excluded from results of operations. Specifically, foreign currency translation adjustments, changes in the fair value of derivatives designated as hedges,



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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

and unrealized gains and losses on available-for-sale marketable securities are included in accumulated other comprehensive income in the accompanying condensed consolidated balance sheets.

***Property, Plant, and Equipment, net***

Property, plant, and equipment are stated at cost, net of accumulated depreciation and amortization. Property, plant, and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, generally two to ten years, except buildings which are depreciated over 40 years. The cost of equipment under capital leases is recorded at the lower of the present value of the minimum lease payments or the fair value of the assets and is amortized on a straight-line basis over the shorter of the term of the related lease or the estimated useful life of the asset. Amortization of assets under capital leases is included with depreciation expense.

***Goodwill and Purchased Intangible Assets***

Goodwill and purchased intangible assets have been recorded as a result of the Company's acquisitions. Goodwill is not amortized for accounting purposes. Purchased intangible assets are amortized over their estimated useful lives, generally one and one-half to seven years.

The Company is required to perform an annual impairment test of goodwill. Should certain events or indicators of impairment occur between annual impairment tests, the Company would perform the impairment test of goodwill when those events or indicators occurred. In the first step of the analysis, the Company's assets and liabilities, including existing goodwill and other intangible assets, are assigned to the identified reporting units to determine the carrying value of the reporting units. Based on how the business is managed, the Company has five reporting units. Goodwill is allocated to the reporting unit based on its relative contribution to the Company's operating results. If the carrying value of a reporting unit is in excess of its fair value, an impairment may exist, and the Company must perform the second step of comparing the implied fair value of the goodwill to its carrying value to determine the impairment charge, if any.

The fair value of the reporting units is determined using the income approach. The income approach focuses on the income-producing capability of an asset, measuring the current value of the asset by calculating the present value of its future economic benefits such as cash earnings, cost savings, tax deductions, and proceeds from disposition. Value indications are developed by discounting expected cash flows to their present value at a rate of return that incorporates the risk-free rate for the use of funds, the expected rate of inflation, and risks associated with the particular investment. For the three and nine months ended July 31, 2007, no impairment charges have been recorded.

***Accounting for Impairment of Long-Lived Assets***

The Company periodically evaluates whether changes have occurred that would require revision of the remaining useful life of property, plant and equipment and purchased intangible assets or render them not recoverable. If such circumstances arise, the Company uses an estimate of the undiscounted value of expected future operating cash flows to determine whether the long-lived assets are impaired. If the aggregate undiscounted cash flows are less than the carrying amount of the assets, the resulting impairment charge to be recorded is calculated based on the excess of the carrying value of the assets over the fair value of such assets, with the fair value determined based on an estimate of discounted future cash flows. For the three and nine months ended July 31, 2007, no impairment charges have been

recorded.

***Stock-Based Compensation***

The Company follows the fair value recognition and measurement provisions of SFAS No. 123(R), *Share-Based Payment*. SFAS No. 123(R) is applicable for stock-based awards exchanged for employee services and in certain circumstances for non-employee directors. Pursuant to SFAS No. 123(R), stock-based compensation

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

cost is measured at the grant date, based on the fair value of the award, and is recognized as expense over the requisite service period.

***Severance Pay***

The Company's liability for severance pay to its Israeli employees is calculated pursuant to Israeli severance pay law based on the most recent salary of the employee multiplied by the number of years of employment of such employee as of the applicable balance sheet date. Employees are entitled to one month's salary for each year of employment, or a pro-rata portion thereof. The Company funds the liability by monthly deposits in insurance policies and severance pay funds. The expense for the three and nine months ended July 31, 2007 was \$430,000 and \$1,228,000, respectively.

***Segment Reporting***

The Company maintains two reportable segments, North America, consisting of the United States and Canada, and International, consisting of all other countries in which the Company makes sales outside of the United States and Canada.

***Net Income (Loss) Per Share***

Basic net income (loss) per common share is computed by dividing income (loss) attributable to common stockholders by the weighted average number of common shares outstanding for the period, less the weighted average number of common shares subject to repurchase. 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 equivalents and the assumed exercise of the warrants relating to the senior convertible notes and the dilutive effect of the senior convertible notes are determined under the treasury stock method.

Table of Contents**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except per share amounts):

	<b>Three Months Ended July 31,</b>		<b>Nine Months Ended July 31,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>		<b>(Restated)</b>	
Basic and diluted net income (loss) per share:				
Numerator:				
Net income (loss)	\$ (42,386)	\$ 16,755	\$ (52,883)	\$ 45,585
Denominator:				
Weighted-average shares of voting common stock outstanding	83,078	67,956	82,589	67,822
Less: weighted-average shares subject to repurchase	(671)	(1,672)	(890)	(1,886)
Weighted-average shares used in computing basic net income (loss) per share	82,407	66,284	81,699	65,936
Add dilutive securities:				
Weighted-average shares subject to repurchase		1,672		1,886
Stock options and restricted stock units		1,123		1,084
Weighted-average shares used in computing diluted net income (loss) per share	82,407	69,079	81,699	68,906
Net income (loss) per share:				
Basic	\$ (0.51)	\$ 0.25	\$ (0.65)	\$ 0.69
Diluted	\$ (0.51)	\$ 0.24	\$ (0.65)	\$ 0.66

As of July 31, 2007, options and restricted stock units to purchase 10,423,023 common shares were excluded from the calculation of weighted average shares for diluted net loss per share as they were anti-dilutive. For the three and nine months ended July 31, 2006, options to purchase 2,356,220 and 2,496,220 common shares, respectively, were excluded from the calculation of weighted average shares for diluted net income per share as they were anti-dilutive.

The senior convertible notes are considered to be Instrument C securities as defined by Emerging Issues Task Force Issue No. 90-19 ( EITF 90-19 ), *Convertible Bonds with Issuer Option to Settle for Cash upon Conversion*; therefore, only the conversion spread relating to the senior convertible 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 senior convertible notes are determined under the method set forth in EITF 90-19. Under such method, the settlement of the conversion spread of the senior convertible 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, 2007 did not exceed \$44.02.

Warrants to purchase 7.2 million shares of the Company's common stock were outstanding at July 31, 2007, but were not included in the computation of diluted net income (loss) 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, 2007; therefore, their effect was anti-dilutive.

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Recent Accounting Pronouncements***

In June 2006, FASB issued FASB Interpretation No. 48 ( FIN 48 ), *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109, which clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position. FIN 48 indicates that an enterprise shall initially recognize the financial statement effects of a tax position when it is more likely than not of being sustained on examination, based on the technical merits of the position. In addition, FIN 48 indicates that the measurement of a tax position that meets the more likely than not threshold shall consider the amounts and probabilities of the outcomes that could be realized upon ultimate settlement. This interpretation is effective for fiscal years beginning after December 15, 2006 and interim periods within those fiscal years. The Company is in the process of evaluating the impact of adopting FIN 48 on the Company's consolidated results of operations, financial position or cash flows.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108 ( SAB 108 ), *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*. SAB 108 provides guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of determining whether the current year's financial statements are materially misstated. SAB 108 is effective for fiscal years ending after November 15, 2006. The implementation of SAB 108 did not have a material impact on the Company's consolidated results of operations, financial position or cash flows.

In September 2006, FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements but rather eliminates inconsistencies in guidance found in various prior accounting pronouncements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The implementation of SFAS No. 157 is not expected to have a material impact on the Company's consolidated results of operations, financial position or cash flows.

In February 2007, FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of the guidance is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years, provided the provisions of SFAS No. 157 are applied. The Company is evaluating SFAS No. 159 and has not yet determined the impact, if any, that the adoption will have on the Company's consolidated financial statements.

**Note 4. Business Combination**

***Lipman Electronic Engineering Ltd. ( Lipman )***

On November 1, 2006, the Company acquired all of the outstanding common stock of Lipman. The Company acquired Lipman to enhance the Company's ability to reach certain of its strategic and business objectives, which

include (i) extending the Company's product and service offerings to include Lipman's products, (ii) enabling the Company to leverage its distribution channels, international presence, customer base, and brand recognition to accelerate Lipman's market penetration and growth, (iii) enabling the Company to enhance its position in areas where the Company is already strong by offering complementary products and services developed by Lipman, (iv) enhancing its product offerings in a variety of its core product areas, and (v) enhancing the Company's manufacturing capacity.

The consideration paid to acquire Lipman was \$347.3 million in cash, 13,462,474 shares of common stock of the Company, and assumption of all outstanding Lipman stock options. To fund a portion of the cash consideration,

Table of Contents**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

the Company used \$307.2 million of the Term B Loan proceeds under its Credit Facility on November 1, 2006. See Note 6 of Notes to Condensed Consolidated Financial Statements for additional information related to the Credit Facility.

The purchase price is as follows (in thousands).

	<b>(Restated)</b>
Cash	\$ 347,347
Value of common stock issued	417,606
Value of Lipman vested and unvested options assumed	38,008
Transaction costs and expenses	15,964
Sub-total	818,925
Less: Value of unvested Lipman options assumed	(19,356)
Total purchase price	\$ 799,569

Pursuant to the proration and allocation provisions of the merger agreement, the total merger consideration consisted of (i) a number of shares of the Company's common stock equal to the product of 0.50 multiplied by the number of Lipman ordinary shares issued and outstanding on the closing date and (ii) an amount in cash equal to the product of \$12.804 multiplied by the number of Lipman ordinary shares issued and outstanding on the closing date, as reduced by the aggregate amount of the special cash dividend paid by Lipman prior to the merger. The Company issued 13,462,474 shares of common stock and paid \$344.7 million (excluding the aggregate amount of the special cash dividend). The Company subsequently paid an additional \$2.6 million in cash to acquire the remaining minority interest of Lipman's Chinese subsidiary.

The 13,462,474 shares have been valued at \$31.02 per share based on an average of the closing prices of the Company's common stock for a range of trading days two days before April 10, 2006, the announcement date of the proposed merger, the announcement date, and two days after the announcement date.

Pursuant to the merger agreement, the Company assumed, generally on a one-for-one basis, all Lipman share options outstanding at closing. The Company assumed options to purchase approximately 3,375,527 shares of Lipman ordinary shares at a weighted average exercise price of \$24.47. The fair value of the outstanding vested and unvested options of \$38.0 million, was determined using a Black-Scholes valuation model using the following weighted-average assumptions: stock price of \$31.02 per share (determined as described above), expected term of 2.5 years, expected volatility of 41%, and risk free interest rate of 4.7%.

For accounting purposes the fair value of unvested options as of the closing date is considered unrecognized share-based compensation and is deducted in determining the purchase price. This unrecognized share-based compensation is being recognized as compensation expense on a straight line basis over the estimated remaining service period of 2.8 years. The fair value of the outstanding unvested options of \$19.4 million was determined using



a Black-Scholes valuation model using the assumptions noted above, except that the stock price on the closing date of \$30.00 per share was used, as required, instead of the average price around the announcement date of \$31.02 per share. The Company determined the number of unvested options based on the ratio of the number of months of service remaining to be provided by employees as of November 1, 2006 to the total vesting period for the options.

Under the purchase method of accounting, the total estimated purchase price as shown in the table above is allocated to Lipman's tangible and intangible assets acquired and liabilities assumed as well as in-process research and development based on their estimated fair values as of the closing date. The excess of the purchase price over the net tangible and intangible assets is recorded as goodwill. The preliminary allocation of the purchase price is based on preliminary estimates and currently available information.

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Based on the preliminary valuation which has not been finalized and other information currently available, the preliminary estimated purchase price is allocated as follows (in thousands):

	<b>(Restated)</b>
Cash	\$ 95,931
Accounts receivable	33,433
Inventories	65,765
Property, plant, and equipment	18,631
Other assets	12,743
Deferred revenue	(8,607)
Other current liabilities	(89,157)
Net deferred tax liabilities	(65,576)
Non current liabilities	(9,635)
 Net tangible assets	 53,528
 Amortizable intangible assets:	
Developed and core technology	133,480
Customer backlog	50
Customer relationships	64,870
Internal use software	3,460
 Sub-total intangible assets	 201,860
 In-process research and development	 6,650
Excess over fair value of vested options	1,030
Goodwill	536,501
 Total preliminary estimated purchase price allocation	 \$ 799,569

***Net Tangible Assets***

Of the total estimated purchase price, a preliminary estimate of approximately \$53.5 million has been allocated to net tangible assets acquired. Except for inventories, property, plant, and equipment, deferred revenue, accrued liabilities, and deferred taxes, the Company has valued net tangible assets at their respective carrying amounts as of November 1, 2006 as the Company believes these amounts approximate their current fair values or the fair values have not yet been determined.

The Company has increased Lipman's historical value of inventories by \$13.9 million to adjust inventories to an amount equivalent to the selling price less an appropriate profit margin. The Company reduced Lipman's historical value of deferred revenue by \$3.6 million to adjust deferred revenue to an amount equivalent to the estimated cost

plus an appropriate profit margin to perform the services related to Lipman's service contracts. The Company reduced Lipman's historical net book value of property, plant, and equipment by \$1.4 million to adjust property, plant, and equipment to estimated fair value. As of July 31, 2007, the purchase price allocation is preliminary and is subject to adjustment.

The Company has identified and recorded provisions related to certain pre-acquisition contingencies of \$21.4 million related to liabilities that are probable and the amount of the liability is reasonably estimable. With respect to certain other identified pre-acquisition contingencies, the Company continues to accumulate information to assess whether or not the related asset, liability, or impairment is probable and the amount of the asset, liability, or

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

impairment can be reasonably estimated and as such accrued in the purchase price allocation prior to the end of the purchase price allocation period.

Pursuant to a detailed restructuring plan which is not complete, the Company accrued \$6.4 million of costs for severance, costs of vacating facilities, and costs to exit or terminate other duplicative activities in accordance with the requirements of EITF 95-3, *Recognition of Liabilities in Connection with a Purchase Business Combination* (see Note 7). As the Company finalizes its restructuring plan, additional amounts may be accrued.

Certain deferred tax liabilities have been recorded based upon preliminary conclusions regarding the tax positions expected to be taken. Included in the amounts recorded on a preliminary basis is a foreign deferred tax liability of approximately \$32.8 million recorded in connection with undistributed pre-acquisition foreign earnings subject to an approved enterprise status in Israel.

***Intangible Assets***

Developed and core technology, which comprises products that have reached technological feasibility, includes products in Lipman's product lines, principally the Nurit product line. Lipman's technology and products are designed for hardware, software, solutions, and services, serving the point of sale market internationally. This proprietary know-how can be leveraged by the Company to develop new technology and improved products and manufacturing processes. The Company expects to amortize the developed and core technology over estimated lives of 18 months to 7 years.

Customer relationships represent the distribution channels through which Lipman sells the majority of its products and services. The Company expects to amortize the fair value of these assets over estimated lives of 4 to 6 years.

Internal use software represents the internal use software assets which have been developed internally but have not previously been capitalized. The Company expects to amortize the fair value of these assets over estimated lives of 5 to 7 years.

The fair value of intangible assets was based on a preliminary valuation using an income approach, as well as discussions with Lipman management and a review of certain transaction-related documents and forecasts prepared by the Company and Lipman management. The rate utilized to discount net cash flows to their present values is 13%. The discount rate was determined after consideration of the Company's weighted average cost of capital specific to this transaction.

Estimated useful lives for the intangible assets were based on historical experience with technology life cycles, product roadmaps, branding strategy, historical and projected maintenance renewal rates, historical treatment of the Company's acquisition-related intangible assets, and the Company's intended future use of the intangible assets.

***In-Process Research and Development***

Of the total estimated purchase price, \$6.7 million was allocated to in-process research and development and was charged to expense in the nine months ended July 31, 2007. In-process research and development represents incomplete Lipman research and development projects that had not reached technological feasibility and had no

alternative future use. Lipman was developing new products that qualify as in-process research and development in multiple product areas. Lipman's research and development projects were focused on developing new products, integrating new technologies, improving product performance and broadening features and functionalities. The principal research and development efforts of Lipman are related primarily to three products. There is a risk that these developments and enhancements will not be competitive with other products using alternative technologies that offer comparable functionality.

The value assigned to in-process research and development was determined by considering the importance of each project to the overall development plan, estimating costs to develop the purchased in-process research and

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

development into commercially viable products, estimating the resulting net cash flows from the projects when completed and discounting the net cash flows to their present value. The revenue estimates used to value the purchased in-process research and development were based on estimates of relevant market sizes and growth factors, expected trends in technology, and the nature and expected timing of new product introductions by Lipman and its competitors.

The rates utilized to discount the net cash flows to their present value were based on the Company's weighted average cost of capital. The weighted average cost of capital was adjusted to reflect the difficulties and uncertainties in completing each project and thereby achieving technological feasibility, the percentage of completion of each project, anticipated market acceptance, and penetration, market growth rates, and risks related to the impact of potential changes in future target markets. Based on these factors, a discount rate of 19% was deemed appropriate for valuing the in-process research and development.

***Excess Over Fair Value of Vested Options***

The Company assumed Lipman options to purchase shares based generally on a one-for-one exchange ratio, which differed from the all-stock exchange ratio of 0.9336 (the all stock consideration exchange ratio of 0.9844 as reduced by the per share value of the \$1.50 per share special cash dividend) for Lipman ordinary shares. As a result, the Company recognized \$1.0 million of share-based compensation for the excess fair value of vested options in the nine months ended July 31, 2007.

***Goodwill***

Of the total purchase price, approximately \$536.5 million is estimated to be allocated to goodwill. Goodwill represents the excess of the purchase price of an acquired business over the fair value of the underlying net tangible and intangible assets, in-process research and development and excess of fair value of vested options. Goodwill arose because of Lipman's ability to help the Company reach certain of its strategic and business objectives. Goodwill will not be amortized but instead will be tested for impairment at least annually (more frequently if certain indicators are present). In the event that the management of the combined company determines that the value of goodwill has become impaired, the combined company will incur an accounting charge for the amount of impairment during the fiscal quarter in which the determination is made. The goodwill has been allocated \$530.0 million to the International segment and \$6.5 million to the North America segment. Most of the goodwill is expected to be deductible for income tax purposes.

The results of operations of Lipman are included in the Company's consolidated financial statements from November 2006. The following table presents pro forma results of operations and gives effect to the acquisition of Lipman as if the acquisition had been consummated at the beginning of fiscal year 2006. The unaudited pro forma results of operations are not necessarily indicative of what would have occurred had the acquisition been made as of the beginning of the period or of the results that may occur in the future. Net income includes the write-off of acquired in-process research and development of zero and \$6.7 million, additional interest expense of \$5.1 million and \$17.3 million, deferred revenue step down of \$0.7 million and \$3.1 million, fair value step up of inventory of zero and \$13.9 million, stock-based compensation for the excess fair value on vested options of zero and



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\$1.0 million, and amortization of intangible assets related to the acquisition of \$12.1 million and \$36.3 million for the three and nine months ended July 31, 2006, respectively. The unaudited pro forma information is as follows:

	<b>Three Months Ended July 31, 2006</b>		<b>Nine Months Ended July 31, 2006 (Restated)</b>	
	<b>(In millions, except per share amounts)</b>			
Total net revenues	\$	209.7	\$	610.5
Net income	\$	8.8	\$	14.2
Net income per share basic	\$	0.11	\$	0.18
Net income per share diluted	\$	0.11	\$	0.17

The pro forma amounts above were compiled using the three and nine month periods ended June 30, 2006 for Lipman and the three and nine month periods ended July 31, 2006 for VeriFone.

***PayWare***

On September 1, 2006, the Company acquired PayWare, the payment systems business of Trintech Group PLC, for approximately \$10.7 million, comprised of \$9.6 million in cash consideration and \$1.1 million transaction costs. The cash consideration includes \$2.0 million which has been placed in an escrow account pending resolution of certain items. The Company acquired PayWare to broaden the Company's EMEA presence at the point of sale beyond its core solutions. The Company's consolidated financial statements include the operating results of the business acquired from the date of acquisition.

The total estimated purchase price of \$10.7 million was allocated as follows: \$11.9 million to goodwill (not deductible for income tax purposes); \$7.7 million to intangible assets, comprised of developed technology of \$3.0 million, backlog of \$1.4 million, and customer relationships of \$3.3 million; and \$8.9 million to net tangible liabilities assumed. The estimated useful economic lives of the identifiable intangible assets acquired are 3 to 5 years for the developed technology, one year for backlog, and 4 to 6 years for the customer relationship. The weighted average amortization period for developed technology and customer relationships was 3.7 years. As of July 31, 2007, the purchase price allocation is preliminary and subject to adjustment for any pre-acquisition contingencies. Pro forma financial information is not provided as PayWare's results of operations are not material to the Company's results of operations.

***VeriFone Transportation Systems, Inc.***

In February 2007, the Company made an additional investment in VeriFone Transportation Systems, Inc. (VTS) to increase its ownership percentage to 51%. The total purchase price of \$5 million was allocated to the net assets of VTS. In May 2007, the Company made an additional investment of \$5.0 million in VTS to increase its ownership percentage from 51.0% to 63.2%. In addition, the Company provided VTS with a working capital loan of \$1.0 million. In July 2007, VTS issued capital stock to a third party reducing the Company's equity interest in VTS



from 63.2% to 60.1%. As of July 31, 2007, the purchase price allocation is preliminary and is subject to adjustments for the fair value of purchased intangibles. Pro forma financial information is not provided as VTS results of operations are not material to the company's results of operations.

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Inventories consisted of the following (in thousands):

	<b>July 31, 2007 (Restated)</b>	<b>October 31, 2006</b>
Raw materials	\$ 23,916	\$ 4,095
Work-in-process	4,160	808
Finished goods	76,708	81,728
	<b>\$ 104,784</b>	<b>\$ 86,631</b>

*Prepaid Expenses and Other Current Assets*

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

	<b>July 31, 2007 (Restated)</b>	<b>October 31, 2006</b>
Prepaid taxes	\$ 6,781	\$ 5,241
Prepaid expenses	14,924	3,208
Other receivables	7,161	750
Other current assets	572	3,744
	<b>\$ 29,438</b>	<b>\$ 12,943</b>

*Property, Plant, and Equipment, net*

Property, plant, and equipment, net consisted of the following (in thousands):

<b>July 31, 2007 (Restated)</b>	<b>October 31, 2006</b>
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Computer hardware and software	\$ 11,809	\$ 7,049
Office equipment, furniture, and fixtures	4,444	3,972
Machinery and equipment	9,824	5,602
Leasehold improvements	6,920	3,897
Construction in progress	14,726	966
Land	1,633	
Buildings	5,206	
Total	54,562	21,486
Accumulated depreciation and amortization	(14,272)	(14,186)
Property, plant, and equipment, net	\$ 40,290	\$ 7,300

The increase in construction in progress during the nine months ended July 31, 2007 was \$13.8 million. This increase was primarily attributable to the Company's migration to a new enterprise resource planning information system, which will replace certain of its existing systems in fiscal 2008. At each of July 31, 2007 and October 31, 2006, equipment amounting to \$1.3 million was capitalized under capital leases. Related accumulated amortization as of July 31, 2007 and October 31, 2006 amounted to \$1.3 million and \$1.2 million, respectively.

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Purchased Intangible Assets, net***

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

	July 31, 2007			October 31, 2006		
	Gross Carrying Amount	Accumulated Amortization (Restated)	Net	Gross Carrying Amount	Accumulated Amortization	Net
Developed technology	\$ 170,607	\$ (55,109)	\$ 115,498	\$ 35,164	\$ (28,616)	\$ 6,548
Core technology	14,442	(14,442)		14,442	(12,517)	1,925
Trade name	22,225	(22,225)		22,225	(19,942)	2,283
Internal use software	4,288	(647)	3,641			
Customer relationships	88,230	(26,973)	61,257	19,314	(13,526)	5,788
	\$ 299,792	\$ (119,396)	\$ 180,396	\$ 91,145	\$ (74,601)	\$ 16,544

Amortization of purchased intangibles was allocated as follows (in thousands):

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2007 (Restated)	2006	2007 (Restated)	2006
Included in cost of net revenues	\$ 9,278	\$ 1,071	\$ 28,474	\$ 4,083
Included in operating expenses	5,416	1,159	16,456	3,477
	\$ 14,694	\$ 2,230	\$ 44,930	\$ 7,560

Estimated future amortization expense of intangible assets recorded as of July 31, 2007 was as follows (in thousands):

Fiscal Year	Cost of Revenues	Operating Expenses (Restated)	Total
2007 (remaining three months)	\$ 9,819	\$ 3,653	\$ 13,472
2008	31,917	25,125	57,042
2009	31,173	20,180	51,353

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2010	24,311	11,808	36,119
Thereafter	18,278	4,132	22,410
	\$ 115,498	\$ 64,898	\$ 180,396

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

	<b>July 31, 2007 (Restated)</b>	<b>October 31, 2006</b>
Balance, beginning of year	\$ 52,689	\$ 47,260
Additions related to acquisitions	545,417	6,352
Resolution of tax contingencies and adjustments to tax reserves and valuation allowances established in purchase accounting	(3,262)	(923)
Currency translation adjustments	15,507	
Balance, end of period	\$ 610,351	\$ 52,689

***Warranty***

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

	<b>July 31, 2007</b>	<b>October 31, 2006</b>
Balance, beginning of year	\$ 5,432	\$ 5,243
Warranty charged to cost of net revenues	2,412	3,311
Utilization of warranty	(5,530)	(3,815)
Changes in estimates	483	693
Warranty assumed in acquisitions	7,731	
Balance, end of period	10,528	5,432
Less current portion	(10,102)	(4,902)
Long-term portion	\$ 426	\$ 530

***Deferred Revenue, net***

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

<b>July 31,</b>	<b>October 31,</b>
-----------------	--------------------

	<b>2007</b> <b>(Restated)</b>	<b>2006</b>
Deferred revenue	\$ 53,431	\$ 34,309
Less long-term portion	(10,310)	(7,371)
	43,121	26,938
Deferred cost of revenue	(3,569)	(3,371)
Current portion, net	\$ 39,552	\$ 23,567

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

	<b>July 31, 2007</b>	<b>October 31, 2006</b>
Taxes payable (excluding income tax)	\$ 31,999	\$ 1,990
Other accounts payable	13,758	7,511
Accrued audit and legal fees	5,221	3,135
Interest payable	482	5
Other liabilities	19,758	1,020
	<b>\$ 71,218</b>	<b>\$ 13,661</b>

***Other Income (Expense), net***

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

	<b>Three Months Ended July 31, 2007</b>		<b>Nine Months Ended July 31, 2007</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>		<b>(Restated)</b>	
Refund of foreign customs fees	\$	\$	\$	\$ 288
Foreign currency transaction gains, net	1,213	137	3,106	309
Foreign currency contract losses, net	(914)	(354)	(2,929)	(543)
Loss on debt extinguishment	(4,764)		(4,764)	
Other, net	309	22	168	17
	<b>\$ (4,156)</b>	<b>\$ (195)</b>	<b>\$ (4,419)</b>	<b>\$ 71</b>

**Note 6. Financing**

The Company's financing consisted of the following (in thousands):

<b>July 31, 2007</b>	<b>October 31, 2006</b>
--------------------------	-----------------------------



Secured credit facility:		
Revolver	\$	\$
Term B loan	237,500	192,780
1.375% Senior convertible notes	316,250	
Capital leases and other	623	109
	554,373	192,889
Less current portion	(5,367)	(1,985)
Long-term portion	\$ 549,006	\$ 190,904

### ***Secured Credit Facility***

On October 31, 2006, the Company's principal subsidiary, VeriFone, Inc. (the Borrower), entered into a credit agreement consisting of a Term B Loan facility of \$500 million and a revolving loan permitting borrowings of up to \$40 million (the Credit Facility). The proceeds from the Term B loan were used to repay all outstanding

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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. The Term B Loan was drawn down in its entirety on October 31 and November 1, 2006. Through July 31, 2007, the Company repaid an aggregate of \$262.5 million, leaving a Term B Loan balance of \$237.5 million at July 31, 2007.

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. At July 31, 2007 and October 31, 2006, the interest rates were 7.11% and 7.12% on the Term B Loan and 6.61% and 6.87% on the revolving loan, respectively. The Company pays a commitment fee on the unused portion of the revolving loan under its Credit Facility at a rate that varies between 0.375% and 0.30% per annum depending upon its consolidated total leverage ratio. At July 31, 2007 and October 31, 2006, the Company was paying a commitment fee at a rate of 0.30% and 0.375% per annum, respectively. The Company pays a letter of credit fee on the unused portion of any letter of credit issued under the Credit Facility at a rate that varies between 1.50% and 1.25% per annum depending upon its consolidated total leverage ratio. At July 31, 2007 and October 31, 2006, the Company was subject to a letter of credit fee at a rate of 1.25% and 1.50% per annum, respectively.

As of July 31, 2007, at the Company's option, the revolving loan bears interest at a rate of 1.25% over the three-month LIBOR, which was 5.36%, or 0.25% over the lender's base rate, which was 8.25%. As of October 31, 2006, at the Company's option, the revolving loan bore interest at a rate of 1.50% over the three-month LIBOR, which was 5.37%, or 0.50% over the lender's base rate, which was 8.25%. As of July 31, 2007, the entire \$40 million revolving loan was available for borrowing to meet short-term working capital requirements. At the Company's option, the Term B Loan bears interest at a rate of 1.75% over the three-month LIBOR or 0.75% over the base rate.

Interest payments are generally paid quarterly but can be based on one, two, three, or six-month periods. The lender's base rate is the greater of the Federal Funds rate plus 50 basis points or the JPMorgan prime rate. The respective 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. Payments on the Term B Loan are due in equal quarterly installments of \$1.2 million over the seven-year term on the last business day of each calendar quarter with the balance due on maturity.

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, obtaining protection against fluctuation in interest rates, and limits on annual capital expenditure levels. As of July 31, 2007, the Company was required to maintain a total leverage ratio of not greater than 4.0 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 the consolidated EBITDA for the most recent four consecutive fiscal quarters. 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 revolving 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. The Company was in compliance with its financial and non-financial covenants as of July 31, 2007.

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****1.375% Senior Convertible Notes***

On June 22, 2007, the Company sold \$316.2 million aggregate principal amount of 1.375% Senior Convertible Notes due 2012 (the Notes) in an offering through Lehman Brothers Inc. 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. 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.

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 will initially be 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 VeriFone common stock, up to the principal amount of the note. Amounts in excess of the principal amount, if any, will be paid in stock. Unless and until the Company obtains stockholder approval to amend its certificate of incorporation to increase its authorized capital, the maximum number of shares available for issuance upon conversion of each \$1,000 principal amount of Notes will be the pro rata portion of an aggregate of 3,250,000 shares allocable to such Note, which equates to 10.2766 shares per \$1,000 principal amount of Notes. Because the Company did not increase its authorized capital to permit conversion of all of the Notes at the initial conversion rate by June 21, 2008, beginning on June 21, 2008 the Notes began to bear additional interest at a rate of 2.0% per annum (in addition to the additional interest described below) on the principal amount of the Notes, which will increase by 0.25% per annum on each anniversary thereafter if the authorized capital has not been increased. If stockholder approval to increase the Company's authorized capital is received, such additional interest will cease to accrue.

As of July 31, 2007, none of the conditions allowing holders of the Senior 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) 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

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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 sale of the Notes, the Company entered into a registration rights agreement, dated as of June 22, 2007, with the initial purchasers of the Notes (the "Registration Rights Agreement"). Under the Registration Rights Agreement, the Company has agreed (1) to use reasonable best efforts to cause a shelf registration statement covering resales of the Notes and the shares of common stock issuable upon conversion of the Notes to be declared effective by December 19, 2007 or to cause an existing shelf registration statement to be made available within 180 days after the original issuance of the Notes and (2) to use its reasonable best efforts to keep effective the shelf registration statement until the earliest of (i) the date when the holders of transfer-restricted Notes and shares of common stock issued upon conversion of the Notes are able to sell all such securities immediately without restriction under Rule 144(k) under the Securities Act of 1933, as amended (the "Securities Act"), (ii) the date when all transfer-restricted Notes and shares of common stock issued upon conversion of the Notes are registered under the registration statement and sold pursuant thereto and (iii) the date when all transfer-restricted Notes and shares of common stock issued upon conversion of the Notes have ceased to be outstanding. If the Company fails to meet these terms, it will be required to pay additional interest on the Notes at a rate of 0.25% per annum for the first 90 days and at a rate of 0.50% per annum thereafter.

Due to the delay in the filing of the 2007 Annual Report on Form 10-K, the Company has not yet been able to register the Notes and the shares underlying the Notes. Accordingly, the interest rate on the Notes increased by 0.25% per annum on December 20, 2007 and by an additional 0.25% per annum on March 19, 2008 relating to the Company's obligations under the Registration Rights Agreement. Once a registration statement covering the Notes and shares underlying the Notes is declared effective, such additional interest will cease to accrue.

In addition, the interest rate on the Notes increased an additional 0.25% per annum on May 1, 2008 (in addition to the additional interest described above) because the Company failed to file and deliver the 2007 Annual Report. Such additional 0.25% interest will cease to accrue upon the filing of the 2007 Annual Report.

In connection with the offering of the Notes, the Company entered into note hedge transactions with affiliates of the initial purchasers (the "counterparties") whereby the Company has the option to purchase up to 7,184,884 shares of its common stock at a price of approximately \$44.02 per share. 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 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.

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, which price may reset, if higher, to a 70% premium over the market price of the Company's common stock determined approximately six months after the original issue date of the warrants. The Company received approximately \$31.2 million in cash proceeds from the sale of these warrants. 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. Unless and until the Company obtains stockholder approval to amend its certificate of incorporation to increase its authorized capital, the maximum number of shares issuable upon exercise of the warrants will be 1,000,000 shares of the Company's common stock. If the Company does not obtain stockholder approval to amend its certificate of incorporation to increase its authorized capital by the date of the second annual meeting of the Company's stockholders after the date of the pricing of the Notes, the number of shares of the Company's common stock underlying the warrants will increase by 10%, and the warrants will be subject to early termination by the counterparties.

Table of Contents**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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, totaled \$17.8 million and is included as a net reduction in additional paid-in capital in the accompanying condensed consolidated balance sheets as of July 31, 2007, in accordance with the guidance in Emerging Issues Task Force Issue No. 00-19 ( EITF 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.

**Note 7. Restructuring Charges*****Fiscal Year 2002 Restructuring Plan***

In connection with the acquisition of VeriFone, Inc. by the Company on July 1, 2002, the Company assumed the liability for a restructuring plan (fiscal 2002 restructuring plan). The remaining accrued restructuring balance represents primarily future facilities lease obligations, net of estimated future sublease income, which are expected to be paid through the end of 2009. The payment of the restructuring costs for the International segment was zero and \$8,000 for the nine months ended July 31, 2007 and 2006, respectively. The Company paid restructuring costs of \$182,000 and \$533,000 for the nine months ended July 31, 2007 and 2006, respectively, in the North America segment. As of July 31, 2007, the Company had a liability of \$48,000 and \$15,000 for the North America segment and International segment, respectively.

Activities related to the fiscal 2002 restructuring plan are as follows (in thousands):

	Facilities	Other	Total (Restated)	Short-Term Portion	Long-Term Portion
Balance at October 31, 2006	\$ 486	\$ 60	\$ 546	\$ 503	\$ 43
Additions	10		10	10	
Reductions	(266)	(49)	(315)	(300)	(15)
Cash payments	(182)		(182)	(182)	
Foreign exchange impact		4	4	4	
Balance at July 31, 2007	\$ 48	\$ 15	\$ 63	\$ 35	\$ 28



	<b>Facilities</b>	<b>Other</b>	<b>Total</b>	<b>Short-Term Portion</b>	<b>Long-Term Portion</b>
Balance at October 31, 2005	\$ 1,200	\$ 60	\$ 1,260	\$ 765	\$ 495
Additions (reductions)		8	8	455	(447)
Cash payments	(533)	(8)	(541)	(541)	
Balance at July 31, 2006	\$ 667	\$ 60	\$ 727	\$ 679	\$ 48

***GO Software Restructuring Plan***

In connection with the acquisition of the assets of the GO Software business from Return on Investment Corporation on March 1, 2005, the Company accrued in the purchase price allocation \$313,000 of restructuring

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

costs related to the integration of GO Software's Savannah helpdesk facility with the Company's helpdesk facility in Clearwater, Florida. Payments against this liability of \$269,000 were made as of October 31, 2006. The restructuring activities have been completed and the Company reversed the remaining accrual balance of \$44,000 in the quarter ended July 31, 2007.

***Fiscal Year 2006 Restructuring Plan***

In the first quarter of fiscal 2006, the Company implemented a restructuring plan that established Singapore supply chain operations to leverage a favorable tax environment and manufacturing operations in the Asia Pacific region (fiscal 2006 restructuring plan). During the year ended October 31, 2006, the Company accrued and paid \$591,000 and \$583,000, respectively, in restructuring costs leaving a liability of \$8,000 in the North America segment. During the six months ended April 30, 2007, the Company reversed the remaining reserve of \$8,000. No activity was recorded in the three months ended July 31, 2007 as the restructuring activities have been completed.

Activities related to the fiscal 2006 restructuring plan are as follows (in thousands):

	<b>Severance</b>	<b>Short-Term Portion (Restated)</b>	<b>Long-Term Portion</b>
Balance at October 31, 2006	\$ 8	\$ 8	\$
Reductions	(8)	(8)	
Cash payments			
Balance at July 31, 2007	\$	\$	\$
	<b>Severance</b>	<b>Short-Term Portion</b>	<b>Long-Term Portion</b>
Balance at October 31, 2005	\$	\$	\$
Additions	599	599	
Cash payments	(575)	(575)	
Balance at July 31, 2006	\$ 24	\$ 24	\$

***PayWare Restructuring Plan***

In the fourth quarter of fiscal 2006, the Company completed the acquisition of PayWare, the payment system business of Trintech Group PLC. The Company developed a restructuring plan and accrued restructuring costs related to a workforce reduction and future facilities lease obligations which were included in the purchase price allocation of

PayWare. During the fourth quarter of fiscal 2006, the company accrued and paid \$2.9 million and \$0.5 million, respectively, for the International segment. As of October 31, 2006, the Company had a remaining liability of \$2.4 million. During the nine months ended July 31, 2007, the Company accrued and paid \$1.1 million and \$2.5 million, respectively, for the International segment. As of July 31, 2007, the Company had a liability of \$1.0 million for the International segment.

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Activities related to the PayWare acquisition restructuring plan are as follows (in thousands):

	<b>Severance</b>	<b>Facilities</b>	<b>Other</b>	<b>Total</b>	<b>Short-Term</b>	<b>Long-Term</b>
				<b>(Restated)</b>	<b>Portion</b>	<b>Portion</b>
Balance at October 31, 2006	\$ 1,234	\$ 1,098	\$ 76	\$ 2,408	\$ 2,408	\$
Additions	663	357	105	1,125	1,125	
Cash payments	(1,846)	(497)	(181)	(2,524)	(2,524)	
Balance at July 31, 2007	\$ 51	\$ 958	\$	\$ 1,009	\$ 1,009	\$

***Fiscal Year 2007 Restructuring Plan***

In the nine months ended July 31, 2007, the Company implemented a restructuring plan that included reductions in workforce of employees in the United States, China, Hong Kong, Mexico, and the Philippines. The Company incurred and paid restructuring costs of \$727,000 and \$615,000, respectively, for the North America segment for the nine months ended July 31, 2007. For the nine months ended July 31, 2007, the Company incurred and paid restructuring costs of \$95,000 and \$94,000, respectively, for the International segment. As of July 31, 2007, the Company had a liability of \$112,000 and \$1,000 for the North American segment and International segment, respectively.

Activities related to the fiscal 2007 restructuring plan are as follows (in thousands):

	<b>Severance</b>	<b>Facilities</b>	<b>Other</b>	<b>Total</b>	<b>Short-Term</b>	<b>Long-Term</b>
				<b>(Restated)</b>	<b>Portion</b>	<b>Portion</b>
Balance at October 31, 2006	\$	\$	\$	\$	\$	\$
Additions	808	10	4	822	822	
Cash payments	(696)	(10)	(3)	(709)	(709)	
Foreign exchange impact						
Balance at July 31, 2007	\$ 112	\$	\$ 1	\$ 113	\$ 113	\$

***Lipman Restructuring Plan***

In the first quarter of fiscal 2007, the Company completed the acquisition of Lipman and began formulating a restructuring plan which is expected to be completed by the end of the fiscal year. For those portions of the plan completed during the nine months ended July 31, 2007, the Company accrued into the purchase price allocation restructuring costs related to reduction in workforce and future facilities lease obligation. For the nine months ended

July 31, 2007, the Company incurred and paid restructuring costs of \$4.4 million, for the International segment. For the nine months ended July 31, 2007, the Company incurred and paid restructuring costs of \$0.5 million for the North America segment. As of July 31, 2007, the Company had a liability of \$1.5 million for the International segment.

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Activities related to the Lipman acquisition restructuring plan are as follows (in thousands):

	<b>Severance</b>	<b>Facilities</b>	<b>Other</b>	<b>Total (Restated)</b>	<b>Short-Term Portion</b>	<b>Long-Term Portion</b>
Balance at October 31, 2006	\$	\$	\$	\$	\$	\$
Additions	3,394	3,030		6,424	3,929	2,495
Cash payments	(1,979)	(2,952)		(4,931)	(2,436)	(2,495)
Foreign exchange impact	14	(3)		11	11	
Balance at July 31, 2007	\$ 1,429	\$ 75	\$	\$ 1,504	\$ 1,504	\$

**All Restructuring Plans**

As of July 31, 2007 and October 31, 2006, \$2.7 million and \$3.0 million, respectively, of the restructuring liability was included in other current liabilities and \$28,000 and \$43,000, respectively, was included in other long-term liabilities in the accompanying condensed consolidated balance sheets.

**Note 8. Commitments and Contingencies**

The Company leases certain real and personal property under non-cancelable operating leases. 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, 2007 were as follows (in thousands):

<b>Fiscal Year</b>	<b>Minimum Lease Payments</b>	<b>Sublease Rental Income</b>	<b>Net Minimum Lease Payments</b>
Remainder of 2007	\$ 2,676	\$ 34	\$ 2,642
2008	9,500	137	9,363
2009	7,292	89	7,203
2010	6,612	4	6,608
2011	5,374		5,374
Thereafter	15,834		15,834
	\$ 47,288	\$ 264	\$ 47,024

Certain leases require the Company to pay property taxes, insurance, and routine maintenance, and include rent escalation clauses and options to extend the term of certain leases. Rent expense was approximately \$4.4 million and \$10.5 million for the three and nine months ended July 31, 2007, respectively, compared to \$2.3 million and \$6.7 million for the comparable periods in fiscal 2006. Sublease rental income was approximately \$45,000 and \$168,000 for the three and nine months ended July 31, 2007, respectively, compared to \$73,000 and \$217,000 for the comparable periods in fiscal 2006.

***Manufacturing Agreements***

The Company works on a purchase order basis with third-party contract manufacturers and component suppliers with facilities in China, Singapore, and Brazil to manufacture a majority of the Company's inventories. The Company issues a forecast to the third-party contract manufacturers and subsequently agrees to a build schedule to drive component material purchases and capacity planning. In conjunction with this, the Company issues a combination of purchase order and written direction to drive manufacturing activity for finished goods product. The Company provides each manufacturer with a purchase order on a monthly basis to cover the following month's manufacturing requirements, which constitutes a binding commitment by the Company to purchase

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

materials produced by the manufacturer as specified in the purchase order. The total amount of purchase commitments as of July 31, 2007 and October 31, 2006 was approximately \$43.0 million and \$17.9 million, respectively, and are generally paid within one year. Of this amount, \$2.5 million and \$1.4 million has been recorded as accrued expenses in the accompanying condensed consolidated balance sheets as of July 31, 2007 and October 31, 2006, respectively, because the commitment is expected not to have future value to the Company.

***Employee Health and Dental Costs***

The Company is primarily self-insured for employee health and dental costs and has stop-loss insurance coverage to limit per-incident liability for health costs. The Company believes that adequate accruals are maintained to cover the retained liability. The accrual for self-insurance is determined based on claims filed and an estimate of claims incurred but not yet reported.

***Litigation***

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

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 8.1 million Brazilian reais (approximately \$4.3 million) including interest and penalties. 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. Management does not expect that the Company will ultimately incur a material liability in respect of 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. On May 25, 2005, the Company had an administrative hearing with respect to this audit. Management expects to receive the decision of the administrative body sometime in 2008. 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.

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 and the City of São Paulo and relate to asserted deficiencies totaling 24.9 million Brazilian reais (approximately \$13.3 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

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

transactions were performed by the third-party importer of the goods. Management expects to receive the decision of the Taxpayers Council sometime in 2008. In the event the Company receives an adverse ruling from the administrative body, 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, 2007, 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 \$10.8 million) imposed. On August 10, 2007, the Company appealed the first 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, 2007, the Company has accrued 20.2 million Brazilian reais (approximately \$10.8 million), excluding interest.

On December 11, 2006, the Company received a civil investigative demand from the U.S. Department of Justice (DOJ) regarding an investigation into its acquisition of Lipman which requests certain documents and other information, principally with respect to the companies' integration plans and communications prior to the completion of this acquisition. The Company is producing documents and certain current and former employees have provided information to a representative of the DOJ in response to this request. The Company is not aware of any violations in connection with the matters that are the subject of the investigation but cannot predict what actions, if any, will result from this investigation.

**Note 9. Comprehensive Income (Loss)**

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

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>July 31,</b>	<b>July 31,</b>	<b>July 31,</b>	<b>July 31,</b>
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>		<b>(Restated)</b>	
Net income (loss)	\$ (42,386)	\$ 16,755	\$ (52,883)	\$ 45,585
Foreign currency translation adjustments, net of tax	3,345	(110)	13,608	208
Unrecognized gain (loss) on interest rate hedges, net of tax	4	(35)	(18)	17
Unrealized gain (loss) on marketable securities, net of tax		1	(1)	2
Comprehensive income (loss)	\$ (39,037)	\$ 16,611	\$ (39,294)	\$ 45,812

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

**July 31,                      October 31,**

	<b>2007</b> <b>(Restated)</b>	<b>2006</b>
Foreign currency translation adjustments, net of tax of \$3,395 and \$1,068	\$ 14,611	\$ 1,003
Unrecognized loss on interest rate hedges, net of tax of \$42 and \$29	(64)	(46)
Unrealized gain on marketable securities, net of tax of zero and \$1		1
Accumulated other comprehensive income	\$ 14,547	\$ 958

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note 10. Stockholders' Equity*****Common and Preferred Stock***

The Company has authorized 100,000,000 shares of Common Stock, par value \$0.01 per share, and 10,000,000 shares of Preferred Stock, par value \$0.01 per share. The board of directors has the authority to issue the undesignated Preferred Stock in one or more series and to fix the rights, preferences, privileges, and restrictions thereof. The holder of each share of Common Stock has the right to one vote. As of July 31, 2007 and October 31, 2006, there were no shares of Preferred Stock outstanding and there were 83,315,613 and 68,148,245 shares of Common Stock outstanding, respectively.

On November 1, 2006, the Company completed its acquisition of Lipman. As part of the acquisition consideration, the Company issued 13,462,474 shares of its common stock. See Note 4 of Notes to Condensed Consolidated Financial Statements for additional information.

***Restricted Common Stock***

The Company had a right to repurchase shares of Common Stock sold to the Company's Chief Executive Officer (the CEO) at the original sale price, \$0.0333 per share, in the event the CEO ceased to be employed by the Company or any of its subsidiaries. This right lapsed at a rate of 20% of the original 3,910,428 shares per year. Upon the sale of the Company, any remaining unvested shares would become vested. At July 31, 2007, no shares of Common Stock issued to the CEO remained subject to this repurchase right which lapsed in July 2007.

The Company has a right to repurchase shares of Common Stock sold to certain executives of the Company pursuant to the Company's 2002 Securities Purchase Plan at the lesser of the original sale price, \$0.0333 per share, or the fair value on the date of separation in the event that the executive ceases to be employed by the Company or any of its subsidiaries. This right lapses at a rate of 20% of the original 1,929,145 shares per year. Upon the sale of the Company, all remaining unvested shares will become vested. At July 31, 2007, 20,856 shares of Common Stock remained subject to this repurchase right which will lapse in October 2007.

***Stock Option Plans***

As of July 31, 2007, the Company had a total of 9,336,148 stock options outstanding with a weighted average exercise price of \$26.23 per share. The number of shares that remained available for future grants was 1,746,701 as of July 31, 2007. The following table provides a summary of options outstanding and exercisable under the various option plans for the period ended July 31, 2007:

	<b>Shares Under Option (Restated)</b>
Balance at November 1, 2006	5,406,108

Assumed in Lipman acquisition	3,375,527
Granted	3,169,205
Exercised	(1,686,220)
Cancelled	(928,472)
Balance at July 31, 2007	9,336,148
Vested or expected to vest at July 31, 2007	8,575,419
Exercisable at July 31, 2007	1,842,257

Table of Contents**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)***New Founders Stock Option Plan*

On April 30, 2003, the Company adopted the New Founders Stock Option Plan (the New Founders Plan) for executives and employees of the Company. A total of 1,500,000 shares of the Company's Common Stock were reserved for issuance under the New Founders Plan. The Company will no longer grant options under the New Founders Plan and will retire any options cancelled hereafter. Option awards under the New Founders Plan were generally granted with an exercise price equal to the market price of the Company's stock on the date of grant. Those option awards generally vest in equal annual amounts over a period of five years from the date of grant and have a maximum term of 10 years.

The following table summarizes option activity under the New Founders Plan during the nine months ended July 31, 2007:

	<b>Shares Under Option</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term (Years)</b>	<b>Aggregate Intrinsic Value (Thousands)</b>
Balance at November 1, 2006	898,062	\$ 4.22		
Exercised	(322,082)	4.04		
Cancelled	(11,740)	7.33		
Balance at July 31, 2007	564,240	\$ 4.26	6.77	\$ 18,138
Vested or expected to vest at July 31, 2007	531,594	\$ 4.21	6.75	\$ 17,117
Exercisable at July 31, 2007	259,090	\$ 3.62	6.46	\$ 8,496

The options expected to vest are the result of applying the pre-vesting forfeiture rate assumptions to total outstanding options. The option balance at July 31, 2007 excludes 20,856 options which were exercised but not vested. The total intrinsic value of options exercised during the nine months ended July 31, 2007 was \$10.4 million.

As of July 31, 2007, pursuant to SFAS No. 123(R), there was \$727,867 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the New Founders Plan. The cost is expected to be recognized over a remaining weighted average period of 2.0 years. The total fair value of shares vested during the nine months ended July 31, 2007 was \$332,000.

*Outside Directors Stock Option Plan*

In January 2005, the Company adopted the Outside Directors Stock Option Plan (the Directors Plan ) for members of the Board of Directors of the Company who are not employees of the Company or representatives of major stockholders of the Company. A total of 225,000 shares of the Company s Common Stock had been reserved for issuance under the Directors Plan. The Company will no longer grant options under the Directors Plan and will retire any options cancelled hereafter. Option grants for members of the Board of Directors of the Company who are not employees of the Company or representatives of major stockholders of the Company will be covered under the 2006 Equity Incentive Plan.

Table of Contents**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes option activity under the Directors' Plan during the nine months ended July 31, 2007:

	<b>Shares Under Option</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term (Years)</b>	<b>Aggregate Intrinsic Value (Thousands)</b>
Balance at November 1, 2006	90,000	\$ 10.00		
Exercised	(18,750)	10.00		
Cancelled				
Balance at July 31, 2007	71,250	\$ 10.00	4.48	\$ 1,882
Vested or expected to vest at July 31, 2007	71,250	\$ 10.00	4.48	\$ 1,882
Exercisable at July 31, 2007	35,625	\$ 10.00	4.49	\$ 941

The options expected to vest are the result of applying the pre-vesting forfeiture rate assumptions to total outstanding options. The total intrinsic value of options exercised during the nine months ended July 31, 2007 was \$456,000.

As of July 31, 2007, pursuant to SFAS No. 123(R), there was \$200,877 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Directors' Plan. The cost is expected to be recognized over a remaining weighted average period of 1.5 years. The total fair value of shares vested during the nine months ended July 31, 2007 was \$104,000.

*2005 Equity Incentive Option Plan*

On April 29, 2005, the Company adopted the 2005 Equity Incentive Option Plan (the "EIP Plan") for executives and employees of the Company and other individuals who perform services to the Company. A total of 3,100,000 shares of the Company's Common Stock were reserved for issuance under the EIP Plan. The Company will no longer grant options under the EIP Plan and will retire any options cancelled hereafter. Option awards were generally granted with an exercise price equal to the market price of the Company's stock at the date of grant. Those options generally vest over a period of four years from the date of grant and have a maximum term of 7 years.

The following table summarizes option activity under the EIP Plan during the nine months ended July 31, 2007:

	<b>Weighted</b>	<b>Weighted Average Remaining</b>	<b>Aggregate</b>
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	<b>Shares Under Option</b>	<b>Average Exercise Price</b>	<b>Contractual Term (Years)</b>	<b>Intrinsic Value (Thousands)</b>
Balance at November 1, 2006	1,878,801	\$ 12.13		
Exercised	(405,114)	11.24		
Cancelled	(62,414)	11.39		
Balance at July 31, 2007	1,411,273	\$ 12.42	4.51	\$ 33,857
Vested or expected to vest at July 31, 2007	1,276,180	\$ 12.41	4.51	\$ 30,623
Exercisable at July 31, 2007	411,072	\$ 12.78	4.48	\$ 9,713

Table of Contents**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The options expected to vest are the result of applying the pre-vesting forfeiture rate assumptions to total outstanding options. The total intrinsic value of options exercised during the nine months ended July 31, 2007 was \$10.2 million.

As of July 31, 2007, pursuant to SFAS No. 123(R), there was \$5.1 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the EIP Plan. The cost is expected to be recognized over a remaining weighted average period of 1.8 years. The total fair value of shares vested during the nine months ended July 31, 2007 was \$2.6 million.

*2006 Equity Incentive Plan*

On March 22, 2006, the stockholders of VeriFone approved the 2006 Equity Incentive Plan (the 2006 Plan ) for officers, directors, employees and consultants of the Company. A total of 9,000,000 shares of the Company's Common Stock have been reserved for issuance under the 2006 Plan. Awards are granted with an exercise price equal to the market price of the Company's Common Stock at the date of grant except for restricted stock units (RSUs). The awards generally vest over a period of four years from the date of grant and have a maximum term of seven years. Any shares granted as stock options and stock appreciation rights shall be counted as one share for every share granted. Any awards granted other than stock options or stock appreciation rights are counted, for the purpose of the number of shares issuable under the 2006 Plan, as 1.75 shares for every share granted.

The following table summarizes option activity under the 2006 Plan during the nine months ended July 31, 2007:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years) (Restated)	Aggregate Intrinsic Value (Thousands)
Balance at November 1, 2006	2,539,245	\$ 29.10		
Granted	3,169,205	35.31		
Exercised	(66,435)	29.28		
Cancelled	(392,401)	31.56		
Balance at July 31, 2007	5,249,614	\$ 32.74	6.21	\$ 19,260
Vested or expected to vest at July 31, 2007	4,855,397	\$ 32.70	6.21	\$ 18,011
Exercisable at July 31, 2007	471,045	\$ 29.23	5.65	\$ 3,381

The options expected to vest are the result of applying the pre-vesting forfeiture rate assumptions to total outstanding options. The total intrinsic value of options exercised during the nine months ended July 31, 2007 was \$500,000. The

weighted average grant date fair value of options granted during the nine months ended July 31, 2007 was \$9.49 per share.

As of July 31, 2007, pursuant to SFAS No. 123(R), there was \$40.4 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements related to options granted under the 2006 Plan. The cost is expected to be recognized over the remaining weighted average period of 3.5 years. The total fair value of shares vested during the nine months ended July 31, 2007 was \$5.2 million.

In March 2006, September 2006, January 2007, and July 2007, the Company issued 90,000, 80,000, 14,000, and 33,000 RSUs, respectively, to its executive officers and key employees with a zero value exercise price. Twenty-five percent of these awards shall vest one year from the date of grant and 1/16th vest quarterly thereafter. The fair value of the RSUs granted is the stock price on March 22, 2006, September 12, 2006, January 3, 2007 and

Table of Contents**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

July 2, 2007 of \$28.86, \$27.50, \$35.45 and \$35.47, respectively. As of July 31, 2007, 186,875 RSUs are vested or are expected to vest, with an aggregate intrinsic value of \$6.8 million. As of July 31, 2007, pursuant to SFAS No. 123(R), there was \$4.4 million of total unrecognized compensation cost related to non-vested RSUs. The cost is expected to be recognized over the remaining weighted average period of 3.1 years.

In January 2007, the Company made an award of up to 900,000 RSUs to the Company's CEO. These RSUs may vest in three tranches 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. The performance units are earned in three annual tranches of up to 200,000 each in the event that the Company meets or exceeds specified annual increases in net income, as adjusted, per share for fiscal 2007, 2008, and 2009, based on a target of 20% annual increases. In addition, in each of fiscal 2007, 2008, and 2009, the CEO may earn a further 100,000 market units if the Company achieves both the targeted improvement in net income, as adjusted, per share and there is a corresponding improvement in the Company's share price, with a final target of \$62.20 for fiscal 2009. Each year's RSUs will not vest until the end of the fiscal year following the year for which the specified target is met.

As of July 31, 2007, the Company had not recognized any compensation expense related to these RSUs as achievement of the fiscal year 2007 financial targets was not considered probable. The financial targets for the fiscal 2008 and 2009 tranches have not yet been determined; therefore, no measurement date has occurred for those tranches. The Company will value the fiscal 2008 and 2009 tranches when all factors for measurement have been determined and a measurement date has occurred. Because these shares are contingently issuable, they are excluded from the earnings per share calculation.

*Lipman Plans*

As part of the acquisition of Lipman on November 1, 2006, VeriFone assumed all of Lipman's outstanding options. The Company will no longer grant options under the Lipman Plans. The following table summarizes option activity under the Lipman Electronic Engineering, Ltd. Plans (Lipman Plans) during the nine months ended July 31, 2007:

	Shares	Weighted Average Exercise Price (Restated)	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (Thousands)
Options assumed on acquisition of Lipman on November 1, 2006	3,375,527	\$ 24.47		
Exercised	(873,839)	19.65		
Cancelled	(461,917)	27.69		
Balance at July 31, 2007	2,039,771	\$ 25.68	4.56	\$ 22,037

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Vested or expected to vest at July 31, 2007	1,840,997	\$ 25.44	4.56	\$ 20,194
Exercisable at July 31, 2007	665,425	\$ 22.60	4.88	\$ 9,189

The options expected to vest are the result of applying the pre-vesting forfeiture rate assumptions to total outstanding options. The total intrinsic value of options exercised during the nine months ended July 31, 2007 was \$14.7 million.

Table of Contents**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

As of July 31, 2007, pursuant to SFAS No. 123(R), there was \$11.4 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Lipman Plans. The cost is expected to be recognized over remaining weighted average period of 2.3 years. The total fair value of shares vested during the nine months ended July 31, 2007 was \$8.5 million.

*All Plans*

The total cash received from employees as a result of employee stock option exercises under all plans for the nine months ended July 31, 2007 was approximately \$25.1 million. In connection with these exercises, the tax benefits realized by the Company and credited to equity for the nine months ended July 31, 2007 were \$6.9 million.

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 SEC Staff Accounting Bulletin No. 107, *Share-Based Payment*. 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 data for its own stock. The expected term of options granted is estimated by the Company considering vesting periods and historical trends within the Company's equity plans and represents the period of time that options granted are expected to be outstanding. The risk-free 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. 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 stock option was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>July 31,</b>		<b>July 31,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>		<b>(Restated)</b>	
Expected term of the options	2 years	3 years	2 years	3.1 years
Risk-free interest rate	4.8%	5.2%	4.8%	5.0%
Expected stock price volatility	40%	41%	40%	42%
Expected dividend rate	0.0%	0.0%	0.0%	0.0%

The following table presents the stock-based compensation expense recognized in accordance with SFAS No. 123(R) during the nine months ended July 31, 2007 and 2006 (in thousands):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>July 31,</b>		<b>July 31,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>

	<b>(Restated)</b>		<b>(Restated)</b>	
Cost of net revenues	\$ 570	\$ 204	\$ 2,417	\$ 519
Research and development	1,443	326	4,342	716
Sales and marketing	1,974	569	5,486	1,309
General and administrative	1,872	587	9,709	1,254
	\$ 5,859	\$ 1,686	\$ 21,954	\$ 3,798

In the nine months ended July 31, 2007, stock-based compensation expense includes \$1,039,000 related to the excess over fair value of the vested Lipman options assumed.

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the stock-based compensation expense recognized by plan in accordance with SFAS No. 123(R) during the following periods (in thousands):

	<b>Three Months Ended July 31, 2007</b>	<b>Nine Months Ended July 31, 2007 (Restated)</b>
New Founders Stock Option Plan	\$ 103	\$ 323
Executive Plan	12	45
Outside Directors Stock Option Plan	35	104
2005 Equity Incentive Option Plan	761	2,233
2006 Equity Incentive Plan	2,822	7,062
Lipman Plans	2,126	12,187
	<b>\$ 5,859</b>	<b>\$ 21,954</b>

**Note 11. Segment and Geographic Information*****Segment Information***

The Company is primarily structured in a geographic manner. The Company's Chief Executive Officer has been identified as the Chief Operating Decision Maker ( CODM ) as defined by SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information*. The CODM reviews consolidated financial information on revenues and gross profit percentage for System Solutions and Services. The CODM also reviews operating expenses, certain of which are allocated to the Company's two segments described below.

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 countries in which it makes sales outside the United States and Canada.

Net revenues and operating income of each business segment reflect net revenues generated within the segment, standard cost of System Solutions net revenues, actual cost of Services net revenues and expenses that directly benefit only that segment. Corporate net revenues and operating income (loss) reflect non-cash acquisition charges, including amortization of purchased core and developed technology assets, step-up of inventory and step-down in deferred revenue and other Corporate charges, including inventory obsolescence and scrap at corporate distribution centers, rework, specific warrant provisions, non-standard freight, over-and-under absorption of materials management, and supply chain engineering overhead. Corporate operating income also reflects the difference between the actual and standard cost of System Solutions net revenues and shared operating costs that benefit both segments, predominately research and development expenses and centralized supply chain management.





Table of Contents**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table sets forth net revenues and operating income for the Company's segments (in thousands):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>July 31,</b>		<b>July 31,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>		<b>(Restated)</b>	
Net revenues:				
International	\$ 128,391	\$ 62,289	\$ 379,136	\$ 181,791
North America	103,961	85,404	288,899	243,045
Corporate	(651)	(76)	(3,088)	(399)
Total net revenues	\$ 231,701	\$ 147,617	\$ 664,947	\$ 424,437
Operating income:				
International	\$ 28,789	\$ 16,819	\$ 90,615	\$ 45,052
North America	43,148	32,763	113,974	94,268
Corporate	(50,172)	(21,123)	(175,957)	(62,102)
Total operating income	\$ 21,765	\$ 28,459	\$ 28,632	\$ 77,218

The Company's long-lived assets which consist primarily of property, plant, and equipment, net by segment were as follows (in thousands):

	<b>July 31,</b>	<b>October 31,</b>
	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>	
International	\$ 22,138	\$ 3,277
North America	20,817	6,270
	\$ 42,955	\$ 9,547

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

	<b>July 31,</b>	<b>October 31,</b>
	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>	

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International	\$ 555,576	\$ 19,102
North America	54,775	33,587
	\$ 610,351	\$ 52,689

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

	<b>July 31, 2007 (Restated)</b>	<b>October 31, 2006</b>
International	\$ 1,116,916	\$ 125,681
North America	357,864	327,264
	\$ 1,474,780	\$ 452,945

**Table of Contents****VERIFONE HOLDINGS, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company's depreciation and amortization expense by segment were as follows (in thousands):

	<b>Three Months Ended July 31,</b>		<b>Nine Months Ended July 31,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>		<b>(Restated)</b>	
International	\$ 1,258	\$ 207	\$ 3,639	\$ 560
North America	792	674	2,175	1,972
	\$ 2,050	\$ 881	\$ 5,814	\$ 2,532

***Geographic Information***

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

	<b>Three Months Ended July 31,</b>		<b>Nine Months Ended July 31,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>		<b>(Restated)</b>	
Europe	\$ 69,912	\$ 31,554	\$ 209,875	\$ 80,754
Latin America	42,673	23,981	124,841	74,426
Asia	15,806	6,754	44,420	26,611
United States	92,513	79,976	257,569	231,400
Canada	10,797	5,352	28,242	11,246
	\$ 231,701	\$ 147,617	\$ 664,947	\$ 424,437

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.

The Company's long-lived assets exclusive of intercompany accounts were as follows (in thousands):

	<b>July 31, 2007</b>	<b>October 31, 2006</b>
	<b>(Restated)</b>	
North America	\$ 20,817	\$ 6,409

Europe	20,194	2,191
Asia	1,039	270
Latin America	905	677
	\$ 42,955	\$ 9,547

## Note 12. Related-Party Transactions

In June 2004, the Company paid a placement fee of \$2,920,000 to GTCR Golder Rauner, L.L.C., the manager of equity funds that are stockholders of the Company, for services related to the Credit Facility acquired from Banc of America Securities and Credit Suisse First Boston. The debt issuance costs were amortized over the term of the related debt. The Company recorded amortization of debt issuance costs related to these costs of \$69,000 and \$201,000 for the three and nine months ended July 31, 2006, respectively, which is included in interest expense in the accompanying condensed consolidated statements of operations. On October 31, 2006, the Company entered into a new secured credit facility with a syndicate of financial institutions, led by JPMorgan Chase Bank, N.A. and Lehman Commercial Paper Inc. The proceeds were used to repay the outstanding amounts due from the existing secured credit facility and to pay the transaction costs and fund the cash consideration in connection with the merger with Lipman on November 1, 2006. The Company wrote off the remaining balance of unamortized debt issuance

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

cost of the credit facility acquired from Banc of America Securities and Credit Suisse First Boston in the amount of \$6.4 million in October 2006 of which \$1.6 million relates to the placement fee with GTCR Golden Rauner, L.L.C.

For the three and nine months ended July 31, 2007, the Company recorded sales of \$3.6 million and \$6.9 million, respectively, from affiliates of related parties which are included in System Solutions net revenues in the accompanying condensed consolidated statements of operations. For the comparable periods in fiscal 2006, the Company recorded sales of \$0.7 million and \$1.1 million, respectively.

**Note 13. Income Taxes**

The Company expects to provide for taxes in the fiscal year ended October 31, 2007 notwithstanding an expected loss on its consolidated statement of operations for the full fiscal year. This is because, in significant part, it has net profits in its international operations and a loss in the United States. The tax benefit of the U.S. financial reporting loss is also offset by an expected increase in the valuation allowance on U.S. deferred tax assets. The effect of these circumstances is to create a tax rate in both the three and nine months ended July 31, 2007 that is unusually high. The application of the intraperiod tax accounting rules of FIN 18 coupled with the accounting for discrete items related to the write-off of debt costs and losses at certain entities results in a computed charge for tax provision of \$52.8 million and \$53.2 million in the three and nine months ended July 31, 2007, respectively. For the three and nine months ended July 31, 2006, the tax provision was \$9.0 million and \$24.3 million, respectively. The Company expects to report a substantially lower tax provision for fiscal year 2007 estimated at approximately \$24.7 million.

The Company is currently under audit by the Internal Revenue Service ( IRS ) for its fiscal years 2002 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.

**Note 14. Employee Benefit Plans**

The Company maintains a defined contribution 401(k) plan that allows eligible employees to contribute up to 60% of their pretax salary up to the maximum allowed under Internal Revenue Service regulations. Discretionary employer matching contributions of \$0.5 million and \$1.5 million were made to the plan during the three and nine months ended July 31, 2007, respectively, compared to \$0.5 million and \$1.4 million for the comparable periods in fiscal 2006.

**Note 15. Subsequent Events**

***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. The various complaints specify different class periods, with the longest proposed class period being August 31, 2006 through December 3, 2007. These lawsuits have been 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 March 17, 2008, the Court held a hearing on Plaintiffs' motions for Lead Plaintiff and Lead Counsel and in May 2008, the Court requested additional briefing on these matters, which was submitted in June 2008. The Company currently expects that following the Court's order appointing Lead Plaintiff and Lead Counsel, a Consolidated Complaint will be filed. Each of the consolidated actions alleges, among other things, violations of Sections 10(b)

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, 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. At this time, the Company has not recorded any liabilities as it is unable to estimate any potential liability.

Beginning on December 13, 2007, several derivative actions were also filed against certain current and former directors and officers. 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). The complaints allege, among other things, that certain of the Company's current and former directors and officers breached their fiduciary duties to the Company and violated provisions of the California Corporations Code and certain common law doctrines by engaging in alleged wrongful conduct complained of in the securities class action litigation described above. The Company is named solely as a nominal defendant against whom the plaintiffs seek no recovery. Amended consolidated complaints are expected to be filed in September 2008 in each set of consolidated cases.

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. On May 25, 2008, the Court held a hearing on the Company's motion to dismiss or stay the proceedings, after which the Court requested that the plaintiff and the Company submit additional information to the Court with respect to the applicability of Israeli law to dually registered companies. This additional information was submitted to the Court in June 2008 and the parties are currently awaiting the Court's ruling on this issue. At this time, the Company has not recorded any liabilities as it is unable to estimate the potential liabilities.

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 and results of operations. 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 also expressed an interest in interviewing several current and former officers and employees of the Company, and the Company is continuing to cooperate with the SEC in responding to the SEC's requests for information. The Company is unable to predict what consequences, if any, any investigation by any regulatory agency may have on the Company. There is no assurance that other regulatory inquiries will not be commenced by other U.S. federal, state or foreign regulatory agencies.



With regard to the civil investigative demand from the Department of Justice discussed in Note 8, on June 20, 2008, counsel for the Company received written confirmation from the Department of Justice that it had closed its civil investigation into the Company's acquisition of Lipman.

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Brazilian Tax Assessment***

A hearing in the São Paulo tax assessment matter discussed in Note 8 was held on August 12, 2008 before the Taxpayers Council, but the Taxpayers Council did not render a decision pending its further review of the records. Management expects to receive the decision of the Taxpayers Council sometime in 2008. 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.

Two of the Company's Brazilian subsidiaries that were acquired as a part of the Lipman acquisition have been notified of an additional assessment regarding Brazilian customs penalties that relates to alleged infractions in the importation of goods. The assessment was issued by the Federal Revenue Department in the City of Itajai. 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 \$1.1 million) imposed, excluding interest. On May 27, 2008, the Company appealed the first level administrative level decision to the Taxpayers Council.

***Amendments to the Credit Facility***

On January 25, 2008, the Company's subsidiaries, VeriFone, Inc. (the Borrower) and VeriFone Intermediate Holdings, Inc. entered into a First Amendment to the Credit Agreement and Waiver (the First Amendment) with the Lenders under its Credit Facility, dated October 31, 2006. The First Amendment extends the deadlines for delivery of certain required financial information for the three-month periods ended January 31, April 30, and July 31, 2007, the year ended October 31, 2007, and the three-month period ended January 31, 2008. In connection with the First Amendment, the Borrower paid to consenting Lenders a fee of \$0.7 million, or 0.25% of the aggregate amount outstanding under the Term B loan and revolving credit commitment made available by the consenting Lenders, and agreed to an increase in the interest rate payable on the term loan of 0.25% per annum.

On April 28, 2008, the Borrower and VeriFone Intermediate Holdings, Inc. entered into a Second Amendment to the Credit Agreement (the Second Amendment) with the Lenders under its Credit Facility. The Second Amendment extends the time periods for delivery of certain required financial information for the three-month periods ended January 31, April 30, and July 31, 2007, the year ended October 31, 2007, and the three-month periods ended January 31 and April 30, 2008. In connection with the Second Amendment, the Borrower paid to consenting Lenders a fee of \$0.7 million, or 0.25% of the aggregate amount outstanding under the term loan and revolving credit commitment made available by the consenting Lenders, agreed to an additional increase in the interest rate payable on the Term B loan and any revolving commitments of 0.75% per annum, agreed to an increase of 0.125% per annum to the commitment fee for unused revolving commitments, and agreed to an increase of 0.75% per annum to the letter of credit fees, each of which are effective from the date of the Second Amendment.

On July 31, 2008, the Borrower and VeriFone Intermediate Holdings, Inc. entered into a Third Amendment to the Credit Agreement (the Third Amendment) with the Lenders under its Credit Facility. The Third Amendment extends the time periods for delivery of certain required financial information for the three-month periods ended January 31, April 30, and July 31, 2007, the year ended October 31, 2007, and the three-month periods ended January 31 and April 30, 2008 to August 31, 2008. In connection with the Third Amendment, the Borrower paid to consenting Lenders a fee of \$0.3 million, or 0.125% of the aggregate amount outstanding under the Term B loan and the amount of the revolving credit commitment made available by the consenting Lenders. Following the Third Amendment, the

Borrower pays interest on the Term B loan at a rate of 2.75% over three-month LIBOR (the Borrower may elect at the end of an interest period to have the term loan bear interest at 1.75% over the lender's base rate) and any revolving loans would bear interest, at the Borrower's option, at either 2.0% over LIBOR or 1.0% over the lender's base rate, assuming the Borrower remains in the lowest rate tier based on its total consolidated leverage ratio.

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**VERIFONE HOLDINGS, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Patent Infringement Lawsuits***

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. The plaintiff 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 intend 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 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. The plaintiff is seeking a judgment of infringement, an injunction against further infringement, damages, interest and attorneys fees. The Company intends to vigorously defend this litigation.

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Forward-Looking Statements**

*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, 2006 filed with the SEC on December 18, 2006. The following discussion should be read in conjunction with our consolidated financial statements and related notes included in our 2006 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.

The discussion and analysis set forth below in this Item 2 has been amended to reflect the restatement as described above in the Explanatory Note to this amended Quarterly Report on Form 10-Q/A and in Note 2, Restatement of Condensed Consolidated Financial Statements, to the Notes to Condensed Consolidated Financial Statements. For this reason, the data set forth in this section may not be comparable to discussions and data in our previously filed Quarterly Reports.

**Restatement and Audit Committee Investigation****Background**

On December 3, 2007, we announced that our management had identified errors in accounting related to the valuation of in-transit inventory and allocation of manufacturing and distribution overhead to inventory and that as a result of these errors, we anticipated that a restatement of our unaudited condensed consolidated financial statements would be required for the following interim periods:

the three months ended January 31, 2007;

the three and six months ended April 30, 2007; and

the three and nine months ended July 31, 2007.

Our management originally estimated that the restatement would result in changes to previously reported results as follows:

<b>As of and for the Three Months Ended</b>		
<b>January 31,</b>	<b>April 30,</b>	<b>July 31,</b>

	2007	2007	2007
		(In millions)	
Reduction in Inventories	\$ 7.7	\$ 16.5	\$ 30.2
Reduction in Income before income taxes	\$ 8.9	\$ 7.0	\$ 13.8

### *Audit Committee Investigation*

On December 3, 2007, following our announcement, the Audit Committee approved the commencement of an independent investigation into the errors in accounting that led to the anticipated restatement. The Audit Committee engaged independent counsel, Simpson Thacher & Bartlett LLP ( Simpson Thacher ), to conduct the independent investigation under the Audit Committee s supervision. Simpson Thacher engaged Navigant Consulting, Inc.

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( Navigant ) as independent forensic accountants. The scope of the investigation was proposed by Simpson Thacher in consultation with Navigant and approved by the Audit Committee. The investigation involved a program of forensic analysis designed to investigate, among other things:

the circumstances surrounding the errors identified by management and described in our December 3, 2007 announcement;

whether additional errors existed requiring further restatement in the interim periods of fiscal 2007 and the adjustments required to correct and restate our interim financial statements; and

whether evidence existed indicating that periods prior to fiscal 2007 may also be required to be restated.

Simpson Thacher and Navigant assembled an investigative team that ultimately consisted of approximately 70 professionals. Information and documents were gathered from current and former employees worldwide. Using search technology, the investigative team evaluated over five million documents in physical and electronic form. Navigant also reviewed relevant accounting databases and journal entries. The investigative team also conducted more than 25 interviews of senior executives, former senior executives of Lipman and current and former finance, accounting and supply chain personnel.

We announced on April 2, 2008 that the investigation was complete and that the investigation had confirmed the existence of the errors in accounting identified in our December 3, 2007 announcement. In particular, the investigation confirmed that incorrect manual journal and elimination entries had been made primarily by our Sacramento supply chain accounting team with respect to several inventory-related matters.

The investigation also concluded that existing policies with respect to manual journal entries were not followed and that the review processes and controls in place were not sufficient to identify and correct the errors in a timely manner. The investigation found no evidence that any period prior to fiscal year 2007 required restatement.

***Restatement***

Concurrently with the Audit Committee investigation, we also conducted an internal review for the purpose of restating our fiscal 2007 interim condensed consolidated financial statements and preparing our fiscal 2007 annual consolidated financial statements and fiscal 2008 interim condensed consolidated financial statements. This review included evaluations of the previously made accounting determinations and judgments. As a result, we have also corrected additional errors, including errors that had previously not been corrected because our management believed that individually and in the aggregate such errors were not material to our consolidated financial statements. Management also made additional adjustments to reduce certain accruals which had been recorded, such as bonuses, which were accrued based upon information which, following the restatement, was no longer accurate.

The restatements of fiscal 2007 interim results resulted in the following adjustments:

	<b>As of and for the Three Months Ended</b>		
	<b>January 31, 2007</b>	<b>April 30, 2007</b>	<b>July 31, 2007</b>
	<b>(In millions)</b>		
Reduction in Inventory	\$ 13.3	\$ 23.9	\$ 40.6

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Reduction in Income before income taxes	\$	12.5	\$	9.9	\$	14.4
Reduction in Net Income	\$	4.7	\$	9.7	\$	55.8

A complete analysis of the adjustments reflected in the restatement as of and for the three and nine months ended July 31, 2007 is included in Note 2, Restatement of Condensed Consolidated Financial Statements, to the Notes to Condensed Consolidated Financial Statements.

The provision for income taxes for the three and nine months ended July 31, 2007, as restated, are each significantly higher than as originally reported due to two principal factors. First, under FIN 18, our quarterly tax provision is determined by applying the estimated annual effective tax rate to our pretax income for the quarter as adjusted for discrete items. For the three months ended July 31, 2007, the estimated annual rate for FIN 18 purposes was 340% and our pretax income, as adjusted for discrete items, was \$16 million. This results in approximately



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\$55 million of taxes before discrete tax adjustments. We offset this with approximately \$2.2 million of discrete tax benefit in determining the provision for income taxes for the quarter. Second, we also recorded a significant increase in the valuation allowance for deferred tax assets during the year ended October 31, 2007 due primarily to the restated (or revised projected) pre-tax income (loss) for fiscal year ended October 31, 2007 and ending October 31, 2008. The increase in the valuation allowance resulted in a significantly larger provision for taxes, which has been allocated to the quarterly results under FIN 18.

Among the most significant errors giving rise to the restatement were:

manual journal entries made for the three months ended January 31, 2007 that erroneously added manufacturing and distribution overhead to inventory held at former Lipman subsidiaries, notwithstanding that overhead had already been allocated to that inventory. This duplication erroneously increased reported inventory and reduced reported cost of net revenues by \$7.7 million in the three months ended January 31, 2007;

manual journal entries made for the periods ended April 30, 2007 and July 31, 2007 that erroneously recorded in-transit inventory of an additional \$12.7 million at April 30, 2007 and an additional \$7.3 million at July 31, 2007 based on erroneous methodology and application of source documents; and

\$6.3 million in errors made in the elimination of intercompany profit in inventory for the nine months ended July 31, 2007.

In connection with the Audit Committee investigation and restatement process, we identified material weaknesses in our internal control over financial reporting, as a result of which our senior management has concluded that our disclosure controls and procedures were not effective as of July 31, 2007. These material weaknesses and management's remediation efforts are summarized under Item 4 Controls and Procedures in this Quarterly Report.

## **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, and healthcare vertical markets. Since 1981, we have designed and marketed system solutions that facilitate the long-term shift toward electronic payment transactions and away from cash and checks. We believe that we have one of the leading electronic payment solutions brands and, supported by our recent acquisition of Lipman Electronic Engineering Ltd ( Lipman ), we are one of the largest providers of electronic payment systems worldwide in terms of revenues and research and development spending.

Our System Solutions consist of point of sale electronic payment devices that run our proprietary and third-party operating systems, security and encryption software, and certified payment software as well as third-party, value-added applications. Our System Solutions are able to process a wide range of payment types including signature and PIN-based debit cards, credit cards, contactless / radio frequency identification, or RFID, cards and tokens, smart cards, pre-paid gift and other stored-value cards, electronic bill payment, check authorization and conversion, signature capture, and electronic benefits transfer, or EBT. Our proprietary architecture was the first to enable multiple value-added applications, such as gift card and loyalty card programs, healthcare insurance eligibility, and time and attendance tracking, to reside on the same system without requiring recertification when new applications are added to the system. We are an industry leader in multi-application payment system deployments and we believe we have the largest selection of third-party certified value-add applications.

We design our System Solutions to meet the demanding requirements of our direct and indirect customers. Our electronic payment systems are available in several distinctive modular configurations, offering our customers flexibility to support a variety of connectivity options, including wireline and wireless internet protocol, or IP, technologies. We also offer our customers support for installed systems, consulting and project management services for system deployment, and customization of integrated software solutions.

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Our customers are primarily global financial institutions, payment processors, petroleum companies, large retailers, government organizations, and healthcare companies, as well as independent sales organizations, or ISOs. The functionality of our System Solutions includes transaction security, connectivity, compliance with certification standards, and the flexibility to execute a variety of payment and non-payment applications on a single system solution.

**Results of Operations***Net Revenues*

We generate net revenues through the sale of our electronic payment systems and solutions that enable electronic payments, 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,			
	2007 (Restated)	2006	Change in Dollars	Change in Percent	2007 (Restated)	2006	Change in Dollars	Change in Percent
Systems Solutions	\$ 205,972	\$ 131,960	\$ 74,012	56%	\$ 586,407	\$ 378,781	\$ 207,626	55%
Services	25,729	15,657	10,072	64%	78,540	45,656	32,884	72%
Total	\$ 231,701	\$ 147,617	\$ 84,084	57%	\$ 664,947	\$ 424,437	\$ 240,510	57%

*System Solutions*

System Solutions net revenues increased \$74.0 million, or 56%, to \$206.0 million for the three months ended July 31, 2007 from \$132.0 million for the three months ended July 31, 2006. System Solutions net revenues comprised 89% of total net revenues both for the three months ended July 31, 2007 and the three months ended July 31, 2006.

International System Solutions net revenues for the three months ended July 31, 2007 increased \$55.5 million, or 93%, to \$115.1 million. The increase was largely attributable to growth across emerging economies, in particular the countries of Brazil and Turkey, and to a lesser extent, Western Europe. Factors driving the emerging economies increase were the addition of the Nurit, Secura, and Xplorer product lines, acquired in the Lipman acquisition, and the continued desire of these countries to modernize their infrastructure and improve collection of VAT. In Western Europe, acquisition-related sales in the UK, Spain, and Italy were the primary reason for growth. We expect that the proportion of International System Solutions net revenues, relative to North America System Solutions net revenues, will increase at a higher growth rate for at least the next year. In addition, we may experience periodic variations in sales to our International markets.

North America System Solutions net revenues for the three months ended July 31, 2007 increased \$18.5 million, or 26%, to \$91.0 million. This increase was primarily attributable to an increase in demand for wireless products due to

our customers' interest in differentiating the service they provide to merchants, multi-lane retail solutions which enable PCI security compliance, and higher sales in Canada, where customers are preparing for a transition to EMV and Interac Chip acceptance. Partially offsetting this increase was a decline in sales for a legacy check processing solution.

System Solutions net revenues increased \$207.6 million, or 55%, to \$586.4 million for the nine months ended July 31, 2007 from \$378.8 million for the nine months ended July 31, 2006. System Solutions net revenues comprised 88% of total net revenues for the nine months ended July 31, 2007 as compared to 89% for the nine months ended July 31, 2006.

International System Solutions net revenues for the nine months ended July 31, 2007 increased \$161.9 million, or 92%, to \$337.2 million. The increase was largely attributable to growth across emerging economies, in particular

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Brazil, Turkey, countries of Eastern Europe, China, and to a lesser extent, Western Europe. Factors driving the emerging economies increase were the addition of the Nurit, Secura, and Xplorer product lines, acquired in the Lipman acquisition, and continued desire of these countries to modernize their infrastructure and improve collection of VAT. In Western Europe, acquisition related sales in the UK, Spain, and Italy were the primary reason for growth.

North America System Solutions net revenues for the nine months ended July 31, 2007 increased \$46.3 million, or 23%, to \$249.8 million. This increase was primarily attributable to an increase in demand for wireless products due to our customers' interest in differentiating the service they provide to merchants, and higher sales in Canada, where customers are preparing for a transition to EMV and Interac Chip acceptance, and growth of multi-lane retail solutions which enable PCI security compliance and enhanced customer interaction through full motion video. Partially offsetting this increase was a decline in sales for a legacy check processing solution.

*Services*

Services net revenues increased \$10.1 million, or 64%, to \$25.7 million for the three months ended July 31, 2007 from \$15.7 million for the three months ended July 31, 2006. This growth occurred mainly in International Services due to higher growth in maintenance and deployment revenues in Europe and Brazil associated with the acquisition of Lipman. North America revenues were essentially unchanged from the prior year.

Services net revenues increased \$32.9 million, or 72%, to \$78.5 million for the nine months ended July 31, 2007 compared to the nine months ended July 31, 2006. This growth occurred entirely in International, while North America had a slight decline. International growth was due to higher growth in maintenance revenues and deployment revenues in Europe and Brazil associated with the acquisition of Lipman. The North America decline was due to fewer installations for quick service restaurant customers.

*Gross Profit*

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

	<b>Three Months Ended July 31,</b>				<b>Nine Months Ended July 31,</b>				
	<b>Amount</b>		<b>Gross Profit Percentage</b>		<b>Amount</b>		<b>Gross Profit Percentage</b>		
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>	
	<b>(Restated)</b>				<b>(Restated)</b>				
Systems Solutions	\$ 73,704	\$ 59,256	35.8%	44.9%	\$ 194,897	\$ 167,197	33.2%	44.1%	
Services	11,892	7,205	46.2%	46.0%	36,968	22,265	47.1%	48.8%	
Total	\$ 85,596	\$ 66,461	36.9%	45.0%	\$ 231,865	\$ 189,462	34.9%	44.6%	

Gross profit on System Solutions increased \$14.4 million, or 24%, to \$73.7 million for the three months ended July 31, 2007 from \$59.3 million for the three months ended July 31, 2006. Gross profit on System Solutions represented 35.8% of System Solutions net revenues for the three months ended July 31, 2007 down from 44.9% for the three months ended July 31, 2006.

North America gross profit percentage declined primarily due to the lower proportion of Petroleum system solution sales, which carry higher than average gross margins and the growth in retail system solutions, which carry lower than

average gross margins. Wireless solutions, which increased year over year and carry above average gross margins, partially offset these declines.

International gross profit percentage declined due to increased price competition in Turkey, unfavorable product mix in Brazil, and the delivery of a large, low margin custom payment solution in Western Europe. In addition, with our acquisition of Lipman, international sales, which typically carry lower gross margins relative to domestic gross margins, increased with a resulting adverse impact on gross margins. Partially offsetting these declines was an increase in wireless solutions, which carry higher gross margins than landline solutions.

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Corporate costs increased as a percentage of System Solutions net revenues in part due to the amortization of purchased core and developed technology assets as a result of the Lipman acquisition. Corporate costs increased to 7.8% of Systems Solutions net revenues for the three months ended July 31, 2007 compared to 2.7% for the three months ended July 31, 2006. These Corporate costs were also impacted by inventory write-downs and scrap, partially offset by reduced air freight as a percentage of sales. Corporate costs are comprised of non-cash acquisition charges, including amortization of purchased core and developed technology assets, step-up of inventory and step-down in deferred revenue, and other Corporate charges, including inventory obsolescence and scrap at corporate distribution centers, rework, 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.

Gross profit on System Solutions, including amortization of purchased core and developed technology assets, increased \$27.7 million, or 16.6%, to \$194.9 million for the nine months ended July 31, 2007 from \$167.2 million for the nine months ended July 31, 2006. Gross profit on System Solutions represented 33.2% of System Solutions net revenues for the nine months ended July 31, 2007 down from 44.1% for the nine months ended July 31, 2006. Gross profit percentage also declined due to the higher proportion of international net revenues, which typically carry a lower margin than North American net revenues. This decline was partially offset by higher sales of wireless solutions, which typically carry a higher margin than landline solutions.

North America gross profit percentage declined primarily due to the lower proportion of Petroleum system solution sales, which carry higher than average gross margins, and the growth in Retail system solutions and single application solutions sales, which carry lower than average margins.

International gross profit percentage declined primarily due to increased price competition in Turkey, unfavorable product mix in Brazil and the inclusion of low margin Secura and Xplorer product lines, which carry lower than average gross margins relative to other International System Solutions.

Corporate costs increased as a percentage of System Solutions revenues primarily due to amortization of purchased core and developed technology assets and step-up of inventory fair value. These Corporate costs increased to 10.5% of Systems Solutions net revenues in the nine months ended July 31, 2007 compared to 3.2% in the nine months ended July 31, 2006, as a result of the Lipman acquisition. Partially offsetting this increase were lower air freight costs as a percentage of Systems Solutions net revenues and the fact that setup costs for the Singapore International headquarters established in 2006 did not recur in 2007.

Gross profit on Services increased \$4.7 million, or 65%, to \$11.9 million for the three months ended July 31, 2007 from \$7.2 million for the three months ended July 31, 2006. Gross profit on Services represented 46.2% of Services net revenues for the three months ended July 31, 2007 as compared to 46.0% for the three months ended July 31, 2006.

Gross profit on Services increased \$14.7 million, or 66%, to \$37.0 million for the nine months ended July 31, 2007 from \$22.3 million for the nine months ended July 31, 2006. Gross profit represented 47.1% of Services net revenues for the nine months ended July 31, 2007 as compared to 48.8% for the nine months ended July 31, 2006. The decline was due to the inclusion of service revenues related to the Lipman acquisition which earned a gross margin percent below our historical averages.

***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,			
	2007 (Restated)	2006	Change in Dollars	Change in Percent	2007 (Restated)	2006	Change in Dollars	Change in Percent
Research and development	\$ 15,365	\$ 11,726	\$ 3,639	31%	\$ 48,272	\$ 35,354	\$ 12,918	37%
<i>Percentage of net revenues</i>	6.6%	7.9%			7.3%	8.3%		



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R&D expenses increased \$3.6 million to \$15.4 million for the three months ended July 31, 2007 from \$11.7 million for the three months ended July 31, 2006. The increased expenses were primarily due to \$3.1 million of expenses incurred at Lipman entities, \$1.1 million of stock-based compensation, and \$0.7 million of expenses incurred at PayWare entities, all partially offset by \$1.0 million of higher software costs required to be capitalized under SFAS No. 86 for the three months ended July 31, 2007 as compared to the three months ended July 31, 2006, due to an increase in the number of projects which have software spending.

R&D expenses increased \$12.9 million to \$48.3 million for the nine months ended July 31, 2007 compared to the nine months ended July 31, 2006. R&D expenses increased primarily due to \$9.8 million of expenses incurred at Lipman entities, \$3.6 million of stock-based compensation, and \$2.3 million of expenses incurred at PayWare entities, partially offset by \$2.8 million of higher software costs required to be capitalized under SFAS No. 86, due to an increase in the number of projects which have software spending.

**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,			
	2007 (Restated)	2006	Change in Dollars	Change in Percent	2007 (Restated)	2006	Change in Dollars	Change in Percent
Sales and marketing	\$ 23,686	\$ 14,181	\$ 9,505	67%	\$ 69,549	\$ 42,786	\$ 26,763	63%
<i>Percentage of net revenues</i>	<i>10.2%</i>	<i>9.6%</i>			<i>10.5%</i>	<i>10.1%</i>		

Sales and marketing expenses increased \$9.5 million to \$23.7 million for the three months ended July 31, 2007 from \$14.2 million for the three months ended July 31, 2006. The higher expenses, due primarily to the acquisitions of Lipman and PayWare, included \$3.3 million of increased personnel costs, \$1.7 million of increased outside services, \$1.4 million of increased stock-based compensation, \$0.8 million of increased marketing communication expenses, and \$0.8 million in increased travel expenses.

Sales and marketing expenses increased \$26.8 million to \$69.5 million for the nine months ended July 31, 2007 compared to the nine months ended July 31, 2006. The higher expenses, due primarily to the acquisitions of Lipman and PayWare, included \$10.7 million of increased personnel costs, \$4.4 million of increased outside services, \$4.2 million of increased stock-based compensation, \$2.0 million of increased marketing communication expenses, and \$1.7 million in increased travel expenses.

**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,			
	2007	2006	Change	Change	2007	2006	Change	Change

	<b>(Restated)</b>		<b>in Dollars</b>	<b>in Percent</b>	<b>(Restated)</b>		<b>in Dollars</b>	<b>in Percent</b>
General and administrative	\$ 19,364	\$ 10,936	\$ 8,428	77%	\$ 62,306	\$ 30,627	\$ 31,679	103%
<i>Percentage of net revenues</i>	8.4%	7.4%			9.4%	7.2%		

General and administrative expenses increased \$8.4 million to \$19.4 million for the three months ended July 31, 2007 from \$10.9 million for the three months ended July 31, 2006. The higher expenses were primarily due to the acquisition of Lipman and PayWare and included \$2.3 million of expenses for the preparation of the response to the U.S. Department of Justice investigation of the Lipman acquisition, the establishment of business controls in former Lipman entities, and a Lipman distributor agreement restructuring charge. In addition, we incurred \$1.9 million of increased personnel expense, \$1.3 million of increased stock-based compensation expenses, \$1.1 million of increased bad debt, \$0.8 million of increased outside contract services and \$0.6 million of increased legal expenses.

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General and administrative expenses in the nine months ended July 31, 2007 increased \$31.7 million to \$62.3 million compared to the nine months ended July 31, 2006. The higher expenses were primarily due to the acquisition of Lipman and PayWare and included \$9.7 million of integration expenses relating to the acquisition of Lipman and restructuring charges in VeriFone entities, \$8.5 million of increased stock-based compensation expenses, \$6.6 million of increased personnel costs, \$1.5 million of increased bad debt expense, \$1.5 million of increased outside contract services, \$1.1 million of increased legal expenses, and \$0.7 million of increased insurance expenses.

### ***Amortization of Purchased Intangible Assets***

Amortization of purchased intangible assets increased \$4.2 million to \$5.4 million for the three months ended July 31, 2007 compared with \$1.2 million for the three months ended July 31, 2006. For the nine months ended July 31, 2007 amortization of purchased intangible assets increased \$13.0 million to \$16.5 million from \$3.5 million for the nine months ended July 31, 2006. The increase for both periods was primarily due to additional purchased intangible assets relating to the acquisition of Lipman, which was completed on November 1, 2006.

### ***In-Process Research and Development (IPR&D)***

We recognized IPR&D expense of \$6.7 million during the nine months ended July 31, 2007 in connection with our Lipman acquisition. The products considered to be IPR&D were in our consumer-activated and countertop communication modules which have subsequently reached technological feasibility.

*Consumer-activated systems.* We had two projects involving consumer-activated systems in process. The first involved a new category of PIN pad devices with debit, credit, and smart card payment capabilities with interfaces to countertop systems and ECRs. The project was 75% complete at November 1, 2006. The estimated cost of completion at November 1, 2006 was \$0.3 million and the expected completion date was December 2006. The project was completed during the three months ended January 31, 2007 for approximately the expected cost.

The second project was a new product family of consumer-activated payment systems for multi-lane retailers. New features include a faster processor, more memory, modular design, a signature capture option, Ethernet/USB option, and smart card option. The project was in the pilot stage. The estimated cost of completion at November 1, 2006 was less than \$0.1 million. The project was completed at approximately for the estimated cost during the three months ended January 31, 2007.

*Countertop communication modules.* This project was developing new modem, Ethernet, and ISDN communication modules for countertop system solutions, consisting of customer firmware and circuit board design intended to achieve desired functions, operating system drivers, library, and application modifications. The project was 50% complete at November 1, 2006. The estimated cost of completion at the acquisition date was \$0.2 million and the expected completion date was December 2006. The project was completed during the three months ended January 31, 2007 for approximately the expected cost.

We prepared cash flow forecasts for the acquired projects and those forecasts were used to develop a discounted cash flow model. The discount rate assigned to in-process technologies was 19% with consideration given to the risk associated with these in-process projects.

### ***Interest Expense***

Interest expense of \$9.5 million for the three months ended July 31, 2007 increased from \$3.4 million for the three months ended July 31, 2006. For the nine months ended July 31, 2007, interest expense increased \$18.8 million to \$28.7 million from \$9.9 million for the nine months ended July 31, 2006. The increase in both periods was primarily

attributable to the increase of our Term B Loan due to the completion of our acquisition of Lipman partially offset by the lower average interest rates paid following issuance of our convertible debt. For the three and nine months ended July 31, 2007, we have accrued interest expense of approximately 1.8 million and 2.1 million Brazilian reais, respectively (approximately \$0.9 million and \$1.0 million, respectively) based on our current understanding of various assessments imposed on our Brazilian subsidiary.

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In July 2007, the Financial Accounting Standards Board ( FASB ) approved the preparation of a FASB Staff Position on the accounting for convertible debt instruments with terms similar to our recently issued 1.375% Senior Convertible Notes. We understand that the proposed FSP would require bifurcation of the conversion option from the debt instrument, classification of the conversion option in equity, and then accretion of the resulting discount on the debt to result in additional interest expense being reported in the income statement. We understand that the FASB plans to issue the proposed FSP shortly and the final FSP at the end of 2007. Although the proposed FSP has not been issued and we cannot predict the outcome of the final FSP, we believe that if the FASB determines that we should account for our convertible debt in the manner described above, the accounting for our senior convertible notes would be affected and the impact to our financial position and results of operations could be material.

***Interest Income***

Interest income of \$2.2 million for the three months ended July 31, 2007 increased from \$0.9 million for the three months ended July 31, 2006. For the nine months ended July 31, 2007, interest income increased \$2.2 million to \$4.8 million from \$2.6 million for the nine months ended July 31, 2006. The increase in both the three months and nine months ended July 31, 2007 was attributable to higher cash balances in the fiscal 2007 periods relative to the fiscal 2006 periods.

***Other Income (Expense), net***

Other income (expense), net for the three months ended July 31, 2007 was expense of \$4.2 million resulting primarily from the write-off of debt issuance costs of \$4.8 million related to the accelerated pay-down of the Term B loan facility partially offset by income of \$299,000 resulting from the net effects of currency conversion transactions, currency translation, and settlements of currency derivative transactions. For the nine months ended July 31, 2007, other expense, net was \$4.4 million resulting primarily from the write-off of debt issuance costs of \$4.8 million related to the accelerated pay-down of the Term B loan facility. This was partially offset by currency transaction gains less foreign currency contract losses of \$177,000. Other expense, net for the three months ended July 31, 2006 of \$195,000 resulted primarily from \$354,000 associated with foreign currency contract losses. This was partially offset by foreign currency transaction gains of \$137,000. For the nine months ended July 31, 2006, other income, net was \$71,000 resulting primarily from \$309,000 associated with foreign currency transaction gains and a \$288,000 refund associated with an Indian customs appeal resolution. This was partially offset by foreign currency contract losses of \$543,000.

***Provision for (Benefit from) Income Taxes***

We expect to provide for taxes in the fiscal year October 31, 2007 notwithstanding an expected loss on our consolidated statement of operations for the full fiscal year. This is because, in significant part, we had net profits in our international operations and a loss in the United States. The tax benefit of the U.S. financial reporting loss is also offset by an expected increase in the valuation allowance on U.S. deferred tax assets. The effect of these circumstances is to create a tax rate in both the three and nine months ended July 31, 2007 that is unusually high. The application of the intraperiod tax accounting rules of FIN 18 coupled with the accounting for discrete items related to the write-off of debt costs and losses at certain entities results in a computed charge for tax provision of \$52.8 million and \$53.2 million in the three and nine months ended July 31, 2007, respectively. For the three and nine months ended July 31, 2006, the tax provision was \$9.0 million and \$24.3 million, respectively. We expect to report a substantially lower tax provision for fiscal year 2007 estimated at approximately \$24.7 million.

As of July 31, 2007, we have recorded deferred tax assets, net of valuation allowance on our consolidated balance sheet, the realization of which is dependent on our generating sufficient U.S. and certain foreign taxable income. Although realization is not assured, Management believes that it is more likely than not that these deferred tax assets

will be realized. The amount of deferred tax assets considered realizable may increase or decrease in subsequent quarters when we reevaluate the underlying basis for our estimates of future domestic and certain foreign taxable income.

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We are currently under audit by the Internal Revenue Service ( IRS ) for our fiscal years 2002 to 2004. Although we believe 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.

**Segment Information**

We are primarily structured in a geographic manner. Our Chief Executive Officer has been identified as the Chief Operating Decision Maker ( CODM ) as defined by SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information*. The CODM reviews consolidated financial information on revenues and gross profit percentage for System Solutions and Services. The CODM also reviews operating expenses, certain of which are allocated to our two segments described below.

We operate in two business segments: North America and International. We define North America as the United States and Canada, and International as the countries in which we make sales outside the United States and Canada.

Net revenues and operating income of each business segment reflect net revenues generated within the segment, standard cost of System Solutions net revenues, actual cost of Services net revenues and expenses that directly benefit only that segment. Corporate net revenues and operating income (loss) reflect non-cash acquisition charges, including amortization of purchased core and developed technology assets, step-up of inventory and step-down in deferred revenue, 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.

The following table sets forth net revenues and operating income for our segments (in thousands):

	Three Months Ended July 31,				Nine Months Ended July 31,			
	2007 (restated)	2006	Change In Dollars	Change In Percent	2007 (restated)	2006	Change In Dollars	Change In Percent
Net revenues								
International	\$ 128,391	\$ 62,289	\$ 66,102	106%	\$ 379,136	\$ 181,791	\$ 197,345	109%
North America	103,961	85,404	18,557	22%	288,899	243,045	45,854	19%
Corporate	(651)	(76)	(575)	757%	(3,088)	(399)	(2,689)	674%
Total net revenues	\$ 231,701	\$ 147,617	\$ 84,084	57%	\$ 664,947	\$ 424,437	\$ 240,510	57%
Operating income:								
International	\$ 28,789	\$ 16,819	\$ 11,970	71%	\$ 90,615	\$ 45,052	\$ 45,563	101%
North America	43,148	32,763	10,385	32%	113,974	94,268	19,706	21%
Corporate	(50,172)	(21,123)	(29,049)	138%	(175,957)	(62,102)	(113,855)	183%
Total operating income	\$ 21,765	\$ 28,459	\$ (6,694)	(24)%	\$ 28,632	\$ 77,218	\$ (48,586)	(63)%

Net revenues growth in International for the three months ended July 31, 2007 as compared to the three months ended July 31, 2006 was primarily driven by an increase of approximately \$55.5 million in System Solutions and \$10.6 million in Services net revenues. Net revenues growth in International for the nine months ended July 31, 2007 as compared to the nine months ended July 31, 2006 was primarily driven by an increase of approximately \$161.9 million in System Solutions and \$35.5 million in Services net revenues. See Results of Operations Net Revenues for additional commentary.

Net revenues growth in North America for the three months ended July 31, 2007 as compared to the three months ended July 31, 2006 was primarily driven by an increase of approximately \$18.5 million in System Solutions. Net revenues growth in North America for the nine months ended July 31, 2007 as compared to the nine months ended July 31, 2006 was primarily driven by an increase of approximately \$46.3 million in System Solutions. See Results of Operations Net Revenues for additional commentary.



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The increase in International operating income for the three months ended July 31, 2007 compared to the three months ended July 31, 2006 was due to increased net revenues and gross profit as a result of both the acquisition of Lipman and organic growth, partially offset by a declining gross profit percentage and higher operating expenses. See Results of Operations Gross Profit for additional commentary.

The increase in operating income for North America for the three months ended July 31, 2007 as compared to the three months ended July 31, 2006 was due to higher revenues and gross profit partially offset by declining gross profit percentage. See Results of Operations Gross Profit for additional commentary. In addition, North America research and development expenses for the three months ended July 31, 2006 included \$2.1 million for projects which have since been broadened in scope and will benefit customers outside the North America segment. As a result, the expenses for these projects for the three months ended July 31, 2007 are charged to Corporate.

The increase in International operating income for the nine months ended July 31, 2007 compared to the nine months ended July 31, 2006 was mainly due to increased net revenues and gross profit as a result of both the acquisition of Lipman and organic growth, partially offset by a declining gross profit percentage. See Results of Operations Gross Profit for additional commentary.

The increase in operating income for North America for the nine months ended July 31, 2007 as compared to the nine months ended July 31, 2006 was mainly due to higher revenues and gross profit partially offset by a declining gross profit percentage. See Results of Operations Gross Profit for additional commentary. In addition, North America research and development expenses for the nine months ended July 31, 2006 included \$6.3 million for projects which have since been broadened in scope and will benefit customers outside the North America segment. As a result, the expenses for these projects for the nine months ended July 31, 2007 are charged to Corporate.

The decrease in Corporate operating income for the three months ended July 31, 2007 was primarily due to higher non-cash acquisition related charges including increases of \$8.2 million of amortization of purchased core and developed technology assets, \$4.3 million of amortization of purchased intangible assets and \$0.6 million of amortization of step-down in deferred revenue on acquisition. In addition, stock-based compensation increased by \$4.2 million. Furthermore, Corporate costs, comprised of non-cash acquisition charges, including amortization of purchased core and technology assets, step-up of inventory and step-down in deferred revenue, and other Corporate charges, including inventory obsolescence and scrap at corporate distribution centers, rework, non-standard freight, over-and-under absorption of materials management, and supply chain engineering overhead, in addition to non-cash acquisition-related charges, increased due to inventory write-downs of non-PCI compliant finished goods, partially offset by reduced air freight. Approximately \$2.1 million of engineering expenses were incurred as projects which previously benefited North America in the three months ended July 31, 2006 were broadened in scope, managed by the Corporate engineering function and charged to Corporate in the three months ended July 31, 2007. Furthermore, Corporate operating expenses increased \$9.2 million primarily due to the acquisitions of Lipman and PayWare and the related integration expenses.

The decrease in Corporate operating income for the nine months ended July 31, 2007 was primarily due to higher non-cash acquisition related charges including increases of \$24.4 million of amortization of purchased core technology, \$14.0 million of amortization of step-up in inventory on acquisition, \$13.0 million of amortization of purchased core and developed technology assets, \$6.7 million of in-process research and development charges, and \$2.7 million of amortization of step-down in deferred revenue on acquisition. In addition, stock-based compensation increased by \$18.2 million. Furthermore, Corporate supply chain costs increased due to inventory write-downs and scrap, partially offset by reduced air freight and the non-recurrence of 2006 setup charges relating to the Singapore International headquarters. Approximately \$6.3 million of engineering expenses for projects which previously benefited North America in the nine months ended July 31, 2006 were broadened in scope, managed by the Corporate engineering function and charged to Corporate in the nine months ended July 31, 2007. Furthermore, Corporate

operating expenses increased \$30.0 million primarily due to the acquisitions of Lipman and PayWare and the related integration expenses.

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***Liquidity and Capital Resources***

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, 2007, our primary sources of liquidity were cash and cash equivalents of \$212.9 million and our \$40 million unused revolving credit facility.

Cash flow from operations before changes in working capital amounted to \$33.0 million. Net loss was \$52.9 million. This included charges of \$85.9 million consisting primarily of acquisition-related charges of \$51.6 million; stock-based compensation expense of \$22.0 million; depreciation and amortization related to property, plant, and equipment, capitalized software, and debt issuance costs totaling \$7.7 million; and the non-cash portion of the loss on debt extinguishment totaling \$4.8 million.

Cash flow from operations due to changes in working capital netted to \$51.8 million. The main drivers are as follows:

A reduction in inventories of \$48.0 million following the restatement;

An increase in accounts receivable of \$28.0 million due to higher sales;

Increases in prepaid expenses and other current assets of \$5.9 million and in other assets of \$3.7 million;

A decrease in accrued expenses and other liabilities of \$15.4 million;

A decrease in accrued compensation of \$5.1 million;

An increase in accounts payable of \$19.5 million;

An increase in deferred revenue of \$10.3 million due to an increase in deferred service such as customer support and installations; and

Increases in deferred tax liabilities of \$9.4 million and income taxes payable of \$39.5 million partially offset by an increase in deferred tax assets of \$7.2 million and the reclassification of tax benefits from stock-based compensation of \$6.9 million.

Investing activities used cash of \$293.1 million. The acquisition of Lipman used cash of \$263.9 million, net of cash and cash equivalents acquired. We also acquired a majority interest in VTS for cash of \$4.0 million, net of cash and cash equivalents acquired. Purchases of property, plant, and equipment totaled \$20.4 million, including an increase in construction in progress of \$13.8 million primarily related to our migrating to a new enterprise resource planning information system, which will replace our existing system. In addition, the capitalization of software development costs were \$4.5 million.

Financing activities provided cash of \$334.1 million. In November 2006, we drew \$305.3 million, net of costs, on our Term B loan to fund our acquisition of Lipman. In June 2007, we issued 1.375% Senior Convertible Notes (the Senior Notes ) for net proceeds of \$307.9 million. We used \$260.0 million of the proceeds from the Senior Notes to pay down our Term B loan in addition to other payments totaling \$2.6 million against our Term B loan and other debt. In other transactions related to the Senior Notes, we used \$80.2 million to purchase a hedge on the Senior Notes and received \$31.2 million from the sale of warrants. We received additional proceeds of \$24.5 million from the exercise of stock options and \$6.9 million from the tax benefit derived from stock-based compensation.

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.

**Table of Contents****Contractual Obligations**

The following table summarizes our contractual obligations as of July 31, 2007 (in thousands):

	<b>Total</b>	<b>Less Than 1 Year</b>	<b>1-3 Years</b>	<b>3-5 Years</b>	<b>More Than 5 Years</b>
Term B loan (including interest)	\$ 337,677	\$ 22,002	\$ 42,830	\$ 41,430	\$ 231,415
Senior convertible notes	337,763	3,865	8,818	325,080	
Capital lease obligation	78	10	68		
Operating leases	47,024	2,642	16,566	11,982	15,834
Minimum purchase obligations	42,514	42,514			
	\$ 765,056	\$ 71,033	\$ 68,282	\$ 378,492	\$ 247,249

**Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA), as adjusted**

We define earnings before interest, taxes, depreciation, and amortization, or EBITDA, as adjusted, as the sum of (1) net income (loss) (excluding extraordinary items of gain or loss and any gain or loss from discontinued operations), (2) interest expense, (3) income taxes, (4) depreciation, amortization, goodwill impairment, and other non-recurring charges, (5) non-cash charges, including non-cash stock-based compensation expense and purchase accounting items, and (6) acquisition related charges and restructuring costs. EBITDA, as adjusted, is a primary component of the financial covenants to which we are subject under our Credit Facility. If we fail to maintain required levels of EBITDA, as adjusted, we could have a default under our Credit Facility, potentially resulting in an acceleration of all of our outstanding indebtedness. Management uses EBITDA, as adjusted, only in addition to and in conjunction with results presented in accordance with generally accepted accounting principles ( GAAP ). Management believes that the use of this non-GAAP financial measure, in conjunction with results presented in accordance with GAAP, helps it to evaluate our performance and to compare our current results with those for prior periods as well as with the results of other companies in our industry. Our competitors may, due to differences in capital structure and investment history, have interest, tax, depreciation, amortization, and other non-cash expenses that differ significantly from ours. Management also uses this non-GAAP financial measure in our budget and planning process. Management believes that the presentation of this non-GAAP financial measure may be useful to investors for many of the same reasons that management finds these measures useful.

Our EBITDA, as adjusted, contains limitations and should be considered as a supplement to, and not as a substitute for, or superior to, disclosures made in accordance with GAAP. EBITDA, as adjusted, may be different from EBITDA or EBITDA, as adjusted, calculated by other companies and is not based on any comprehensive set of accounting rules or principles. In addition, EBITDA, as adjusted, does not reflect all amounts and costs, such as employee stock-based compensation costs, periodic costs of assets used to generate net revenues and costs to replace those assets, cash expenditures or future requirements for capital expenditures or contractual commitments, cash requirements for working capital needs, interest expense or the cash requirements necessary to service interest or principal payments on our debt, income taxes and the related cash requirements, restructuring and impairment charges and losses from discontinued operations, associated with our results of operations as determined in accordance with GAAP. Furthermore, we expect to continue to incur expenses similar to those amounts excluded from EBITDA, as adjusted. Management compensates for these limitations by also relying on the comparable GAAP financial measure.

As noted above, management excludes the following items from EBITDA, as adjusted:

*Provision for (benefit from) income taxes.* While income taxes are directly related to the amount of pre-tax income, they are also impacted by tax laws and the company's tax structure. As the tax laws and our tax structure are not under the control of our operational managers, management believes that the provision for (benefit from) income taxes should be excluded when evaluating our operational performance.

*Interest expense and interest income.* While working capital supports the business, management does not believe that related interest expense or interest income is directly attributable to the operating performance of our business.

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*Depreciation of property, plant and equipment.* Management excludes depreciation because while tangible assets support the business, management does not believe the related depreciation costs are directly attributable to the operating performance of our business. In addition, depreciation may not be indicative of current or future capital expenditures.

*Amortization of capitalized software.* Management excludes amortization of capitalized software because while capitalized software supports the business, management does not believe the related amortization costs are directly attributable to the operating performance of our business. In addition, amortization of capitalized software may not be indicative of current or future expenditures to develop software.

*Amortization of certain acquisition related items.* We incur amortization of purchased core and developed technology assets, amortization of purchased intangible assets, amortization of step-down in deferred revenue on acquisition, and amortization of step-up in inventory on acquisition in connection with acquisitions. Management excludes these items because it does not believe these expenses are reflective of ongoing operating results in the period incurred. These amounts arise from prior acquisitions and management does not believe that they have a direct correlation to the operation of our business.

*In-process research and development.* We incur IPR&D expenses when technological feasibility for acquired technology has not been established at the date of acquisition and no future alternative use for such technology exists. These amounts arise from prior acquisitions and management does not believe they have a direct correlation to the operation of VeriFone's business.

*Stock-based compensation.* These expenses consist primarily of expenses for employee stock options and restricted stock units under SFAS No. 123(R). Management excludes stock-based compensation expenses from non-GAAP financial measures primarily because they are non-cash expenses which management believes are not reflective of ongoing operating results.

*Acquisition related charges and restructuring costs.* This represents charges incurred for consulting services and other professional fees associated with acquisition related activities. These expenses also include charges related to restructuring activities, including costs associated with severance, benefits, and excess facilities. As management does not believe that these charges directly relate to the operation of our business, management believes they should be excluded when evaluating our operating performance.

*Non-cash portion of loss on debt extinguishment.* This represents the non-cash portion of loss incurred on the extinguishment of our credit facility. While this credit facility supported our business, management does not believe the related loss on extinguishment is a cost directly attributable to the operating performance of our business.

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A reconciliation of net income (loss), the most directly comparable U.S. GAAP measure, to EBITDA, as adjusted, for the three and nine months ended July 31, 2007 and 2006 is as follows (in thousands):

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2007 (Restated)	2006	2007 (Restated)	2006
U.S. GAAP net income (loss)	\$ (42,386)	\$ 16,755	\$ (52,883)	\$ 45,585
Provision for income taxes	52,753	9,009	53,116	24,342
Interest expense	9,468	3,438	28,731	9,914
Interest income	(2,226)	(938)	(4,751)	(2,552)
Depreciation and amortization of property, plant, and equipment	2,049	881	5,814	2,532
Amortization of capitalized software	230	294	800	892
Amortization of purchased intangible assets	14,694	2,230	44,930	7,560
Amortization of step-down in deferred revenue on acquisition	652	76	3,088	399
Amortization of step-up in inventory on acquisition			13,961	
In-process research and development			6,650	
Stock-based compensation	5,859	1,686	21,954	3,798
Acquisition related charges and restructuring costs	2,297		9,714	
Extinguishment of debt issuance costs	4,764		4,764	
EBITDA as adjusted	\$ 48,154	\$ 33,431	\$ 135,888	\$ 92,470

**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 interest rate cap agreements and forward foreign currency exchange agreements described under Quantitative and Qualitative Disclosures about Market Risk. See Item 3.

**Recent Accounting Pronouncements**

In June 2006, FASB issued FASB Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109 which clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position. FIN 48 indicates that an enterprise shall initially recognize the financial statement effects of a tax position when it is more likely than not of being sustained on examination, based on the technical merits of the position. In addition, FIN 48 indicates that the measurement of a tax position that meets the more likely than not threshold shall consider the amounts and probabilities of the outcomes that could be realized upon ultimate settlement. This interpretation is effective for fiscal years beginning after December 15, 2006 and interim periods within those years. We are in the process of evaluating the impact of adopting FIN 48 on our consolidated results of operations, financial position, or cash flows.



In September 2006, the SEC issued Staff Accounting Bulletin No. 108 ( SAB 108 ), *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*. SAB 108 provides guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of determining whether the current year s financial statements are materially misstated. SAB 108 is effective for fiscal years ending after November 15, 2006. The implementation of SAB 108 did not have a material impact on our consolidated results of operations, financial position, or cash flows.

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In September 2006, FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements but rather eliminates inconsistencies in guidance found in various prior accounting pronouncements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The implementation of SFAS No. 157 is not expected to have a material impact on our consolidated results of operations, financial position, or cash flows.

In February 2007, FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 permits entities to choose to measure financial assets and liabilities at fair value. The objective of the guidance is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years, provided the provisions of SFAS No. 157 are applied. We are evaluating SFAS No. 159 and have not yet determined the impact of the adoption, if any, it will have on our consolidated financial statements.

## **Critical Accounting Policies**

The discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, and related disclosure of assets and liabilities. On an on-going basis, we evaluate our critical accounting policies and estimates, including those related to revenue recognition, bad debts, income taxes, and intangible assets. 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. For further information on our critical accounting policies, see the discussion of critical accounting policies in our Annual Report on Form 10-K for the fiscal year ended October 31, 2006, which was filed with the SEC on December 18, 2006.

## **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 debt outstanding under our Credit Facility, which bears interest based upon the three-month LIBOR rate. We have reduced our exposure to interest rate fluctuations through the purchase of interest rate caps covering a portion of our variable rate debt. In 2006, we purchased two-year interest rate caps for \$118,000 with an initial notional amount of \$200 million declining to \$150 million after one year with an effective date of November 1, 2006 under which we will receive interest payments if the three-month LIBOR rate exceeds 6.5%. Based on effective interest rates at July 31, 2007, a 50 basis point increase in interest rates on our borrowings subject to variable interest rate fluctuations would increase our interest expense by approximately \$1.2 million annually.

**Foreign Currency Risk**

A majority of our business consists of sales made to customers outside the United States. A substantial portion of the net revenues we receive from such sales is denominated in currencies other than the U.S. dollar. Additionally, portions of our costs of net revenues and our other operating expenses are incurred by our International operations

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and denominated in local currencies. While fluctuations in the value of these net revenues, costs and expenses as measured in U.S. dollars have not materially affected our results of operations historically, we cannot assure you that adverse currency exchange rate fluctuations will not have a material impact in the future. In addition, our balance sheet reflects non-U.S. dollar denominated assets and liabilities which can be adversely affected by fluctuations in currency exchange rates. In certain periods, we have not hedged our exposure to these fluctuations.

We have entered into foreign currency forward contracts and other arrangements intended to hedge our exposure to adverse fluctuations in exchange rates. As of July 31, 2007, we had no foreign currency forward contracts outstanding. On August 1, 2007, we entered into foreign currency forward contracts with aggregate notional amounts of \$33.2 million to hedge exposures to non-functional currencies. If we chose not to enter into foreign currency forward contracts to hedge against these exposures and if the hedge currencies were to devalue 5% to 10% against the U.S. dollar, results of operations would include a foreign exchange loss of approximately \$1.7 million to \$3.2 million.

Hedging arrangements of this sort may not always be effective to protect our results of operations against currency exchange rate fluctuations, particularly in the event of imprecise forecasts of non-U.S. denominated assets and liabilities. Accordingly, if there is an adverse movement in exchange rates, we might suffer significant losses.

## **Equity Price Risk**

In June 2007, we sold \$316.2 million aggregate principal amount of 1.375% Senior Convertible Notes due 2012 (the Notes ). Holders may convert their Notes prior to maturity upon the occurrence of certain circumstances. Upon conversion, we would pay the holder the cash value of the applicable number of shares of VeriFone common stock, up to the principal amount of the Notes. Amounts in excess of the principal amount, if any may be paid in cash or in stock at our option. Concurrent with the issuance of the Notes, we entered into note hedge transactions and separately, warrant transactions, to reduce the potential dilution from the conversion of the Notes and to mitigate any negative effect such conversion may have on the price 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 ( CEO ) and Chief Financial Officer ( CFO ), as appropriate, to allow timely decisions regarding required disclosure.

Our management is responsible for establishing and maintaining our disclosure controls and procedures. Our CEO and CFO participated with our management in evaluating the effectiveness of our disclosure controls and procedures as of July 31, 2007.

At the time that our Quarterly Report on Form 10-Q for the three months ended July 31, 2007 was filed on September 7, 2007, our CEO and CFO concluded that our disclosure controls and procedures were effective as of July 31, 2007. Subsequent to that evaluation, our management, including our CEO and CFO, concluded that our disclosure controls and procedures were not effective at a reasonable level of assurance as of July 31, 2007 because of the material weaknesses in our internal control over financial reporting discussed below.

Notwithstanding the material weaknesses described below, we have performed additional analyses and other procedures to enable management to conclude that our consolidated financial statements as restated included in this amended 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/A.

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

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financial statements will not be prevented or detected on a timely basis. Management's assessment identified the following material weaknesses in our internal control over financial reporting as of July 31, 2007. As set forth below, management has taken or will take steps to remediate each of these material weaknesses.

A transaction-level material weakness in the design and operation of control activities relating to the preparation, review, approval, and entry of manual, non-standard, journal entries. This material weakness contributed to adjustments in several accounts and the restatement of the interim condensed consolidated financial statements for the quarterly periods during the fiscal year ended October 31, 2007. The accounts most affected in the restatement included inventories and cost of net revenues; however, this material weakness could impact all financial statement accounts.

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 following the November 1, 2006 acquisition of Lipman Electronic Engineering Ltd. This material weakness contributed to adjustments in several accounts and the restatement of the interim condensed consolidated financial statements for the quarterly periods during the fiscal year ended October 31, 2007. The accounts most affected in the restatement include inventories 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.

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 and the restatement of interim condensed consolidated financial statements for the quarterly periods during the fiscal year ended October 31, 2007. The accounts most affected in the restatement include inventories and cost of net revenues; however, this material weakness could impact all financial statement accounts.

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, particularly following the November 1, 2006 acquisition of Lipman Electronic Engineering Ltd. This material weakness impacted our ability to 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, 2007.

Management has determined that each of these control deficiencies constitutes a material weakness.

These control deficiencies gave rise to the required restatements of VeriFone's interim consolidated financial statements for the first three quarters of fiscal 2007. Additionally, notwithstanding VeriFone's remediation initiatives described below, these control deficiencies could result in additional misstatements in the aforementioned accounts that might result in a material misstatement to VeriFone's interim or annual consolidated financial statements that might not be prevented or detected.

## **Management's Remediation Initiatives**

Following the Audit Committee independent investigation, and in response to the material weaknesses discussed above, we plan to continue the efforts already underway to review and make necessary changes to improve our

internal control over financial reporting, including:

We have enhanced our manual journal entry policy, including a more stringent manual journal entry review and approval process that requires tiered approval levels in which escalating dollar amounts require additional approval by increasingly more senior personnel;

We migrated to a new worldwide, integrated, enterprise resource planning ( ERP ) system. The new ERP system is our principal computing platform and provides for a single unified chart of accounts worldwide.

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This system was activated for the majority of our worldwide operations in the first fiscal quarter of 2008 and by the end of the second fiscal quarter of 2008 over 90% of our consolidated net revenues and cost of net revenues were processed on this system;

We have added and expect to continue to add qualified accounting and finance personnel having sufficient knowledge and experience in general accepted accounting principles, cost accounting, tax, and management of financial systems;

We intend to enhance our review process over the monthly financial results by requiring additional documentation and analysis to be provided that will then be reviewed by appropriate key senior personnel from both finance and non-finance areas;

We expect to enhance the segregation of duties between the financial planning and the accounting and control functions; and

We intend to enhance our governance and compliance functions to improve control consciousness and prevention of errors in financial reporting, as well as to improve tone, communication, education, and training for employees involved in the financial reporting process, including the appointment of a chief legal and compliance officer.

**Changes in internal control over financial reporting**

No change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934) occurred during the three months ended July 31, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

In the ordinary course of our business, we are subject to periodic lawsuits, investigations and claims. Although we cannot predict with certainty the ultimate resolution of lawsuits, investigations and claims asserted against us, we do not believe that any currently pending legal proceeding to which we are a party is likely to have a material adverse effect on our business, results of operations, cash flows or financial condition.

One of our Brazilian subsidiaries has been notified of a tax assessment regarding Brazilian state value added tax, or VAT, for the periods from January 2000 to December 2001 that relates to products supplied to us by a contract manufacturer. The assessment relates to an asserted deficiency of 8.1 million Brazilian reais (approximately \$4.2 million) including interest and penalties. The tax assessment was based on a clerical error in which our Brazilian subsidiary omitted the required tax exemption number on its invoices. Management does not expect that we will ultimately incur a material liability in respect of this assessment, because they believe, based in part on advice of our Brazilian tax counsel, that we are likely to prevail in the proceedings relating to this assessment. On May 25, 2005, we had an administrative hearing with the Brazilian Tax Authority with respect to this audit. Management expects to receive the decision of the administrative judges sometime in 2008. In the event we receive an adverse ruling from the administrative body, we 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 our use of a corresponding exemption to reduce the Brazilian federal VAT.



Two of our 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 and the City of São Paulo and relate to asserted deficiencies totalling 24.9 million Brazilian reais (approximately \$12.5 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.

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In the Vitória tax assessment, the fines were reduced 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. We also appealed the first level administrative decision on February 26, 2007. In this appeal, we 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 our responsibility since all the transactions were performed by the third party importer of the goods.

Management expects to receive the decision of the Taxpayers Council sometime in 2008. In the event we receive an adverse ruling from the administrative body, we will decide whether or not to appeal to the judicial level. Based on our current understanding of the underlying facts, we believe that it is probable that our Brazilian subsidiary will be required to pay some amount of fines.

On July 12, 2007, we were 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 \$10.1 million) imposed. On August 10, 2007, we appealed the first administrative level decision to the Taxpayers Council. Based on our current understanding of the underlying facts, we believe that it is probable that our Brazilian subsidiary will be required to pay some amount of fines.

On December 11, 2006, we received a civil investigative demand from the U.S. Department of Justice regarding an investigation into our acquisition of Lipman which requests certain documents and other information, principally with respect to the companies' integration plans and communications prior to the completion of this acquisition. We are producing documents in response to this request, but cannot predict what actions, if any, will result from this investigation.

### **ITEM 1A. RISK FACTORS**

*The following discussion supplements and amends the risk factors previously disclosed as Item 1A in our Annual Report on Form 10-K for the year ended October 31, 2006 which are incorporated herein by reference.*

#### **Risks Related to Our Business**

***Although we expect that the acquisition of Lipman will result in benefits to our Company, those benefits may not occur because of integration and other challenges.***

Achieving the benefits we expect from the acquisition of Lipman depends in part on our ability to integrate VeriFone's and Lipman's technology, operations and personnel in a timely and efficient manner. Although much of this integration has already occurred, some of the more complex aspects of integration will take time to complete. The challenges involved in this integration include:

incorporating Lipman's technology and products into our next generation of products;

integrating Lipman's technical team in Israel with our larger and more widely dispersed engineering organization;

coordinating research and development activities to enhance introduction of new products, services and technologies;

integrating Lipman's in-house manufacturing model with the outsource model employed by VeriFone;

integrating Lipman's international operations with those of VeriFone; and

persuading the employees in various jurisdictions that Lipman's business cultures are compatible with ours, maintaining employee morale and retaining key employees.

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If our operations after the acquisition do not meet the expectations of existing customers of VeriFone or Lipman, then these customers may cease doing business with the company altogether, which would harm our results of operations and financial condition.

Costs associated with the acquisition are difficult to estimate, may be higher than expected and may harm the financial results of the combined company. We will incur substantial direct expenses associated with the merger, and additional costs associated with consolidation and integration of operations. If the total costs of the acquisition exceed estimates or the benefits of the acquisition do not exceed the total costs of the acquisition, our financial results could be adversely affected.

***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 and revenue 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 the following factors:

the manufacturing processes at our internal manufacturing facility could become concentrated in a shorter time period. This concentration of manufacturing could 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;

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; and

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.

***We face risks related to a planned migration to a common enterprise resource planning information system to integrate all business and finance activities.***

We are in the process of migrating to a new enterprise resource planning information system, which will replace our existing system. We plan to substantially integrate all of our business and finance activities into this new system by the first quarter of fiscal year 2008. Due to the size and complexity of our business, including the recent acquisition of Lipman, the conversion process will be very challenging. Any disruptions and problems that occur during the system conversion could adversely impact our ability to finish the conversion in a timely and cost effective way. Even if we do succeed, the implementation may be much more costly than we anticipated. If we are unable to successfully implement our new information system as planned, in addition to adversely impacting our financial position, results of operations and cash flows in the short and long term, it could also affect our ability to collect the information necessary to timely file our financial reports with the SEC.

***A majority of our net revenues is generated outside of North America 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 three months ended July 31, 2007, 56% of VeriFone's net revenues were generated outside of North America. We expect our percentage of net revenues generated outside of North America to continue 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. 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

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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 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 United States;

building our brand name and awareness of our services among foreign customers; and

implementing new systems, procedures and controls to monitor our operations in new markets on a basis consistent with our domestic operations.

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 foreign markets we enter;

tariffs and trade barriers;

laws and business practices that favor local competitors;

fluctuations in currency exchange rates;

extended payment terms and the ability to collect account receivables;

economic and political instability in 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.

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.

Any such violations could subject us to civil or criminal penalties, including substantial fines 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 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 diminishing portion of our gross finished goods consists of non-PCI compliant products. Due to an upcoming PCI deadline, we must successfully deplete the non-PCI inventory while transitioning customers to PCI products. Our results of operations could suffer if we are unable to manage our inventory and marketing programs to meet this objective.***

The major card associations have introduced new security standards to address the growing demand for transaction security. Visa International, MasterCard International and JCB Co., Ltd. continue to cooperate on the development and release of more stringent Payment Card Industry, or PCI, specification and test methods for the certification of electronic payment systems for secure debit transactions. This new set of standards applies wherever

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Visa, MasterCard, and JCB cards are accepted and must be adhered to by December 31, 2007, which means that we will largely not be able to sell non-PCI compliant products after this date. A diminishing portion of our gross finished goods consist of non-PCI compliant products. While we do not believe that we will have a material exposure, if we are not able to successfully deplete this non-PCI inventory, our financial results could be adversely affected.

***We are exposed to various risks related to legal proceedings or claims that may harm our operating results or financial condition.***

In the ordinary course of our business, we are subject to periodic lawsuits, investigations and claims. We cannot predict with certainty the ultimate resolution of lawsuits, investigations and claims asserted against us.

One of our Brazilian subsidiaries has been notified of a tax assessment regarding Brazilian state value added tax, or VAT, for the periods from January 2000 to December 2001 that relates to products supplied to us by a contract manufacturer. The assessment relates to an asserted deficiency of 8.1 million Brazilian reais (approximately \$4.2 million) including interest and penalties. The tax assessment was based on a clerical error in which our Brazilian subsidiary omitted the required tax exemption number on its invoices. On May 25, 2005, we had an administrative hearing with respect to this audit. Management expects to receive the decision of the administrative judges sometime in 2008. In the event we receive an adverse ruling from the administrative body, we 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 our use of a corresponding exemption to reduce the Brazilian federal VAT.

Two of our 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 and the City of São Paulo and relate to an asserted deficiency of a total 24.9 million Brazilian reais (approximately \$12.5 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 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. We also appealed the first level administrative decision on February 26, 2007. In this appeal, we 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 our responsibility since all the transactions were performed by the third party importer of the goods. Management expects to receive the decision of the Taxpayers Council sometime in 2008. In the event we receive an adverse ruling from the administrative body, we will decide whether or not to appeal to the judicial level. Based on our current understanding of the underlying facts, we believe that it is probable that our Brazilian subsidiary will be required to pay some amount of fines.

On July 12, 2007, we were 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 \$10.1 million) imposed. On August 10, 2007 we appealed the first administrative level decision to the Taxpayers Council. Based on our current understanding of the underlying facts, we believe that it is probable that our Brazilian subsidiary will be required to pay some amount of fines.



On December 11, 2006, we received a civil investigative demand from the U.S. Department of Justice regarding an investigation into our acquisition of Lipman which requests certain documents and other information, principally with respect to the companies' integration plans and communications prior to the completion of this acquisition. We are producing documents in response to this request and certain current and former employees have provided information to a representative of the DOJ. We are not aware of any violations in connection with the matters that are the subject of the investigation but cannot predict what actions, if any, will result from this investigation.

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***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 July 2007, the Financial Accounting Standards Board ( FASB ) approved the preparation of a FASB Staff Position on the accounting for convertible debt instruments with terms similar to our recently issued 1.375% Senior Convertible Notes. The FASB proposal would require us to allocate a portion of the proceeds on the debt to the embedded conversion feature, thereby creating a discount on the value stated of the debt. This discount would subsequently be amortized as interest expense over the term of the instrument resulting in an increase to our reported interest expense. This could materially impact our results of operations and earnings per share.

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

**Convertible Debt**

On June 22, 2007, we issued \$316.2 million aggregate principal amount of senior convertible notes due 2012, which includes the initial purchasers' exercise in full of their option to purchase additional notes. The offering was made in offerings through Lehman Brothers Inc. and JP Morgan Securities Inc. ( initial purchasers ) to qualified institutional buyers pursuant to Section 4(2) and Rule 144A under the Securities Act of 1933, as amended. The interest rate on the notes is 1.375%.

In connection with the offering, we entered into convertible note hedge transactions with affiliates of the initial purchasers (the counterparties ) that generally are expected to reduce the potential equity dilution upon conversion of the notes, including those being sold in connection with the over allotment option. We also sold warrants to those counterparties, which could have a dilutive effect on our earnings per share. The warrants have an initial strike price of \$62.356 per share which may reset, if higher, to a 70% premium over the market price of our common stock determined in approximately six months from the pricing of the offering.

The net proceeds from the offering, after deducting the initial purchasers' discounts and estimated offering expenses payable by us, were approximately \$307.9 million. We applied the net proceeds from the offering after deducting the net costs of our convertible note hedge and warrant transactions to repay in part the senior secured bank debt of our principal operating subsidiary, VeriFone, Inc.

The notes are convertible, at the option of the holder, into cash and, if applicable, shares of our common stock initially at a conversion rate of 22.7190 shares per \$1,000 principal amount of notes (equivalent to an initial conversion price of approximately \$44.02 per share), subject to adjustment as described in the notes, at any time on or prior to the close of business on the second business day immediately preceding the maturity date only under the following circumstances:

on any date during any fiscal quarter beginning after October 31, 2007 (and only during such fiscal quarter) if the closing sale price of our 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;

at any time on or after March 15, 2012;

if we distribute to all holders of our 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 our common stock at a price less than the average closing sale price for the ten trading days preceding the declaration date for such distribution;

if we distribute to all holders of our common stock, cash or other assets, debt securities or rights to purchase our securities (other than pursuant to a rights plan), which distribution has a per share value exceeding 10% of the closing sale price of our common stock on the trading day preceding the declaration date for such distribution;

during a specified period if certain types of fundamental changes occur; or

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during the five business-day period following any five consecutive trading-day period in which the average trading price for the notes was less than 98% of the average of the closing sale price of our common stock for each day during such five trading-day period multiplied by the then current conversion rate.

Upon conversion, we will deliver cash and shares of our common stock, if applicable, based on a daily conversion value calculated as described in the notes.

**ITEM 3. *DEFAULTS UPON SENIOR SECURITIES***

None

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

None

**ITEM 5. *OTHER INFORMATION***

None

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## Exhibits

The following documents are filed as Exhibits to this report:

<b>Exhibit Number</b>	<b>Description</b>
4.1	Indenture related to the 1.375% Senior Convertible Notes due 2012, dated as of June 22, 2007, between VeriFone Holdings, Inc. and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to the registrant's current Report on Form 8-K filed June 22, 2007).
4.2	Registration Rights Agreement, dated as of June 22, 2007, between VeriFone Holdings, Inc. and Lehman Brothers Inc. and J.P. Morgan Securities Inc. (incorporated herein by reference to Exhibit 4.2 to the registrant's current Report on Form 8-K filed June 22, 2007).
10.1	Confirmation of Convertible Note Hedge Transaction, dated June 18, 2007, by and between VeriFone Holdings, Inc. and Lehman Brothers OTC Derivatives Inc. (incorporated herein by reference to Exhibit 10.1 to the registrant's current Report on Form 8-K filed June 22, 2007).
10.2	Confirmation of Convertible Note Hedge Transaction, dated June 18, 2007, by and between VeriFone Holdings, Inc. and JPMorgan Chase Bank, National Association, London Branch (incorporated herein by reference to Exhibit 10.2 to the registrant's current Report on Form 8-K filed June 22, 2007).
10.3	Confirmation of Warrant Transaction, dated June 18, 2007, by and between VeriFone Holdings, Inc. and Lehman Brothers OTC Derivatives Inc. (incorporated herein by reference to Exhibit 10.3 to the registrant's current Report on Form 8-K filed June 22, 2007).
10.4	Confirmation of Warrant Transaction, dated June 18, 2007, by and between VeriFone Holdings, Inc. and JPMorgan Chase Bank, National Association, London Branch (incorporated herein by reference to Exhibit 10.4 to the registrant's current Report on Form 8-K filed June 22, 2007).
10.5	Amendment to Confirmation of Warrant Transaction, dated June 21, 2007, by and between VeriFone Holdings, Inc. and Lehman Brothers OTC Derivatives Inc. (incorporated herein by reference to Exhibit 10.5 to the registrant's current Report on Form 8-K filed June 22, 2007).
10.6	Amendment to Confirmation of Warrant Transaction, dated June 21, 2007, by and between VeriFone Holdings, Inc. and JPMorgan Chase Bank, National Association, London Branch (incorporated herein by reference to Exhibit 10.6 to the registrant's current Report on Form 8-K filed June 22, 2007).
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.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this amended report to be signed on its behalf by the undersigned thereunto duly authorized.

VERIFONE HOLDINGS, INC.

Douglas G. Bergeron  
Chief Executive Officer

By: /s/ Douglas G. Bergeron

Barry Zwarenstein  
Executive Vice President and  
Chief Financial Officer

By: /s/ Barry Zwarenstein

Date: August 19, 2008

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<b>Exhibit Number</b>	<b>Description</b>
4.1	Indenture related to the 1.375% Senior Convertible Notes due 2012, dated as of June 22, 2007, between VeriFone Holdings, Inc. and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to the registrant's current Report on Form 8-K filed June 22, 2007).
4.2	Registration Rights Agreement, dated as of June 22, 2007, between VeriFone Holdings, Inc. and Lehman Brothers Inc. and J.P. Morgan Securities Inc. (incorporated herein by reference to Exhibit 4.2 to the registrant's current Report on Form 8-K filed June 22, 2007).
10.1	Confirmation of Convertible Note Hedge Transaction, dated June 18, 2007, by and between VeriFone Holdings, Inc. and Lehman Brothers OTC Derivatives Inc. (incorporated herein by reference to Exhibit 10.1 to the registrant's current Report on Form 8-K filed June 22, 2007).
10.2	Confirmation of Convertible Note Hedge Transaction, dated June 18, 2007, by and between VeriFone Holdings, Inc. and JPMorgan Chase Bank, National Association, London Branch (incorporated herein by reference to Exhibit 10.2 to the registrant's current Report on Form 8-K filed June 22, 2007).
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