

VERIFONE SYSTEMS, INC.

Form 8-K

December 24, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8 K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 21, 2012

VERIFONE SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-32465

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

04-3692546

(IRS Employer Identification No.)

2099 Gateway Place, Suite 600

San Jose, CA 95110

(Address of principal executive offices, including zip code)

408-232-7800

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 8.01. Other Events

On December 21, 2012, the United States Court of Appeals for the Ninth Circuit issued its opinion reversing the district court's dismissal of the consolidated shareholder securities class actions against VeriFone Systems, Inc. and certain of its officers and directors, with the exception of the dismissal of plaintiffs' claims under Section 20(a) of the Securities Exchange Act of 1934, which the Ninth Circuit affirmed. Previously, in March 2011, the United States District Court for the Northern District of California had dismissed with prejudice all of these consolidated shareholder securities class actions, and plaintiffs in the case filed their appeal to the Ninth Circuit, captioned as In Re: VeriFone Holdings, Inc. Securities Litigation, number 11-15860.

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SIGNATURES

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

VERIFONE SYSTEMS, INC.

By: /s/ Albert Liu

Date: December 21, 2012

Name: Albert Liu

Title: Executive Vice President, Corporate Development and General Counsel