

VERIFONE SYSTEMS, INC.

Form POSASR

August 22, 2018

As filed with the Securities and Exchange Commission on August 22, 2018

Registration Statement No. 333-175235

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Post-Effective Amendment No. 1**

**to**

**Form S-3**

**Registration Statement No. 333-175235**

*Under*

***THE SECURITIES ACT OF 1933***

**VeriFone Systems, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**04-3692546**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**88 West Plumeria Drive**

**San Jose, CA 95134**

**(408) 232-7800**

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)**

**Vikram Varma**

**General Counsel and Secretary**

**88 West Plumeria Drive**

**San Jose, CA 95134**

**(408) 232-7800**

**(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)**

**Approximate date of commencement of proposed sale to the public:** Not applicable. Removal from registration of securities that were not sold pursuant to these registration statements.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

### **DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment relates to Registration Statement No. 333-175235 on Form S-3ASR, registering the sale of shares of Common Stock, par value \$0.01 ( Common Stock ) of VeriFone Systems, Inc. (the Company ), filed with the Securities and Exchange Commission on June 30, 2011.

On August 20, 2018, Vertex Merger Sub LLC, a Delaware limited liability company ( Merger Sub ) and an indirect subsidiary of Vertex HoldCo LLC, a Delaware limited liability company ( Parent ), completed its merger (the Merger ) with and into the Company, pursuant to the terms of the Agreement and Plan of Merger, dated as of April 9, 2018 (the Merger Agreement ), by and among Parent, Merger Sub and the Company. The Company was the surviving corporation in the Merger and, as a result, is now a wholly owned subsidiary of Parent.

As a result of the consummation of the transactions contemplated by the Merger Agreement, the Company has terminated all offerings of its Common Stock pursuant to its existing registration statements, including the Registration Statement. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment to the Registration Statement to deregister all the shares of the Company's Common Stock registered under the Registration Statement, which remained unissued as of the effective time of the Merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized in the City of San José, State of California, on August 22, 2018.

**VERIFONE SYSTEMS, INC.**

By: /s/ Vikram Varma  
Vikram Varma  
General Counsel and Secretary

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act.