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12 Lead Counsel for Plaintiffs

13 UNITED STATES DISTRICT COURT
 14
 15 NORTHERN DISTRICT OF CALIFORNIA

16 In re VERIFONE HOLDINGS, INC. SECURITIES LITIGATION)	Master File No. 3:07-cv-06140-EMC
)	
)	<u>CLASS ACTION</u>
17 This Document Relates To:)	
)	PROOF OF CLAIM AND RELEASE
18 ALL ACTIONS.)	
)	EXHIBIT A-2

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1 **I. GENERAL INSTRUCTIONS**

2 1. To recover as a Member of the Class based on your claims in the consolidated action
3 entitled *In re VeriFone Holdings, Inc. Securities Litigation*, Master File No. 3:07-cv-06140-EMC
4 (the “Litigation”), you must complete and, on page 10 hereof, sign this Proof of Claim and Release
5 form (“Proof of Claim”). If you fail to file a properly addressed (as set forth in paragraph 3 below)
6 Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the
7 Net Settlement Fund created in connection with the proposed settlement.
8

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

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

13
14 *VeriFone Securities Litigation*
15 Claims Administrator
16 c/o Gilardi & Co. LLC
17 P.O. Box 8040
18 San Rafael, CA 94912-8040

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

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

25 **II. CLAIMANT IDENTIFICATION**

26 If you purchased VeriFone Systems, Inc. (f/k/a VeriFone Holdings, Inc.) common stock or
27 VeriFone put or call options (collectively “VeriFone Publicly Traded Securities”) and held the
28 certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If,
however, you purchased VeriFone Publicly Traded Securities and the certificate(s) were registered in

1 the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and
2 the third party is the record purchaser.

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

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

15 **III. CLAIM FORM**

16 Use Part II of this form entitled “Schedule of Transactions in VeriFone Publicly Traded
17 Securities” to supply all required details of your transaction(s) in VeriFone Publicly Traded
18 Securities. Use Part III of this form entitled “Schedule of Transactions in VeriFone Options” to
19 supply all required details of your transaction(s) in put and call options of VeriFone common stock.
20 If you need more space or additional schedules, attach separate sheets giving all of the required
21 information in substantially the same form. Sign and print or type your name on each additional
22 sheet.

23 On the schedules, provide all of the requested information with respect to *all* of your
24 purchases of VeriFone Publicly Traded Securities which took place at any time from August 31,
25 2006 to April 1, 2008, inclusive (the “Class Period”), and *all* of your sales of VeriFone common
26 stock which took place at any time from August 31, 2006 to June 30, 2008, inclusive, and *all* of your
27 sales of other VeriFone Publicly Traded Securities which took place at any time from August 31,
28 2006 to April 1, 2008, inclusive, whether such transactions resulted in a profit or a loss. You must

1 also provide all of the requested information with respect to **all** of the VeriFone Publicly Traded
2 Securities you held at the close of trading on August 30, 2006 and April 1, 2008, as well as the
3 number of shares of VeriFone common stock held at the close of trading on June 30, 2008. Failure
4 to report all such transactions may result in the rejection of your claim.

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

8 The date of covering a “short sale” is deemed to be the date of purchase of VeriFone
9 common stock. The date of a “short sale” is deemed to be the date of sale of VeriFone common
10 stock.

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

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

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

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

PROOF OF CLAIM AND RELEASE

Must Be Postmarked No Later Than:

January 29, 2014

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Street Address

City

State or Province

Zip Code or Postal Code

Country

Social Security Number or
Taxpayer Identification Number

Individual
Corporation/Other

Area Code

Telephone Number (work)

Area Code

Telephone Number (home)

Record Owner's Name (if different from beneficial owner listed above)

1 PART II: SCHEDULE OF TRANSACTIONS IN VERIFONE PUBLICLY TRADED
2 SECURITIES

3 1. Common Stock

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

6 B. Purchases of VeriFone common stock (August 31, 2006 – April 1, 2008,
7 inclusive):

Trade Date Month Day Year	Number of Shares Purchased	Total Purchase Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

11
12 IMPORTANT: Identify by number listed above all purchases in which you covered a “short
13 sale”: _____

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

Trade Date Month Day Year	Number of Shares Sold	Total Sales Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

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

22 E. Number of shares of VeriFone common stock held at the close of trading on
23 June 30, 2008: _____
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PART III. SCHEDULE OF TRANSACTIONS IN VERIFONE OPTIONS

PURCHASES/REPURCHASES

A. I made the following purchase/repurchase of options on VeriFone common stock during the period from August 31, 2006 through April 1, 2008, inclusive:

Option Type	Date(s) of transaction (List Chronologically)	Number of Option contracts acquired	Expiry Date (Month/Year)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised
	M M D D Y Y		M M Y Y			
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						

SALES/WRITTEN

B. I made the following sales/written options on VeriFone common stock during the period from August 31, 2006 through April 1, 2008, inclusive:

Option Type	Date(s) of transaction (List Chronologically)	Number of Option contracts acquired	Expiry Date (Month/Year)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised
	M M D D Y Y		M M Y Y			
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
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<input type="radio"/> Put						
<input type="radio"/> Call						

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

1 **YOU MUST READ AND SIGN THE RELEASE ON PAGE 10. FAILURE TO SIGN**
2 **THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF**
3 **YOUR CLAIM.**

4 **IV. SUBMISSION TO JURISDICTION OF COURT AND**
5 **ACKNOWLEDGMENTS**

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

15 **V. RELEASE**

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

26 2. “Released Claims” means any and all claims, debts, demands, disputes, rights, causes
27 of action, suits, matters, damages, or liabilities of any kind, nature, and character whatsoever
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1 (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting
2 fees, and any and all other costs, expenses or liabilities whatsoever), whether under federal, state,
3 local, statutory, common law, foreign law, or any other law, rule or regulation, whether fixed or
4 contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or
5 unmatured, including Unknown Claims (collectively, "Claims"), that both (1) concern, arise out of,
6 relate to, or are based upon the purchase of VeriFone Publicly Traded Securities during the Class
7 Period and (2) were asserted or could have been asserted by Lead Plaintiff or any Class Member
8 against any of the Released Persons in this Action. Released Claims do not include any derivative
9 claims.
10

11 3. "Unknown Claims" means any Released Claims which Lead Plaintiff or any Class
12 Member does not know or suspect to exist in his, her, or its favor at the time of the release of the
13 Released Persons which, if known by him, her, or it, might have affected his, her, or its settlement
14 with and release of the Released Persons, or might have affected his, her, or its decisions with
15 respect to this settlement. With respect to any and all Released Claims, the Settling Parties stipulate
16 and agree that, upon the Effective Date, Lead Plaintiff shall expressly waive and relinquish, and each
17 of the Class Members shall be deemed to have, and by operation of the Judgment shall have,
18 expressly waived and relinquished, the provisions, rights, and benefits of California Civil Code
19 §1542, which provides:

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

23 Lead Plaintiff shall expressly waive and relinquish, and each of the Class Members shall be deemed
24 to have, and by operation of the Judgment shall have, expressly waived and relinquished, any and all
25 provisions, rights, and benefits conferred by any law of any state or territory of the United States, or
26 principle of common law, which is similar, comparable or equivalent to California Civil Code
27 §1542. Lead Plaintiff and Class Members may hereafter discover facts in addition to or different
28 from those which he, she or it now knows or believes to be true with respect to the subject matter of

1 the Released Claims, but Lead Plaintiff upon the Effective Date shall expressly, fully, finally, and
2 forever settle and release and each Class Member, upon the Effective Date, shall be deemed to have,
3 and by operation of the Judgment shall have, fully, finally, and forever settled and released any and
4 all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent,
5 whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of
6 law or equity now existing or coming into existence in the future, including, but not limited to,
7 conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule,
8 without regard to the subsequent discovery or existence of such different or additional facts. Lead
9 Plaintiff acknowledges, and the Class Members shall be deemed by operation of the Judgment to
10 have acknowledged, that the foregoing waiver was separately bargained for and a key element of the
11 settlement of which this release is a part.

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

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

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

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Executed this _____ day of _____
(Month/Year)

in _____
(City) (State/Country)

(Sign your name here)

(Type or print your name here)

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

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

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send us your new address.