

VERIFONE SYSTEMS, INC.
Form 8-K
July 01, 2010

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): 6/30/2010

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 5.07. Submission of Matters to a Vote of Security Holders

VeriFone Systems, Inc. (the "Company") held its annual meeting of stockholders on June 30, 2010, and the following is the tabulation of the votes on proposals considered at that meeting:

1. The election of the following nine directors to serve a one-year term on the Company's board of directors:

| Director | For | Withheld | Abstained | Broker Non-Vote |
|----------------------|------------|-----------------|------------------|------------------------|
| Robert W. Alspaugh | 47,438,879 | 22,181,057 | - | 5,374,867 |
| Douglas G. Bergeron | 69,226,012 | 393,924 | - | 5,374,867 |
| Dr. Leslie G. Denend | 42,713,553 | 26,906,383 | - | 5,374,867 |
| Alex W. Hart | 68,769,989 | 849,947 | - | 5,374,867 |
| Robert B. Henske | 41,781,532 | 27,838,404 | - | 5,374,867 |
| Richard A. McGinn | 69,276,667 | 343,269 | - | 5,374,867 |
| Eitan Raff | 69,280,401 | 339,535 | - | 5,374,867 |
| Charles R. Rinehart | 47,435,193 | 22,184,743 | - | 5,374,867 |
| Jeffrey E. Stiefler | 42,711,076 | 26,908,860 | - | 5,374,867 |

2. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2010 was approved by the following vote: 74,447,859 votes for; 516,697 votes against; and 30,247 votes abstained. There were no broker non-votes on this matter.

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.

Date: June 30, 2010

By:

VeriFone Systems, Inc.

/s/ Albert Liu

Albert Liu

SVP, General Counsel & Corporate Secretary