

VERIFONE SYSTEMS, INC.
Form 10-Q/A
April 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended January 31, 2012

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-32465

VERIFONE SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

04-3692546
(I.R.S. Employer
Identification No.)

2099 Gateway Place, Suite 600

San Jose, CA 95110

(Address of principal executive offices with zip code)

(408) 232-7800

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting 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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At February 29, 2012, the number of shares outstanding of the registrant's common stock, \$0.01 par value was 106,700,887.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A amends the Quarterly Report on Form 10-Q of VeriFone Systems, Inc. for the fiscal quarter ended January 31, 2012 as originally filed with the Securities and Exchange Commission on March 12, 2012 (the Original Filing). This Form 10-Q/A amends the Original Filing solely to correct two typographical errors in the Original Filing consisting of extraneous data that was inadvertently included due to a formatting error in the tables. This amendment corrects the Original Filing by striking the extraneous data as follows:

- On page 11 of the Original Filing in the two tables presented under the caption Acquisition-related Costs of the Notes to Condensed Consolidated Financial Statements, the numbers included as the second column do not form part of the tabular disclosures or totals and are stricken in their entirety. This correction is marked below and the corrected text appears on page 15 of this amendment:

Acquisition-related Costs

Acquisition related and other expenses consist of i) transaction costs, which represent external costs directly related to our acquisitions and primarily include expenditures for professional fees such as banking, legal, accounting and other directly related incremental costs incurred to close the acquisition and ii) integration costs, which represent personnel related costs for transitional and certain other employees, integration related professional services, additional asset write offs and other integration activity related expenses.

The following table presents a summary of acquisition related and other expenses for the three months ended January 31, 2012 as follows (in thousands):

| | Transaction Costs | | Integration Costs | Total |
|----------------------------|----------------------|-------|----------------------|-----------|
| Cost of net revenues | \$ | 34 | \$ 2,368 | \$ 2,368 |
| Research and development | | 47 | 1,859 | 1,859 |
| Sales and marketing | | 118 | 777 | 895 |
| General and administrative | | 6,934 | 47,711 | 5,568 |
| | \$ | 7,052 | \$ 10,572 | \$ 17,624 |

The following table presents a summary of acquisition related and other expenses for the three months ended January 31, 2011 as follows (in thousands):

| | Transaction Costs | | Integration Costs | Total |
|----------------------------|----------------------|-------|----------------------|----------|
| Cost of net revenues | \$ | 34 | \$ 21 | \$ 21 |
| Research and development | | 1 | 47 | 3 |
| Sales and marketing | | 82 | 15 | 97 |
| General and administrative | | 2,661 | 47,711 | 98 |
| | \$ | 2,744 | \$ 137 | \$ 2,881 |

2. On page 44 of the Original Filing in the Contractual Commitments disclosures of Management's Discussion and Analysis of Financial Condition and Results of Operations, the duplicative second caption "Contractual Commitments" and the text immediately following that caption up until, but not including the table headers below such caption is deleted. This correction is marked below and the corrected text appears on pages 72-73 of this amendment:

Contractual Commitments

The following table summarizes our contractual obligations as of January 31, 2012 (in thousands):

Contractual Commitments

~~The following table summarizes our contractual obligations as of October 31, 2011 (in thousands):~~

~~Interest in the above table has been calculated using the rate in effect at October 31, 2011.~~

~~We expect that we will be able to fund our remaining obligations and commitments with cash flows from our operations. To the extent we are unable to fund these obligations and commitments with cash flows from operations, we intend to fund these obligations and commitments with proceeds from the \$25 million available under our revolving loan under our secured credit facility or future debt or equity financings.~~

| | For the Fiscal Years Ending October 31, | | | | | | |
|---|---|------------|------------|------------|------------|------------|--------------|
| | 2012 (Remaining 9 months) | 2013 | 2014 | 2015 | 2016 | Thereafter | Total |
| Term A Loan (including interest) (1) | \$ 51,392 | \$ 67,498 | \$ 100,504 | \$ 109,737 | \$ 177,802 | \$ 505,175 | \$ 1,012,108 |
| Term B Loan (including interest) (1) | 8,262 | 8,671 | 10,238 | 10,157 | 10,098 | 237,047 | 284,473 |
| Revolving credit facility (1) | | | | | | 210,000 | 210,000 |
| Senior convertible notes (including interest) | 284,840 | | | | | | 284,840 |
| Capital lease obligations and other loans | 79 | 65 | 52 | 41 | 40 | 522 | 799 |
| Operating leases | 26,621 | 19,675 | 14,993 | 9,937 | 6,659 | 8,305 | 86,190 |
| Minimum purchase obligations | 128,675 | 12,832 | | | | | 141,507 |
| | \$ 499,869 | \$ 108,741 | \$ 125,787 | \$ 129,872 | \$ 194,599 | \$ 961,049 | \$ 2,019,917 |

- (1) Interest in the above table has been calculated using the rate in effect at January 31, 2012.

This Form 10-Q/A also amends Item 6 of Part II to include new certifications by our principal executive officer and principal financial officer under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended. The XBRL documents as originally filed did not contain the extraneous data and therefore have not been changed; accordingly, the XBRL documents have not been re-filed with this Form 10-Q/A.

Except for the amendment described above, we have not modified or updated disclosures presented in the Original Filing in this Form 10-Q/A. Accordingly, this Form 10-Q/A does not reflect events occurring after the filing of the Original Filing or modify or update those disclosures affected by subsequent events. Information in our Original Filing not affected by this amendment remains unchanged and reflects the disclosures made at the time such filings were filed. This Form 10-Q/A should be read in conjunction with the Original Filing, any documents incorporated by reference herein and therein and our filings made with the SEC subsequent to the Original Filing.

VERIFONE SYSTEMS, INC.

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (Unaudited)

VERIFONE SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

| | Three Months Ended January 31, 2012 2011 (Unaudited) | |
|--|--|------------|
| | (In thousands, except per share data) | |
| Net revenues: | | |
| System Solutions | \$ 312,641 | \$ 225,707 |
| Services | 106,883 | 58,058 |
| Total net revenues | 419,524 | 283,765 |
| Cost of net revenues: | | |
| System Solutions | 198,752 | 140,140 |
| Services | 64,134 | 32,134 |
| Total cost of net revenues | 262,886 | 172,274 |
| Gross profit | 156,638 | 111,491 |
| Operating expenses: | | |
| Research and development | 35,079 | 21,642 |
| Sales and marketing | 39,986 | 28,306 |
| General and administrative | 46,038 | 24,016 |
| Amortization of purchased intangible assets | 13,615 | 2,316 |
| Total operating expenses | 134,718 | 76,280 |
| Operating income | 21,920 | 35,211 |
| Interest expense | (14,634) | (7,570) |
| Interest income | 1,007 | 283 |
| Other income (expense), net | (21,198) | 1,651 |
| Income (loss) before income taxes | (12,905) | 29,575 |
| Benefit from income taxes | (9,782) | (2,456) |
| Net income (loss) | (3,123) | 32,031 |
| (Income) loss attributable to noncontrolling interest in subsidiaries | 350 | (76) |
| Net income (loss) attributable to VeriFone Systems, Inc. stockholders | \$ (2,773) | \$ 31,955 |
| Net income (loss) per share attributable to VeriFone Systems, Inc. stockholders: | | |
| Basic | \$ (0.03) | \$ 0.37 |
| Diluted | \$ (0.03) | \$ 0.35 |

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Weighted average shares used in computing net income (loss) per share attributable to VeriFone Systems, Inc. stockholders:

| | | |
|---------|---------|--------|
| Basic | 105,833 | 87,090 |
| Diluted | 105,833 | 91,321 |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

VERIFONE SYSTEMS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

| | January 31, 2012 (Unaudited) | October 31, 2011* |
|---|-------------------------------------|----------------------|
| | (In thousands, except par value) | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 379,979 | \$ 594,562 |
| Accounts receivable, net of reserves of \$5,613 and \$5,658 | 302,559 | 294,440 |
| Inventories | 171,414 | 144,316 |
| Restricted cash and cash equivalents | 279,965 | 4 |
| Deferred income tax assets | 40,607 | 39,040 |
| Prepaid expenses and other current assets | 106,510 | 88,086 |
| Total current assets | 1,281,034 | 1,160,448 |
| Property, plant and equipment, net | 77,884 | 65,504 |
| Purchased intangible assets, net | 828,952 | 263,767 |
| Goodwill | 1,203,287 | 561,414 |
| Deferred tax assets | 221,404 | 205,496 |
| Debt issuance costs, net | 40,998 | 2,749 |
| Other assets | 94,639 | 54,183 |
| Total assets | \$ 3,748,198 | \$ 2,313,561 |
| LIABILITIES AND EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 152,279 | \$ 144,278 |
| Income taxes payable | 9,066 | 9,116 |
| Accrued compensation | 49,697 | 51,515 |
| Accrued warranty | 17,055 | 20,358 |
| Deferred revenue, net | 97,715 | 68,824 |
| Deferred tax liabilities | 9,297 | 4,960 |
| Accrued expenses | 80,690 | 74,775 |
| Other current liabilities | 88,188 | 57,399 |
| Senior convertible notes | 271,080 | 266,981 |
| Short-term debt | 53,191 | 5,074 |
| Total current liabilities | 828,258 | 703,280 |
| Deferred revenue, net | 33,178 | 31,467 |
| Long-term debt | 1,313,175 | 211,756 |
| Deferred tax liabilities | 243,801 | 92,594 |
| Other long-term liabilities | 75,435 | 78,971 |
| Total liabilities | 2,493,847 | 1,118,068 |
| Commitments and contingencies (Note 13) | | |
| Redeemable noncontrolling interest | 900 | 855 |
| Stockholders' equity: | | |
| VeriFone Systems, Inc. stockholders' equity: | | |
| Preferred Stock: 10,000 shares authorized as of January 31, 2012 and October 31, 2011; no shares issued and outstanding as of January 31, 2012 and October 31, 2011 | 1,065 | 1,058 |

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Common stock: \$0.01 par value, 200,000 shares authorized as of January 31, 2012 and October 31, 2011;
106,488 and 105,826 shares issued and 106,359 and 105,697 outstanding as of January 31, 2012 and
October 31, 2011

| | | |
|---|--------------|--------------|
| Additional paid-in capital | 1,486,477 | 1,468,862 |
| Accumulated deficit | (272,179) | (269,056) |
| Accumulated other comprehensive loss | 329 | (6,671) |
| Total VeriFone Systems, Inc. stockholders' equity | 1,215,692 | 1,194,193 |
| Noncontrolling interests in subsidiaries | 37,759 | 445 |
| Total stockholders' equity | 1,253,451 | 1,194,638 |
| Total liabilities and equity | \$ 3,748,198 | \$ 2,313,561 |

* Derived from audited consolidated financial statements.

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

VERIFONE SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Three Months Ended January 31, 2012 2011 (Unaudited) | |
|--|--|------------|
| | (In thousands) | |
| OPERATING ACTIVITIES: | | |
| Net income (loss) | \$ (3,123) | \$ 32,031 |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Depreciation and amortization, net | 31,859 | 9,485 |
| Stock-based compensation expense | 10,704 | 7,439 |
| Non-cash interest expense | 6,227 | 3,818 |
| Gain on bargain purchase of a business | | (1,476) |
| Deferred income taxes | (8,490) | (319) |
| Other non-cash items | (1,455) | (178) |
| | | |
| Net cash provided by operating activities before changes in working capital | 35,722 | 50,800 |
| Changes in operating assets and liabilities, excluding effects of acquisitions: | | |
| Accounts receivable, net | 17,154 | (13,299) |
| Inventories | (1,994) | 5,474 |
| Prepaid expenses and other current assets | (10,694) | (15,323) |
| Accounts payable | (10,913) | 5,263 |
| Income taxes payable | (2,418) | 2,744 |
| Accrued compensation | (15,258) | (4,469) |
| Accrued warranty | (3,996) | 1,999 |
| Deferred revenue, net | 28,589 | (664) |
| Accrued expenses and other current liabilities | (4,024) | (2,116) |
| | | |
| Net cash provided by operating activities | 32,168 | 30,409 |
| | | |
| INVESTING ACTIVITIES: | | |
| Purchases of property, plant and equipment | (7,289) | (2,315) |
| Cash payments for acquisitions, net of cash acquired | (1,067,517) | (9,730) |
| Other | (714) | (261) |
| | | |
| Net cash used in investing activities | (1,075,520) | (12,306) |
| | | |
| FINANCING ACTIVITIES: | | |
| Proceeds from debt, net of issuance costs | 1,409,177 | |
| Repayments of debt | (307,760) | (1,358) |
| Proceeds from issuance of common stock through equity incentive plans | 8,812 | 16,678 |
| Restricted cash and cash equivalents held in escrow for debt repayment | (279,159) | |
| Other | (135) | |
| | | |
| Net cash provided by financing activities | 830,935 | 15,320 |
| | | |
| Effect of exchange rate fluctuations on cash and cash equivalents | (2,166) | 607 |
| | | |
| Change in cash and cash equivalents | (214,583) | 34,030 |
| Beginning cash and cash equivalents | 594,562 | 445,137 |
| | | |
| Ending cash and cash equivalents | \$ 379,979 | \$ 479,167 |

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

VERIFONE SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Principles of Consolidation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of VeriFone Systems, Inc. (we, us, our, VeriFone, and the Company) refer to VeriFone Systems, Inc. and all of its subsidiaries) as of January 31, 2012 and October 31, 2011, and for the three months ended January 31, 2012 and 2011, have been prepared in accordance with generally accepted accounting principles (GAAP) in the United States of America for interim financial information and with the instructions on Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). In accordance with those rules and regulations, we have omitted certain information and notes normally provided in our annual consolidated financial statements. In the opinion of management, the unaudited condensed consolidated financial statements contain all adjustments, consisting only of normal recurring items, except as otherwise noted, necessary for the fair presentation of our financial position and results of operations for the interim periods. These unaudited condensed consolidated financial statements should be read in conjunction with the audited Consolidated Financial Statements and Notes thereto included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2011. The results of operations for the three months ended January 31, 2012 are not necessarily indicative of the results expected for the entire fiscal year. All significant intercompany accounts and transactions have been eliminated. Amounts pertaining to the noncontrolling ownership interests held by third parties in the operating results and financial position of our majority-owned subsidiaries are reported as noncontrolling interests.

The condensed consolidated balance sheet at October 31, 2011 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

Certain footnote amounts reported in previous periods have been reclassified to conform to the current period presentation.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The estimates and judgments affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities.

On an ongoing basis, we evaluate our estimates including those related to product returns, bad debts, inventories, goodwill and intangible assets, income taxes, warranty obligations, contingencies, share-based compensation and litigation, among others. We base our estimates on historical experience and information available to us at the time that these estimates are made. Actual results could differ materially from these estimates.

Summary of Significant Accounting Policies

There have been no changes to our significant accounting policies during the three months ended January 31, 2012 as compared to the significant accounting policies described in our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2011 except that debt issuance costs are now material.

Debt Issuance Costs

Debt issuance costs are stated at cost, net of accumulated amortization in Other assets on the Condensed Consolidated Balance Sheets. Amortization expense is calculated using the effective interest method over the period of the loans and is recorded in Interest expense in the accompanying Condensed Consolidated Statements of Operations. At January 31, 2012, interest amortization periods range from 5 to 7 years based upon the duration of outstanding debt.

Concentrations of Credit Risk

No customer accounted for more than 10% of net revenues in any of our reportable segments during the three months ended January 31, 2012. For the three months ended January 31, 2011, First Data and its affiliates accounted for 15.7% of North America segment revenues. As of January 31, 2012, no customer accounted for more than 10% of accounts receivable. At October 31, 2011, one customer, Cielo S.A. and its affiliates, accounted for 10% of our total accounts receivable in the International segment.

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standard Board (FASB) issued Accounting Standards Update No. (ASU) 2011-05, *Comprehensive Income (Topic 220) Presentation of Comprehensive Income*, which requires an entity to present the total comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. This new guidance is effective for us in our first quarter of fiscal year 2013 and will have financial statement presentation impact only.

There have been no other significant changes in accounting pronouncements from the list of recent accounting pronouncements described in our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2011.

Note 2. Business Combinations**Point Acquisition**

On December 30, 2011, we completed our acquisition of Electronic Transaction Group Nordic Holding AB, a Swedish company operating the Point International business (collectively, Point), Northern Europe s largest provider of payment and gateway services and solutions for retailers for a purchase price of approximately 600.0 million plus payoff of Point outstanding debt (\$1,024.5 million at the close date). The source of funds for the cash consideration was a new credit agreement provided by a syndicate of banks (the 2011 Credit Agreement). See Note 5. *Financings* in the Notes to Condensed Consolidated Financial Statements for information on the 2011 Credit Agreement.

As a result of the acquisition, Point became a wholly-owned subsidiary of VeriFone. The acquisition was accounted for using the acquisition method of accounting. One subsidiary of Point, Babs Paylink AB, is owned 51% by Point and 49% by a third party that has a noncontrolling interest. The results of operations for the acquired businesses have been included in our financial results since the acquisition date.

We acquired Point to, among other things, provide a broader set of product and service offerings to customers globally, especially in the Northern European markets. For the three months ended January 31, 2012, we estimate that our total net revenues increased approximately \$14.5 million due to the sale of Point products and services. For the three months ended January 31, 2012, the acquisition of Point negatively impacted our operating income by approximately \$6.1 million which included management s allocations and estimates of expenses that were not separately identifiable due to our integration activities, non-recurring charges associated with the step-down in deferred revenue, amortization, and acquisition and integration expenses.

The fair value of consideration transferred for Point was comprised of (in thousands):

| | |
|--------------------------------------|---------------------|
| Cash paid to Point stockholders | \$ 774,268 |
| Cash for repayment of long-term debt | 250,264 |
| Total | \$ 1,024,532 |

Recording of Assets Acquired and Liabilities Assumed

The acquisition method of accounting requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. Because of the short time frame since the acquisition closed, at January 31, 2012 we recorded the net tangible and intangible assets acquired and liabilities assumed based upon their preliminary fair values as of December 30, 2011. The fair values were based upon a preliminary valuation, and our estimates and assumptions are subject to change within the measurement period (up to one year from the acquisition date). The primary areas of the preliminary purchase price allocation that are not yet finalized relate to the fair values of acquired assets and liabilities, certain legal matters, certain pre-acquisition contingencies including acquisition and divestiture related claims, income and non-income based taxes and residual goodwill. We expect to continue to obtain information to assist us in determining the fair values of the net assets acquired at the acquisition date during the measurement period.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date. As described above, fair values assigned to certain assets acquired and liabilities assumed are preliminary and thus subject to change (in thousands):

| | |
|--|--------------|
| Cash and cash equivalents | \$ 25,314 |
| Accounts receivable (gross contractual value of \$25.1 million, of which \$0.6 million not expected to be collected) | 24,505 |
| Inventories | 25,104 |
| Deferred tax assets | 13,235 |
| Prepaid expense and other assets | 44,288 |
| Property, plant and equipment | 11,152 |
| Intangible assets | 550,512 |
| Accounts payable and other liabilities | (72,464) |
| Deferred revenues | (1,387) |
| Deferred tax liabilities | (153,222) |
| Noncontrolling interests | (37,132) |
| | |
| Total identifiable net assets | 429,905 |
| Goodwill | 594,627 |
| | |
| Total consideration transferred | \$ 1,024,532 |

Goodwill is calculated as the excess of the consideration transferred over the identifiable net assets and represents future benefits arising from other assets acquired that could not be individually identified and separately recognized. Specifically, the goodwill recorded as part of the acquisition of Point includes the expected synergies and other benefits that we believe will result from combining the operations of Point with the operations of VeriFone and the value of the going-concern element of Point's business (which represents the higher rate of return on the assembled collection of net assets versus if VeriFone acquired all of the net assets separately). We generally do not expect the goodwill recognized to be deductible for income tax purposes. The assignment of goodwill to reporting units has not been completed as of this filing date.

The fair value of the noncontrolling interest in a Point subsidiary of \$37.1 million was estimated by employing an income approach. The fair value estimate was based on (i) an assumed discount rate of 16% and (ii) an assumed terminal value based on a range of terminal stabilized cash flow multiples between 8 to 9 times.

Valuations of Intangible Assets Acquired

The following table sets forth the components of intangible assets acquired in connection with the Point acquisition (in thousands, except for estimated useful life):

| | Fair Value | Estimated Useful Life (Years) |
|-------------------------------|-------------------|-------------------------------|
| Customer relationships | \$ 484,399 | 9.5 |
| Developed software technology | 52,528 | 4.4 |
| Trade names | 13,585 | 4.0 |
| | | |
| Total | \$ 550,512 | |

Customer relationships represent the fair value of the underlying relationship and agreement with Point customers.

Developed software technology represents the fair values of Point's proprietary technologies, processes, patents and trade secrets related to the design of Point's products that have reached technological feasibility and are a part of Point's product lines.

Some of the more significant estimates and assumptions inherent in the estimates of the fair values of identifiable intangible assets include all assumptions associated with forecasting product profitability from the perspective of a market participant. Specifically:

Revenue we use historical, forecast and industry or other sources of market data, including the number of units to be sold, selling prices, market penetration, market share and year-over-year growth rates over the product life cycles.

Cost of sales, research and development expenses, sales and marketing expenses and general administrative expenses we use historical, forecast, industry and other sources of market data, including any expected synergies that can be realized by a likely buyer.

Estimated life of the asset we assess the asset's life cycle by considering the impact of technology changes and applicable payment security compliance/regulatory requirements.

Discount rates we use a discount rate that is based on the weighted average cost of capital with adjustments to reflect the risks associated with the specific intangible assets, such as country risks and commercial risks.

Customer attrition rates we use historical and forecast data to determine the customer attrition rates and the expected customer life. The discount rates used in the intangible asset valuations ranged from 14% to 20%. The customer attrition rates used in our valuation of customer relationship intangible assets ranged from 0% to 7% depending on the geographic region. The estimated life of developed software technology intangible assets ranged from 2 years to 10 years. All of these judgments and estimates can materially impact the fair values of intangible assets.

Preliminary Pre-Acquisition Contingencies Assumed

We have evaluated and will continue to evaluate pre-acquisition contingencies relating to Point that existed as of the acquisition date. We have preliminarily determined that certain of these pre-acquisition contingencies are probable in nature and estimable as of the acquisition date and, accordingly, have preliminarily recorded our best estimates for these contingencies. If we make changes to the amounts recorded or identify additional pre-acquisition contingencies during the remainder of the measurement period, such amounts recorded will be included in the purchase price allocation during the measurement period and, subsequently, in our results of operations.

Other Fiscal Year 2012 Acquisitions

During the three months ended January 31, 2012, in addition to Point, we completed the acquisitions of other businesses for an aggregate purchase price of \$75.0 million. The acquisition of each company was accounted for using the acquisition method of accounting. No VeriFone equity interests were issued, and in each transaction 100% of the voting equity interests of the applicable business was acquired except for Show Media, which was structured as an acquisition of assets and assumption of certain liabilities. The results of operations for the acquired businesses have been included in our financial results since their respective acquisition dates.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date. As discussed above, fair values assigned to certain assets acquired and liabilities assumed are preliminary and thus subject to change (in thousands):

| | ChargeSmart | Show Media | Global Bay | Total |
|--|------------------|------------------|------------------|------------------|
| Acquisition date | January 3, 2012 | November 1, 2011 | November 1, 2011 | |
| Assets acquired (liabilities assumed), net | \$ (4,225) | \$ 1,593 | \$ (5,028) | \$ (7,660) |
| Intangible assets (1) | 9,770 | 6,660 | 14,490 | 30,920 |
| Goodwill (2) | 13,829 | 19,871 | 18,050 | 51,750 |
| Total purchase price | \$ 19,374 | \$ 28,124 | \$ 27,512 | \$ 75,010 |

Explanatory notes:

- (1) Intangible assets included developed technology, customer relationships, non-compete agreement, trademarks and in process research and development of \$19.7 million, \$6.6 million, \$3.0 million, \$0.9 million and \$0.8 million, respectively, which are amortized over their estimated useful lives of 1 to 10 years.
- (2) Goodwill is generally not expected to be tax deductible for ChargeSmart and Global Bay, but is expected to be deductible for tax purposes for Show Media. The amount of Goodwill resulted primarily from our expectation of increased value resulting from the integration of the acquired companies product offerings with our product offerings.

Fiscal Year 2011 Acquisitions

Hypercom Corporation

On August 4, 2011, we completed our acquisition of Hypercom, a provider of electronic payment solutions and value-added services at the point of transaction, by means of a merger of one of our wholly-owned subsidiaries with and into Hypercom such that Hypercom became a wholly-owned subsidiary of VeriFone following the merger. We acquired Hypercom to, among other things, provide a broader set of product and service offerings to customers globally. We have included the financial results of Hypercom in our Consolidated Financial Statements from the date of acquisition. For the three months ended January 31, 2012, we estimate that our total net revenues increased approximately \$73.5 million due to the sale of Hypercom products and services. Other revenue and earnings contributions from Hypercom were not separately identifiable due to our integration activities. The total fair value of consideration transferred was \$644.6 million which consisted of \$557.1 million VeriFone stock issues, \$16.2 million for the fair value of stock options assumed and \$71.2 million for the cash used to repay Hypercom's long term debt. We recorded the preliminary fair value of assets acquired and liabilities assumed of approximately \$363.5 million of goodwill, \$210.7 million of intangible assets and \$70.3 million net tangible assets. There were no material changes to the fair values assigned for the three months ended January 31, 2012.

The primary areas of the preliminary fair values that are not yet finalized related to the fair values of certain tangible assets and liabilities assumed, certain legal matters, income and non-income taxes and residual goodwill. We expect to continue to obtain information to assist us in finalizing these preliminary valuations during the measurement period.

Pro Forma Financial Information

The supplemental pro forma financial information below was prepared using the acquisition method of accounting and is based on the historical financial information of VeriFone, Point, Hypercom and other acquired companies, reflecting results of operations for the three month period ended January 31, 2012 and 2011 on a comparative basis as though the aforementioned companies were combined as of the beginning of fiscal year 2011. The historical financial information has been adjusted to give effect to the pro forma events that are: (i) directly attributable to the acquisition, (ii) factually supportable and (iii) expected to have a continuing impact on the combined results. These adjustments for the three months ended January 31, 2012 and 2011, include:

Net additional amortization expense related to the fair value of acquired identifiable intangible assets totaling \$7.2 million and \$26.9 million, respectively.

Additional interest expense of \$4.1 million and \$1.9 million, respectively, that would be incurred on additional borrowings made to fund the acquisitions, offset by elimination of acquired business interest expense on borrowings that were settled as part of the acquisitions,

Elimination of other charges that would not have a continuing impact on combined results, such as deal costs, one time professional fees, foreign currency losses related to deal consideration and amortization of FMV adjustments, totaling \$40.6 million and \$2.3 million, respectively.

The supplemental pro forma financial information for the three months ended January 31, 2012 combined the historical results of VeriFone for the three months ended January 31, 2012, the historical results of Point and ChargeSmart for the two months ended December 31, 2011, and the effects of the pro forma adjustments listed above.

The supplemental pro forma financial information for the three months ended January 31, 2011 combined the historical results of VeriFone for three months ended January 31, 2011, the historical results of all fiscal year 2011 and fiscal year 2012 acquired businesses for the three months ended January 31, 2011 based upon their respective previous reporting periods, the dates that these companies were acquired by us, and the effects of the pro forma adjustments listed above.

The following table presents supplemental pro forma financial information as if all fiscal 2012 and 2011 acquisitions occurred on November 1, 2010 (in thousands except per share data):

| (Unaudited) | For the Three Months Ended January 31, | |
|--|---|------------|
| | 2012 | 2011 |
| Total revenues | \$ 463,215 | \$ 461,061 |
| Net income | \$ 17,123 | \$ 6,590 |
| Net income per share attributable to VeriFone Systems, Inc. stockholders - diluted | \$ 0.16 | \$ 0.06 |

Acquisition-related Costs

Acquisition related and other expenses consist of i) transaction costs, which represent external costs directly related to our acquisitions and primarily include expenditures for professional fees such as banking, legal, accounting and other directly related incremental costs incurred to close the acquisition and ii) integration costs, which represent personnel related costs for transitional and certain other employees, integration related professional services, additional asset write offs and other integration activity related expenses.

The following table presents a summary of acquisition related and other expenses for the three months ended January 31, 2012 as follows (in thousands):

| | Transaction Costs | Integration Costs | Total |
|----------------------------|----------------------|----------------------|-----------|
| Cost of net revenues | \$ | \$ 2,368 | \$ 2,368 |
| Research and development | | 1,859 | 1,859 |
| Sales and marketing | 118 | 777 | 895 |
| General and administrative | 6,934 | 5,568 | 12,502 |
| | \$ 7,052 | \$ 10,572 | \$ 17,624 |

The following table presents a summary of acquisition related and other expenses for the three months ended January 31, 2011 as follows (in thousands):

| | Transaction Costs | Integration Costs | Total |
|----------------------------|----------------------|----------------------|----------|
| Cost of net revenues | \$ | \$ 21 | \$ 21 |
| Research and development | 1 | 3 | 4 |
| Sales and marketing | 82 | 15 | 97 |
| General and administrative | 2,661 | 98 | 2,759 |
| | \$ 2,744 | \$ 137 | \$ 2,881 |

Note 3. Goodwill and Purchased Intangible Assets**Goodwill**

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

| | Three Months Ended January 31, 2012 | Year Ended October 31, 2011 |
|---|--|--|
| Balance at October 31, 2011 | \$ 561,414 | \$ 169,322 |
| Additions related to acquisitions | 646,377 | 392,723 |
| Adjustments related to prior acquisitions | (3,129) | 622 |
| Currency translation adjustments | (1,375) | (1,253) |
| Balance at January 31, 2012 | \$ 1,203,287 | \$ 561,414 |

Based on our review for potential indicators of impairment performed during the three months ended January 31, 2012 and the fiscal year ended October 31, 2011, there were no indicators of impairment.

As of both January 31, 2012 and October 31, 2011, we had accumulated goodwill impairment losses of \$372.4 million and \$65.5 million in our International and North America segments, respectively.

Purchased Intangible Assets

Purchased intangible assets consisted of the following (in thousands, except weighted-average useful life):

| | January 31, 2012 | | | Weighted-Average Useful Life |
|-------------------------------------|-----------------------|--------------------------|---------------------|------------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | |
| Customer relationships | \$ 687,578 | \$ (32,666) | \$ 654,912 | 8.4 |
| Developed and core technology | \$ 254,321 | \$ (119,127) | \$ 135,194 | 4.2 |
| In-process research and development | 19,304 | | 19,304 | Indefinite |
| Trade name | 17,489 | (1,288) | 16,201 | 4.0 |
| Internal use software | 3,031 | (2,615) | 416 | 3.6 |
| Non-Compete | 3,000 | (75) | 2,925 | 10.0 |
| | \$ 984,723 | \$ (155,771) | \$ 828,952 | |

| | October 31, 2011 | | | Weighted-Average Useful Life |
|-------------------------------------|-----------------------|--------------------------|---------------------|------------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | |
| Developed and core technology | \$ 187,193 | \$ (114,112) | \$ 73,081 | 4.0 |
| In-process research and development | 19,021 | | 19,021 | Indefinite |
| Trade name | 2,692 | (897) | 1,795 | 3.3 |
| Internal use software | 3,031 | (2,418) | 613 | 3.6 |
| Customer relationships | 185,872 | (16,615) | 169,257 | 5.5 |
| | \$ 397,809 | \$ (134,042) | \$ 263,767 | |

Amortization of purchased intangible assets for the three months ended January 31, 2012 and 2011 was allocated as follows (in thousands):

| | Three Months Ended January 31, | |
|---|--------------------------------|----------|
| | 2012 | 2011 |
| Included in cost of net revenues | \$ 8,489 | \$ 4,859 |
| Included in general and administrative expenses | 13,615 | 2,316 |
| | \$ 22,104 | \$ 7,175 |

Total future amortization expense for purchased intangible assets that have finite lives, based on our existing intangible assets and their current estimated useful lives as of January 31, 2012, is estimated as follows (in thousands):

| Fiscal Years Ending October 31: | Cost of Net Revenues | Operating Expenses | Total |
|---------------------------------|-------------------------|-----------------------|------------|
| Remainder of fiscal 2012 | \$ 31,082 | \$ 70,356 | \$ 101,438 |
| 2013 | 38,869 | 91,240 | 130,109 |
| 2014 | 38,013 | 90,652 | 128,665 |
| 2015 | 17,409 | 89,395 | 106,804 |
| 2016 | 10,031 | 84,515 | 94,546 |
| Thereafter | 1,632 | 246,468 | 248,100 |
| | \$ 137,036 | \$ 672,626 | \$ 809,662 |

Note 4. Balance Sheet and Statement of Income Details

Restricted Cash

The 2011 Credit Agreement required that we fund an escrow account to repay, at maturity, the principal and interest of our 1.375% Senior Convertible Notes due June 2012. As a result, \$279.2 million was deposited in the escrow account and reported as short-term Restricted cash and cash equivalents in our Condensed Consolidated Balance Sheets.

We had \$7.6 million and \$4.8 million of long-term restricted cash as of January 31, 2012 and October 31, 2011, respectively, consisting mainly of pledged deposits for bank guarantees to customers and borrowings, which was included in Other assets in the Condensed Consolidated Balance Sheets.

Inventories

Inventories consisted of the following (in thousands):

| | January 31, 2012 | October 31, 2011 |
|-------------------|---------------------|---------------------|
| Raw materials | \$ 43,244 | \$ 37,216 |
| Work-in-process | 456 | 859 |
| Finished goods | 127,714 | 106,241 |
| Total inventories | \$ 171,414 | \$ 144,316 |

Prepaid Expenses and Other Current Assets

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

| | January 31, 2012 | October 31, 2011 |
|--|---------------------|---------------------|
| Prepaid taxes | \$ 37,608 | \$ 18,490 |
| Other prepaid expenses | 37,958 | 34,111 |
| Assets held for sale | 4,148 | |
| Investments in equity securities and warrants | 5,988 | 6,132 |
| Receivables from sales of Hypercom divested businesses | 7,082 | 13,984 |
| Sales-type lease receivables | 4,547 | 3,340 |
| Other receivables | 6,707 | 9,696 |

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| | | |
|---|------------|-----------|
| Other current assets | 2,472 | 2,333 |
| Total prepaid expenses and other current assets | \$ 106,510 | \$ 88,086 |

Accrued Warranty

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

| | Three Months Ended January 31, 2012 | Year Ended October 31, 2011 |
|--|--|--|
| Balance at beginning of period | \$ 22,032 | \$ 12,747 |
| Warranty charged to cost of net revenues | 3,083 | 17,888 |
| Utilization of warranty accrual | (5,889) | (16,573) |
| Acquired warranty obligations | 348 | 7,139 |
| Change in estimates | (1,142) | 831 |
| | | |
| Balance at end of period | 18,432 | 22,032 |
| Less current portion | (17,055) | (20,358) |
| | | |
| Long-term portion | \$ 1,377 | \$ 1,674 |

Deferred Revenue, net

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

| | January 31, 2012 | October 31, 2011 |
|--------------------------|-----------------------------|-----------------------------|
| Deferred revenue | \$ 145,949 | \$ 113,154 |
| Deferred cost of revenue | (15,056) | (12,863) |
| | | |
| | 130,893 | 100,291 |
| Less current portion | (97,715) | (68,824) |
| | | |
| Long-term portion | \$ 33,178 | \$ 31,467 |

Other Current Liabilities

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

| | January 31, 2012 | October 31, 2011 |
|--|-----------------------------|-----------------------------|
| Accrued liabilities for contingencies | \$ 44,429 | \$ 30,561 |
| Deferred acquisition consideration payable - current portion | 27,974 | 5,681 |
| Restructuring liabilities - current portion | 2,192 | 5,137 |
| Unfavorable lease contracts accrual | 3,028 | 3,793 |
| Customer deposits | 4,468 | 4,501 |
| Other current liabilities | \$ 6,097 | \$ 7,726 |
| | | |
| Total other current liabilities | \$ 88,188 | \$ 57,399 |

Other Long-Term Liabilities

Other long-term liabilities consisted of the following (in thousands):

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| | January 31, 2012 | October 31, 2011 |
|--|-----------------------------|-----------------------------|
| Other tax liabilities | \$ 44,165 | \$ 51,918 |
| Retirement and pension obligations | 9,927 | 10,292 |
| Deferred acquisition consideration payable non-current portion | 7,976 | 5,125 |
| Accrued warranties | 1,377 | 1,674 |
| Other liabilities | 11,990 | 9,962 |
| Total other long-term liabilities | \$ 75,435 | \$ 78,971 |

Noncontrolling Interests in Subsidiaries

Changes in our Noncontrolling interest in subsidiaries are set forth below (in thousands):

| | January 31, 2012 | October 31, 2011 |
|--|---------------------|---------------------|
| Noncontrolling interests in subsidiaries at beginning of period | \$ 445 | \$ 572 |
| Additions due to acquisitions | 37,132 | |
| Distributions to owners | (135) | (418) |
| Net income attributable to noncontrolling interests in subsidiaries, net | 317 | 291 |
| Noncontrolling interests in subsidiaries at end of period | \$ 37,759 | \$ 445 |

Other Income (Expense), net

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

| | Three Months Ended January 31, | |
|---|-----------------------------------|----------|
| | 2012 | 2011 |
| Foreign currency exchange (losses), net | \$ (21,005) | \$ (259) |
| Gain on bargain purchase of a business, net | | 1,476 |
| Other income (expense), net | (193) | 434 |
| Total other income (expense), net | \$ (21,198) | \$ 1,651 |

We recorded a \$22.5 million foreign currency loss in the three months ended January 31, 2012 related to the difference between the forward rate on contracts purchased to lock in the U.S. dollar equivalent purchase price for our Point acquisition, and the actual rate on the date of derivative settlement. This loss was offset by a \$1.5 million gain on the currency we held from the date of the derivative settlement until the funds were transferred to purchase Point.

Note 5. Financings

Our financings as of January 31, 2012 and October 31, 2011 consisted of the following (in thousands):

| | January 31, 2012 | October 31, 2011 |
|-----------------------------------|---------------------|---------------------|
| 2011 Credit Agreement | | |
| Term A loan | \$ 918,500 | \$ |
| Term B loan | 231,500 | |
| Revolving loan | 210,000 | |
| 2006 Credit Agreement Term B loan | | 216,250 |
| Senior convertible notes | 271,080 | 266,981 |
| Point overdraft facility | 4,620 | |
| Other | 1,746 | 580 |
| Total borrowings | 1,637,446 | 483,811 |
| Short-term debt | (324,271) | (272,055) |
| Long-term debt | \$ 1,313,175 | \$ 211,756 |

2011 Credit Agreement

A syndicate of banks has committed to provide VeriFone, Inc., our main operating subsidiary, up to 1.5 billion, of which \$1.45 billion was funded at December 28, 2011 (the Effective Date), under the 2011 Credit Agreement. The loans, supplemented by our cash on hand, funded the acquisition of Point, repaid our existing Term B Loan and funded an escrow account to pay the interest and principal of the 1.375% Senior Convertible Notes due June 2012.

The key terms of the 2011 Credit Agreement are as follows:

The 2011 Credit Agreement is made up of a Term A loan, a Term B loan and a Revolving loan. The Term A loan is in the amount of \$918.5 million, the Term B loan is in the amount of \$231.5 million, and the Revolving loan is in the amount of \$350.0 million.

At VeriFone, Inc.'s option, the Term A loan, Term B loan and the Revolving loan bear interest at a Base Rate or Eurodollar Rate plus an applicable margin. Base Rate loans bear interest at a per annum rate equal to a margin over the greater of the Federal Funds rate plus 0.50% or the JP Morgan prime rate or the one-, two-, three- or six-month (or, in certain circumstances, nine-, twelve- or less than one month) LIBOR rate plus 1.00%. For the Base Rate Term A loan and Revolving loan, the margin varies between 1.00% to 2.00% depending upon our consolidated leverage ratio and is initially 1.75%. For the Base Rate Term B loan, the margin varies between 2.00% to 2.25% depending upon our consolidated leverage ratio and is initially 2.25% with a minimum LIBOR floor rate of 1.00%. Eurodollar Rate loans bear interest at a margin over the one-, two-, three- or six-month LIBOR rate. For the Eurodollar Term A Loan and Revolving loan, the margin varies between 2.00% to 3.00% depending upon our consolidated leverage ratio and is initially 2.75%. The margin for the Eurodollar Rate Term B loan varies between 3.00% to 3.25% depending upon our consolidated leverage ratio and is initially 3.25% with a minimum LIBOR floor rate of 1.00%.

The terms of the 2011 Credit Agreement require VeriFone, Inc. to comply with financial covenants from January 31, 2012. VeriFone, Inc. may not permit its total Leverage Ratio to exceed (i) 4.25 to 1.00, in the case of any fiscal quarter ending prior to November 1, 2012, (ii) 3.75 to 1.00 in the case of any fiscal quarter ending prior to November 1, 2013 and (iii) 3.50 to 1.00, in the case of any fiscal quarter ending thereafter. In addition, VeriFone, Inc. must maintain an interest coverage ratio of at least (i) 3.50 to 1.00, in the case of any fiscal quarter ending prior to November 1, 2012 and (ii) 4.00 to 1.00, in the case of any fiscal quarter ending thereafter. Noncompliance with any of the financial covenants without cure or waiver would constitute an event of default under the 2011 Credit Agreement. The 2011 Credit Agreement also contains customary events of default that include, among others, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, bankruptcy and insolvency events, material judgments, cross defaults to material indebtedness and events constituting a change of control. The occurrence of an event of default could result in the termination of commitments under the 2011 Credit Agreement, the declaration that all outstanding loans are immediately due and payable in whole or in part and the requirement of cash collateral deposits in respect of outstanding letters of credit.

The 2011 Credit Agreement contains certain representations and warranties, certain affirmative covenants, certain negative covenants, certain financial covenants and certain conditions that are customarily required for similar financings. These covenants include, among others:

A restriction on incurring additional indebtedness, subject to specified permitted debt;

A restriction on creating certain liens;

A restriction on mergers and consolidations, subject to specified exceptions;

A restriction on certain investments, subject to certain exceptions and a suspension if VeriFone, Inc. achieves certain credit ratings;
and

A restriction on entering into certain transactions with affiliates.

Pursuant to a Guaranty, dated as of December 28, 2011 (the "Guaranty"), among certain wholly-owned domestic subsidiaries of VeriFone, Inc. identified therein (the "Guarantors"), obligations under the 2011 Credit Agreement are guaranteed by the Guarantors. Pursuant to a Security Agreement and a Pledge Agreement, each dated as of December 28, 2011 (the "Collateral Agreements") among VeriFone, Inc. and the Guarantors on the one hand and JPMorgan, as collateral agent, on the other hand, obligations under the 2011 Credit Agreement, and the guarantees of such obligations are also secured by a first priority lien and security interest, subject to customary exceptions, in certain assets of VeriFone, Inc. and the Guarantors and equity interests owned by VeriFone, Inc. and the Guarantors in certain of their respective domestic and foreign subsidiaries (limited, in the case of foreign subsidiaries, to 65% of the voting stock of such subsidiaries). Certain equity interests owned by existing and subsequently acquired subsidiaries may also be pledged in the future. Other existing and subsequently acquired or newly-formed domestic subsidiaries of VeriFone, Inc. and the Guarantors, may become Guarantors in the future.

VeriFone, Inc. will pay an undrawn commitment fee ranging from 0.25% to 0.50% (depending on VeriFone, Inc.'s leverage ratio) on the unused portion of the Revolving loan. For letters of credit issued under the Revolving loan, VeriFone, Inc. will pay upon the aggregate face amount of each letter of credit a fronting fee to be agreed to the issuer of the letter of credit together with a fee on all outstanding letters of credit at a per annum rate equal to the margin then in effect with respect to LIBOR-based loans under the Revolving loan.

The outstanding principal balance of the Term A loan is required to be repaid in quarterly installments of the following percentages of the original balance outstanding under the Term A loan: 1.25% for each of the first eight calendar quarters after the Effective Date through the quarter ending December 31, 2013; 2.50% for each of the next eight calendar quarters through the quarter ending December 31, 2015 and 5.00% for each of the calendar quarters ending March 31, 2016, June 30, 2016 and September 30, 2016 with the balance being due at maturity on December 28, 2016. The outstanding principal balance of the Term B loan is required to be repaid in equal quarterly installments of 0.25% with the balance being due at maturity on December 28, 2018. The Revolving loan will terminate on December 28, 2016. Outstanding amounts may also be subject to mandatory prepayment with the proceeds of certain asset sales and debt issuances and, in the case of the Term B loan only, from a portion of annual excess cash flows (as determined under the 2011 Credit Agreement) depending on VeriFone Inc.'s leverage ratio.

On December 28, 2011, in connection with entering into the 2011 Credit Agreement, VeriFone, Inc. repaid in full all outstanding loans, together with interest and all other amounts due in connection with such repayment under the credit agreement entered into on October 31, 2006 totaling an aggregate of \$216.8 million, and terminated that agreement. No penalties were due in connection with such repayments.

In addition, the 2011 Credit Agreement required that we fund an escrow account to repay at maturity, or upon earlier conversion at the option of the holders thereof, our 1.375% Senior Convertible Notes. As a result, \$279.2 million, which includes interest payable at maturity, was deposited in the escrow account, which was reported as short-term Restricted Cash in our Condensed Consolidated Balance Sheets related to this escrow.

We incurred \$41.6 million of issuance costs in connection with the 2011 Credit Agreement. These costs were capitalized in Other assets on the Condensed Consolidated Balance Sheets, and the costs are being amortized to interest expense using the effective interest method over the term of the credit facilities, which is 5 or 7 years.

As of January 31, 2012:

The Term A and Revolving loan bore interest at 3.05% which was one month LIBOR plus 2.75% margin;

The Term B loan bore interest at 4.25% which was the higher of LIBOR or 1.00% plus 3.25% margin.

As of January 31, 2012 interest margins are 2.75% for the Term A loan and the Revolving loan, and 3.25% for the Term B loan.

We were in compliance with all financial covenants as of January 31, 2012.

1.375% Senior Convertible Notes

On June 22, 2007, we issued and sold \$316.2 million aggregate principal amount of 1.375% Senior Convertible Notes due in June 2012 (the Notes). The net proceeds from the offering, after deducting transaction costs, were approximately \$307.9 million. We 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 Notes are effectively subordinated to any secured indebtedness to the extent of the value of the related collateral and structurally subordinated to indebtedness and other liabilities of our subsidiaries including any secured indebtedness of such subsidiaries.

Each \$1,000 of principal of the Notes is initially convertible into 22.719 shares of our common stock, which is equivalent to a conversion price of approximately \$44.02 per share, subject to adjustment upon the occurrence of specified events. Upon conversion, we would pay the holder an amount in cash to the principal amount of the Notes. The value of the applicable number of shares of our common stock that are issuable on conversion of the Notes, if any, that exceeds the principal amount will be paid in shares of stock.

Holders of the Notes may convert their Notes prior to maturity during specific periods upon certain events described in Note 5. *Financings* of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2011. As of January 31, 2012, none of these conditions had been met. If a fundamental change, as defined in the indenture, occurs prior to the maturity date, holders of the Notes may require us 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) up to, but excluding, the repurchase date.

As of January 31, 2012, our stock price was less than the conversion price of \$44.02, hence the if-converted value of the Notes did not exceed the principal amount.

We pay 1.375% interest per annum on the principal amount of the Notes, semi-annually in arrears on June 15 and December 15 of each year, subject to increase in certain circumstances.

We separately account for the liability and equity components of the Notes. The principal amount of the liability components of the Notes was \$236.0 million as of date of issuance, which was recognized at the present value of its cash flows using a discount rate of 7.6%, our approximate borrowing rate at the date of the issuance for a similar debt instrument without the conversion feature. The carrying value of the equity component was \$80.2 million.

Through January 31, 2012, we had repurchased and extinguished \$38.9 million in aggregate principal amount of our outstanding Notes. As of January 31, 2012, the remaining principal amount of the outstanding Notes was \$277.3 million.

The following table presents the carrying value of the Notes (in thousands):

| | January 31, 2012 | October 31, 2011 |
|---|---------------------|---------------------|
| Accounting amount of the equity component | \$ 77,903 | \$ 77,903 |
| Principal amount of the Notes | \$ 277,250 | \$ 277,250 |
| Unamortized debt discount (1) | (6,170) | (10,269) |
| Net carrying amount | \$ 271,080 | \$ 266,981 |

(1) As of January 31, 2012, the remaining period over which the unamortized debt discount will be amortized is 5 months.

A summary of interest expense and interest rate on the liability component related to the Notes for the three months ended January 31, 2012 and 2011 is as follows (in thousands, except percentages):

| | Three Months Ended January 31, | |
|---|-----------------------------------|----------|
| | 2012 | 2011 |
| Interest rate on the liability component | 7.6% | 7.6% |
| Interest expense related to contractual interest coupon | \$ 961 | \$ 953 |
| Interest expense related to amortization of debt discount | 4,099 | 3,805 |
| Total interest expense recognized | \$ 5,060 | \$ 4,758 |

In connection with the offering of the Notes, we entered into note hedge transactions with affiliates of the initial purchasers (the counterparties), consisting of Lehman Brothers OTC Derivatives (Lehman Derivatives) and JPMorgan Chase Bank, National Association, London Branch. These note hedge transactions serve to reduce the potential dilution upon conversion of the outstanding Notes in the event that the volume weighted average price of our common stock on each trading day of the relevant conversion period or other relevant valuation period for the Notes is greater than \$44.02 per share. We terminated the note hedge transaction with Lehman Derivatives during June 2011. The remaining note hedge transactions, which reduce the potential dilution by one half upon conversion of the outstanding Notes in the event certain conditions are met, are set to expire on the earlier of the last day on which any Notes remain outstanding and June 14, 2012.

In addition, we sold warrants to the counterparties whereby they have the option to purchase up to approximately 7.2 million shares of our common stock at a price of \$62.356 per share. The warrants expire in equal amounts on each trading day from December 19, 2013 to February 3, 2014.

The cost incurred in connection with the note hedge transactions and the proceeds from the sale of the warrants are included as a net reduction in Additional paid-in capital in the accompanying Condensed Consolidated Balance Sheets as of January 31, 2012 and October 31, 2011.

Point Overdraft Facility

The 51% majority owned subsidiary of Point, Babs Paylink AB, has an unsecured overdraft facility with Swedbank, the 49% shareholder of Babs Paylink AB that terminates in December 2012. The overdraft facility limit is Swedish Kroner (SEK) 60.0 million (approximately \$8.9 million). The interest rate is the bank's published rate plus a margin of 2.55%. At January 31, 2012, the interest rate was 4.67%. There is a 0.25% commitment fee payable annually in advance, and the overdraft facility is renewable annually on December 31. As of January 31, 2012, SEK 31.1 million (approximately \$4.6 million) was outstanding and SEK 28.9 million (approximately \$4.3 million) was available.

Principal Payments

Principal payments due for financings over the next five years are as follows (in thousands):

| Fiscal Years Ending October 31: | |
|--|---------------------|
| 2012 (Remainder of the fiscal year) | \$ 313,485 |
| 2013 | 53,333 |
| 2014 | 82,710 |
| 2015 | 94,182 |
| 2016 | 163,071 |
| Thereafter | 936,835 |
| | \$ 1,643,616 |

Note 6. Fair Value Measurements

For assets and liabilities measured at fair value such amounts are based on an expected exit price, representing the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level. The following are the hierarchical levels of inputs to measure fair value:

- Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 - Observable inputs that reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Unobservable inputs reflecting our own assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

Assets Measured and Recorded at Fair Value on a Recurring Basis

There have been no transfers between fair value measurement levels during the three months ended January 31, 2012. The following table presents our assets and liabilities that were measured at fair value on a recurring basis as of January 31, 2012 and October 31, 2011, classified by the level within the fair value hierarchy (in thousands):

| | January 31, 2012 | | | |
|---|------------------|--|---|---|
| | Carrying Value | Quoted Price in Active Market for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets | | | | |
| Money market funds (1) | \$ 58,571 | \$ 58,571 | \$ | \$ |
| Marketable equity investment (2) | 5,350 | 5,350 | | |
| Israeli severance funds (3) | 2,004 | | 2,004 | |
| Equity warrants (4) | 633 | | 633 | |
| Foreign exchange forward contracts (5) | 1 | | 1 | |
| Assets held for sale (6) | 4,148 | | 4,148 | |
| Total assets measured and recorded at fair value | \$ 70,707 | \$ 63,921 | \$ 6,786 | \$ |
| Liabilities | | | | |
| Acquisition related earn-out payables (7) | \$ 25,826 | \$ | \$ | \$ 25,826 |
| Foreign exchange forward contracts (5) | 415 | | 415 | |
| Total liabilities measured and recorded at fair value | \$ 26,241 | \$ | \$ 415 | \$ 25,826 |
| | | | | |
| | October 31, 2011 | | | |
| | Carrying Value | Quoted Price in Active Market for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets | | | | |
| Money market funds (1) | \$ 186,530 | \$ 186,530 | \$ | \$ |
| Marketable equity investment (2) | 5,450 | 5,450 | | |
| Israeli severance funds (3) | 2,097 | | 2,097 | |
| Equity warrants (4) | 682 | | 682 | |
| Foreign exchange forward contracts (5) | 58 | | 58 | |
| Total assets measured and recorded at fair value | \$ 194,817 | \$ 191,980 | \$ 2,837 | \$ |
| Liabilities | | | | |
| Acquisition related earn-out payables (7) | \$ 6,728 | \$ | \$ | \$ 6,728 |
| Foreign exchange forward contracts (5) | 314 | | 314 | |
| Total liabilities measured and recorded at fair value | \$ 7,042 | \$ | \$ 314 | \$ 6,728 |

Explanatory footnotes:

1. Money market funds are classified as Level 1 because the funds are valued using quoted market prices.
2. The marketable equity investment is classified as Level 1 because it is valued using quoted market prices.
3. The Israeli severance funds are classified as Level 2 because there are no quoted market prices, but the fund managers provide a daily redemption value for each of the investments that make up the funds.

4. The equity warrants are classified as Level 2 because they are valued using the Black-Scholes valuation model considering quoted market prices for the underlying shares, the Treasury risk free interest rate, historic volatility and the remaining contractual term of the warrant.
5. The foreign exchange forward contracts are classified as Level 2 because they are valued using quoted market prices and other observable data for similar instruments in an active market.
6. Assets held for sale are classified as Level 2 because they are measured at fair value, using inputs consisting of recent offers made by third parties to purchase the properties. Assets held for sale were included in Prepaid expenses and other current assets.
7. The acquisition related earn-out payables are classified as Level 3 because we use a probability-weighted expected payout model to determine the expected payout and an appropriate discount rate to calculate the fair value. The key assumptions in applying the approach are the internally forecasted sales and contributions for the acquired businesses, the probability of achieving the sales and contribution targets and an appropriate discount rate.

Fair Value of Acquisition-Related Earn-out Payables

The following table presents a reconciliation for our earn-out payables measured and recorded at fair value on a recurring basis, using significant unobservable inputs (Level 3) for the three months ended January 31, 2012 (in thousands):

| | Three Months Ended January 31, 2012 |
|--|--|
| Balance at October 31, 2011 | \$ 6,728 |
| Increase due to business acquisitions | 21,657 |
| Other, including the impact of fluctuations in foreign currency exchange rates | 370 |
| Earn-out paid | (2,929) |
| Balance at January 31, 2012 | \$ 25,826 |

Fair Value of Other Financial Instruments

Other financial instruments consist principally of cash, accounts receivable, accounts payable and long-term debt. The estimated fair value of cash, accounts receivable, and accounts payable approximates their carrying value. The estimated fair value of long-term debt related to the Term A, Term B and revolving loan approximates the carrying value since the rate of interest on the long-term debt adjusts to market rates on a periodic basis. The fair value of the Notes, using level one inputs of the closing trading price as of January 31, 2012 and October 31, 2011 was \$295.6 million and \$304.6 million, respectively.

Note 7. Investment in Equity Securities

On February 9, 2010, we invested in Trunkbow International Holdings Ltd. (Trunkbow), a Jinan, People's Republic of China-based mobile payments and value-added service applications company. We paid \$5.0 million for 2.5 million shares of common stock and warrants to purchase 500,000 shares of common stock. The warrants have a strike price of \$2.00 per share and are exercisable anytime up to 5 years from the closing date. The investment was originally accounted for using the cost-method and reflected in Other assets in our Condensed Consolidated Balance Sheets. The allocated costs of the shares and warrants were approximately \$4.7 million and \$0.3 million, respectively.

On February 3, 2011, Trunkbow's shares began trading on the NASDAQ Global Market. As a result, our investment in Trunkbow shares became marketable, and we reclassified this investment as available-for-sale. Accordingly, our investment in the Trunkbow shares is recorded at fair value which is the quoted market price of the shares. Any unrealized gains on the shares are included in Accumulated other comprehensive income, a component of Stockholders' equity. Realized gains (losses) on the sale of available-for-sale securities, which will be calculated based on the specific identification method, and declines in value below cost judged to be other-than-temporary, if any, will be recorded in Other income (expense), net as incurred.

Trunkbow Shares: The fair value of our Trunkbow shares as of January 31, 2012 and October 31, 2011 was estimated at \$5.4 million and \$5.5 million, respectively. The net unrealized gain as of January 31, 2012 was \$0.6 million. We recorded an unrealized loss in Accumulated other comprehensive income of \$0.1 million during the three months ended January 31, 2012.

Trunkbow Warrants: The Trunkbow warrants are derivatives. Accordingly, the warrants are recorded at fair value. We estimated the fair value of the warrants using the Black-Scholes valuation model. The changes in fair value are recorded as Other income (expense), net, in our Condensed Consolidated Statements of Operations. The fair value of our Trunkbow warrants as of January 31, 2012 and October 31, 2011 was estimated at \$0.6 million and \$0.7 million, respectively. We reflected a 0.1 million mark-to-market loss in Other income (expense), net in our Condensed Consolidated Statements of Operations for the three months ended January 31, 2012.

Note 8. Derivative Financial Instruments

We use derivative financial instruments primarily to manage exposures to foreign currency exchange rate risks. Our primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. Our derivatives expose us to credit risk to the extent that the counterparties may be unable to meet the terms of the agreement. However, we do seek to mitigate such risks by limiting our counterparties to major financial institutions. We do not expect losses as a result of defaults by counterparties. We do not use derivative financial instruments for speculative or trading purposes, nor do we hold or issue leveraged derivative financial instruments.

We hold warrants to purchase equity securities of a publicly-traded company. These warrants are derivative financial instruments, and are included in Prepaid expenses and other current assets in our Condensed Consolidated Balance Sheets. Accordingly, gains or losses resulting from changes in the fair value are recorded as Other income (expense), net, in the Condensed Consolidated Statements of Income.

The fair value of the outstanding derivative instruments as of January 31, 2012 and October 31, 2011 is as follows (in thousands):

| | Balance Sheet Location | As of January 31, 2012 | As of October 31, 2011 |
|--|---|------------------------------|------------------------------|
| Derivative Assets | | | |
| Derivatives not designated as hedging instruments: | | | |
| Foreign exchange forward contracts | Prepaid expenses and other current assets | \$ 1 | \$ 58 |
| Equity warrants | Prepaid expenses and other current assets | 633 | 682 |
| Total | | \$ 634 | \$ 740 |
| Derivative Liabilities | | | |
| Derivatives not designated as hedging instruments: | | | |
| Foreign exchange forward contracts | Other current liabilities | \$ 415 | \$ 314 |
| Total | | \$ 415 | \$ 314 |

Foreign Currency Exchange Risk

Foreign exchange forward contracts, both designated and not designated as hedging instruments pursuant to *ASC 815 Derivatives and Hedging*, are recognized either as assets or liabilities on the Condensed Consolidated Balance Sheets at fair value at the end of each reporting period. We have not entered into any derivative financial instruments which qualify as hedging instruments since November 1, 2009.

Derivatives Not Designated as Hedging Instruments

We primarily utilize foreign exchange forward contracts to offset the risks associated with certain foreign currency balance sheet exposures. Under this program, foreign exchange forward contracts are arranged and maintained so as to yield gains or losses to offset changes in foreign currency denominated assets or liabilities due to movements in foreign exchange rates, thus mitigating the volatility associated with foreign currency transaction gains or losses. Our foreign currency exposures are predominantly intercompany receivables and payables arising from product sales from one of our entities to another. Foreign exchange forward contracts generally settle within 90 days. We do not use these foreign exchange forward contracts for trading purposes.

Gains or losses resulting from changes in the fair value of these foreign exchange forward contracts are recorded as Other income (expense), net, in the Condensed Consolidated Statements of Operations.

As of January 31, 2012, the notional amounts of the forward contracts we held to purchase U.S. dollars in exchange for other major international currencies were \$166.6 million. As of October 31, 2011, the notional amount of the forward contracts we held to purchase U.S. dollars in exchange for other major international currencies was \$87.3 million.

We recorded a \$21.0 million million net loss and a \$0.5 million net gain on foreign exchange contracts in the three months ended January 31, 2012 and 2011, respectively, for derivative instruments not designated as hedging instruments. Of the \$21.0 million, \$22.5 million represents the difference between the forward rate and the actual rate on the date of settlement of foreign exchange forward contracts entered into during the quarter ended January 31, 2012 to lock in the U.S. dollar equivalent purchase price for our Point acquisition. These gains (losses) are included in Other income (expense), net in our Condensed Consolidated Statements of Income.

Note 9. Other Comprehensive Income

The components of Accumulated other comprehensive gain or loss, net of tax were as follows (in thousands):

| | Three Months Ended January 31, | |
|--|---|------------------|
| | 2012 | 2011 |
| Net income (loss) attributable to VeriFone Systems, Inc. stockholders | \$ (2,773) | \$ 31,955 |
| Other comprehensive income (loss): | | |
| Foreign currency translation adjustments, net of tax | 7,100 | 2,038 |
| Unrealized gain (loss) on marketable equity investment, net of tax | (100) | |
| Other comprehensive income (loss) attributable to VeriFone Systems, Inc. stockholders | \$ 4,227 | \$ 33,993 |

Note 10. Income Taxes

We recorded income tax benefits of \$9.8 million and \$2.5 million for the three months ended January 31, 2012 and 2011, respectively. The effective tax rates for the three months ended January 31, 2012 and 2011 are lower than the U.S. statutory tax rate due to earnings in countries where we are taxed at lower rates compared to the U.S. federal and state statutory rates and reversal of uncertain tax position liabilities as statutes of limitations expired. The income tax benefit for the three months ended January 31, 2012 includes the discrete tax benefit of \$8.5 million related to the foreign exchange loss on futures contracts which was incurred during the quarter.

During the three months ended January 31, 2012, the Company entered into a formal settlement with the Israeli tax authorities for the calendar year 2006 audit and, accordingly, has released \$2.6 million of excess accrued tax liabilities associated with this audit.

As of January 31, 2012, we remain in a net deferred tax asset position. The realization of our deferred tax assets depends primarily on our ability to generate sufficient U.S. and foreign taxable income in future periods. The amount of deferred tax assets considered realizable may increase or decrease in subsequent quarters as we reevaluate the underlying basis for our estimates of future domestic and certain foreign taxable income.

We have recorded our uncertain tax position liability as a long-term liability as we do not expect significant payments to occur over the next twelve months. The amount of unrecognized tax positions could be reduced upon closure of tax examinations or if the statute of limitations on certain tax filings expire without assessment from the tax authorities. We believe that it is reasonably possible that there could be a reduction in unrecognized tax benefits due to statute of limitation expirations in multiple tax jurisdictions during the next twelve months of approximately \$1.7 million. Interest and penalties accrued on these uncertain tax positions will also be released upon the expiration of statutes of limitations.

Note 11. Stock-based Compensation

We grant stock awards, including stock options, restricted stock units (RSUs) and restricted stock awards (RSAs) pursuant to stockholder approved equity incentive plans. These equity incentive plans are described in further detail in Note 12. *Stockholders' Equity* of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2011. All stock awards granted during the three months ended January 31, 2012 were granted under the 2006 Equity Incentive Plan, as amended.

Valuation Assumptions

The grant-date fair value of RSUs is equal to the market value of our common stock on the date of grant. The grant-date fair value of stock options is estimated using the Black-Scholes valuation model. We used the following weighted-average assumptions for the three months ended January 31, 2012 and 2011:

| | Three Months Ended | |
|---|---------------------------|-------------|
| | January 31, | |
| | 2012 | 2011 |
| Expected term of the options (in years) | 3.6 | 4.0 |
| Risk-free interest rate | 0.7% | 1.5% |
| Expected stock price volatility | 67.4% | 73.3% |
| Expected dividend rate | 0.0% | 0.0% |

Stock-based Compensation Expense

The following table presents the stock-based compensation expense recognized during the three months ended January 31, 2012 and 2011 (in thousands):

| | Three Months Ended | |
|---------------------------------------|---------------------------|-----------------|
| | January 31, | |
| | 2012 | 2011 |
| Cost of net revenues | \$ 479 | \$ 397 |
| Research and development | 1,253 | 875 |
| Sales and marketing | 4,262 | 3,030 |
| General and administrative | 4,710 | 3,137 |
| Total stock-based compensation | \$ 10,704 | \$ 7,439 |

As of January 31, 2012, total unrecognized compensation expense adjusted for estimated forfeitures related to unvested stock options, and RSUs and RSAs was \$49.2 million and \$20.5 million, respectively, which is expected to be recognized over the remaining weighted-average vesting periods of 2.1 years for stock options and 2.3 years for RSUs and RSAs.

Stock Option Activity

The following table provides a summary of stock option activity under our equity incentive plans for the three months ended January 31, 2012:

| | Number of Shares (in thousands) | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value (in thousands) |
|--|--|--|---|---|
| Balance at October 31, 2011 | 8,201 | \$ 18.38 | | |
| Granted | 1,126 | \$ 36.49 | | |
| Exercised | (533) | \$ 16.53 | | |
| Canceled | (94) | \$ 18.88 | | |
| Expired | (7) | \$ 34.07 | | |
| Balance at January 31, 2012 | 8,693 | \$ 20.83 | 4.8 | \$ 192,169 |
| Vested or expected to vest at January 31, 2012 | 8,250 | \$ 20.15 | 4.7 | \$ 187,811 |
| Exercisable at January 31, 2012 | 3,437 | \$ 14.98 | 3.8 | \$ 95,402 |

The total proceeds received as a result of stock option exercises under all plans for each of the three months ended January 31, 2012 and 2011 were \$8.8 million and \$16.7 million, respectively. We recognized \$0.1 million of tax benefits in the three months ended January 31, 2012. We did not recognize any tax benefits in connection with the exercises during the three months ended January 31, 2011.

The weighted average fair value per share of options granted during the three months ended January 31, 2012 and 2011 was \$17.65 and \$21.88, respectively. The total intrinsic value of options exercised was \$13.0 million and \$33.3 million during the three months ended January 31, 2012 and 2011, respectively.

Restricted Stock Units and Restricted Stock Awards

The following table summarizes RSU and RSA activity for the three months ended January 31, 2012:

| | Shares (in thousands) | Aggregate Intrinsic Value (in thousands) |
|---|--------------------------|---|
| Outstanding at October 31, 2011 | 1,398 | |
| Granted | 156 | |
| Vested | (202) | |
| Outstanding at January 31, 2012 | 1,352 | \$ 57,730 |
| Vested and expected to vest at January 31, 2012 | 1,122 | \$ 47,909 |
| Ending exercisable (vested and deferred) | 532 | \$ 22,716 |

The weighted average grant date fair value per share of RSUs granted during the three months ended January 31, 2012 and 2011 was \$38.54 and \$39.74, respectively. The total fair value of RSUs that vested in the three months ended January 31, 2012 and 2011 was \$7.4 million and \$6.2 million, respectively. All RSAs were granted on April 1, 2010 with a grant date fair value of \$20.35.

Note 12. Net Income (Loss) Per Common Share

Basic net income (loss) per share of common stock is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding for the period. Diluted net income (loss) per share of common stock is computed using the weighted average number of shares of common stock outstanding plus the effect of common stock equivalents, unless the common stock equivalents are anti-dilutive. The potential dilutive shares of our common stock resulting from the assumed exercise of outstanding stock options and equivalents and the assumed exercise of the warrants relating to the convertible senior notes are determined using the treasury stock method. Under the treasury stock method, an increase in the fair market value of our common stock can result in a greater number of dilutive securities.

The following details the computation of net income (loss) per common share (in thousands, except per share data):

| | Three Months Ended January 31, | |
|--|-----------------------------------|-----------|
| | 2012 | 2011 |
| Basic and diluted net income (loss) per share attributable to VeriFone Systems, Inc. stockholders: | | |
| Numerator: | | |
| Net income (loss) attributable to VeriFone Systems, Inc. stockholders | \$ (2,773) | \$ 31,955 |
| Denominator: | | |
| Weighted average shares attributable to VeriFone Systems, Inc. stockholders basic | 105,833 | 87,090 |
| Weighted average effect of dilutive securities: | | |
| Stock options, RSUs and RSAs | | 4,231 |
| Weighted average shares attributable to VeriFone Systems, Inc. stockholders diluted | 105,833 | 91,321 |
| Net income (loss) attributable to VeriFone Systems, Inc. stockholders: | | |
| Basic | \$ (0.03) | \$ 0.37 |
| Diluted | \$ (0.03) | \$ 0.35 |

For the three months ended January 31, 2012 and 2011, options and stock awards to purchase 10.0 million and 0.9 million shares of common stock, respectively, were excluded from the calculation of earnings per share as they were anti-dilutive. These awards could be included in future calculations if the market value of the common shares increases or we no longer incur net losses.

The Notes are considered to be Instrument C securities, and therefore, only the conversion spread relating to the Notes is included in our diluted earnings per share calculation, if dilutive. Under such method, the settlement of the conversion spread of the Notes has a dilutive effect when the average share price of our common stock during any quarter in the fiscal years exceeds \$44.02. The average share price of our common stock for the three months ended January 31, 2012 and 2011 did not exceed \$44.02; therefore, the effect of the Notes was anti-dilutive for those periods.

Warrants to purchase 7.2 million shares of our common stock were outstanding at January 31, 2012 and October 31, 2011 but were not included in the computation of diluted earnings per share because the warrants' exercise price of \$62.356 was greater than the average share price of our common stock during the three months ended January 31, 2012 and 2011; therefore, the warrants were anti-dilutive for those periods.

Note 13. Commitments and Contingencies

Commitments

Manufacturing Agreements

We work on a purchase order basis with our primary electronic manufacturing services providers, which are located in China, Singapore, Malaysia, Brazil, Germany, Romania, and Israel, and component suppliers located throughout the world to supply nearly all of our finished goods inventories, spare parts, and accessories. We generally provide each such supplier with a purchase order to cover the manufacturing requirements, which constitutes a binding commitment by us to purchase materials and finished goods produced by the manufacturer as specified in the purchase order. Most of these purchase orders are considered to be non-cancelable and are expected to be paid within one year of the issuance date. As of January 31, 2012, the amount of purchase commitments issued to contract manufacturers and component suppliers totaled approximately \$141.5 million. Of this amount, \$15.7 million has been recorded in Accrued Expenses in the accompanying Condensed Consolidated Balance Sheets because these commitments are not expected to have future value to us.

We utilize a limited number of third parties to manufacture our products and rely upon these contract manufacturers to produce and deliver products to our customers on a timely basis and at an acceptable cost. Furthermore, a majority of our manufacturing activities are concentrated in China. As a result, disruptions to the business or operations of the contract manufacturers or to their ability to produce the required products in a timely manner, and particularly disruptions to these manufacturing facilities located in China, could significantly impact our business and operations. In addition, a number of components that are necessary to manufacture and assemble our systems are specifically customized for use in our products and are obtained from sole source suppliers on a purchase order basis. Because of the customized nature of these components and the limited number of available suppliers, if we were to experience a supply disruption, it would be difficult and costly to find alternative sources in a timely manner.

Employee Health and Dental Costs

We are primarily self-insured for employee health and dental costs, but have stop-loss insurance coverage to limit per-incident liability. We believe 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.

Contingencies

Accrued Warranty

We provide reserves for the estimated costs of product warranty obligations based on a number of factors including the size of the installed base of products subject to warranty protection, historical and projected warranty claim rates, historical and projected costs associated with claims, and knowledge of specific product failures that are outside of our typical experience. We assess the adequacy of our recorded warranty liabilities and adjust the amounts as necessary based on our actual experience and any changes in future estimates. As of January 31, 2012 and October 31, 2011, our warranty accrual included product specific warranty accruals of approximately \$5.7 million and \$7.9 million, respectively, related to specific issues with our products. The amount accrued represents our best estimate of the costs expected to be incurred based on currently available information. We may incur additional warranty expense related to these products in future periods.

Brazilian State Tax Assessments

State Value Added Tax

The Brazilian subsidiary we acquired as part of our acquisition of Hypercom in August 2011 received an unfavorable administrative decision on a tax enforcement action against it filed by the São Paulo State Revenue Department for collection of state sales taxes related to purported sales of software for the 1998 and 1999 tax years. In 2004 an appeal against this unfavorable administrative decision was filed in a judicial proceeding. The first level decision in the judicial proceeding was issued in our favor. The São Paulo State Revenue Department has filed an appeal of this decision and the proceeding is now pending second level decision. Based on our current understanding of the underlying facts of this matter, we believe it is reasonably possible that we may receive an unfavorable decision in this proceeding. The tax assessment including estimated interest through January 31, 2012 for this matter totals approximately 6.8 million Brazilian reais (approximately \$3.9 million). As of January 31, 2012, we have not accrued for this matter.

Importation of Goods Assessments

Two of our Brazilian subsidiaries that were acquired as a part of the November 2006 Lipman Electronic Engineering Ltd (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, the City of São Paulo, and the City of Itajai. In each of these cases, 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 \$2.7 million) to 1.5 million Brazilian reais (approximately \$0.8 million) on a first level administrative decision on January 26, 2007. Both the tax authorities and the Company filed appeals of the first level administrative decision. 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. On June 30, 2010, the Taxpayers Administrative Council of Tax Appeals decided to reinstate the original claim amount of 4.7 million Brazilian reais (approximately \$2.7 million) against us. A formal ruling on the decision of the Administrative Council has not yet been issued. In addition, the federal attorney in this proceeding has filed a motion to clarify, which is also pending a decision. Once a formal ruling is issued by the Administrative Council, 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. At January 31, 2012, we have accrued 4.7 million Brazilian reais (approximately \$2.7 million) for this matter, plus interest.

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 \$11.6 million) as imposed. On August 10, 2007, we appealed the first administrative level decision to the Taxpayers Council. A hearing was held on August 12, 2008 before the Taxpayers Council, and on October 14, 2008, the Taxpayers Council granted our appeal and dismissed the São Paulo assessment based upon the assessment being erroneously calculated on the value of the sale of the products in question to end customers in the local market rather than on the declared importation value of such products. We were subsequently notified of the Taxpayers Council's decision and the case was dismissed on May 19, 2009. In August 2009, the Brazilian tax authorities requested additional materials from us. In October 2009, we received a revised assessment in this matter of 1.9 million Brazilian reais (approximately \$1.1 million). On May 20, 2010, we were notified of a first level decision canceling the revised tax assessment. This decision is currently pending second level review. At January 31, 2012, we have accrued 1.6 million Brazilian reais (approximately \$0.9 million) for this matter.

On January 18, 2008, we were 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) as imposed, excluding interest. On May 27, 2008, we appealed the first level administrative level decision to the Taxpayers Council. This matter is currently pending second level decision. 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. Accordingly, at January 31, 2012, we have accrued 2.0 million Brazilian reais (approximately \$1.1 million) for this matter, plus interest.

Municipality Tax on Services Assessment

In December 2009, one of the Brazilian subsidiaries that was acquired as part of the Lipman acquisition was notified of a tax assessment regarding alleged nonpayment of tax on services rendered for the period from September 2004 to December 2004. This assessment was issued by the municipality of São Paulo (the municipality), and asserts a services tax deficiency and related penalties totaling 0.9 million Brazilian reais (approximately \$0.5 million) excluding interest. The municipality claims that the Brazilian subsidiary rendered certain services within the municipality of São Paulo but simulated that those services were rendered in another city. At the end of December 2010 the municipality issued further tax assessments alleging the same claims for 2005 through June 2007. These additional subsequent claims assert services tax deficiencies and related penalties totaling 5.9 million Brazilian reais (approximately \$3.4 million) excluding interest. In January 2010, we presented our administrative defense to the initial claim issued by the municipality and in January 2011, we presented our administrative defense to the subsequently issued claims. On August 12, 2011, we were notified of a first administrative level decision maintaining all of the services tax assessments asserted by the municipality. On August 20, 2011, we filed our appeal of the decision and the proceeding is now pending the second administrative level decision. At January 31, 2012, we have accrued for these alleged tax deficiencies plus estimated interest.

The Brazilian subsidiary we acquired as part of our acquisition of Hypercom in August 2011 received an unfavorable administrative decision on a tax enforcement action against it filed by the municipality of Curitiba for collection of alleged services tax deficiency. An appeal against this unfavorable administrative decision was filed in a judicial proceeding and currently the case is pending the municipality of Curitiba's compliance with the writ of summons. The underlying assessment including estimated interest as of January 31, 2012 is approximately 5.6 million Brazilian reais (approximately \$3.2 million). Based on our current understanding of the underlying facts of this matter, we believe it is reasonably possible that we may receive an unfavorable decision in this proceeding. As of January 31, 2012, we have not accrued for this matter.

Patent Infringement and Commercial Litigation

Cardsoft, Inc. et al v. VeriFone Holdings, Inc., VeriFone, Inc., Hypercom Corporation, et al.

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 us and Hypercom Corporation among others, alleging infringement of U.S. Patents No. 6,934,945 and No. 7,302,683 purportedly owned by Cardsoft. Cardsoft is seeking a judgment of infringement, and an injunction against further infringement, damages, interest and attorneys' fees. The Markman hearing was held August 8, 2011. We have filed motions for summary judgment on the claims, as has Cardsoft. The trial for this action is currently set for June 2012. We intend to vigorously defend the claims filed against us, including the claims made against Hypercom, in this litigation. At this stage of the proceedings it is not possible to quantify the extent of our potential liability, if any, related to this action. If there is an unfavorable outcome on the claims made against Hypercom, we would be liable for any damages attributed to Hypercom sales in the U.S. prior to its divestiture of the U.S. business. An unfavorable outcome, whether on the claims against the VeriFone entities or the Hypercom entity, could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Class Action and Derivative Lawsuits

On or after December 4, 2007, several securities class action claims were filed against us and certain of our officers, former officers, and a former director. These lawsuits were 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 August 22, 2008, the court appointed plaintiff National Elevator Fund lead plaintiff and its attorneys lead counsel. Plaintiff filed its consolidated amended class action complaint on October 31, 2008, which asserts claims under the Securities Exchange Act Sections 10(b), 20(a), and 20A and Securities and Exchange Commission Rule 10b-5 for securities fraud and control person liability against us and certain of our current and former officers and directors, based on allegations that we and the individual defendants made false or misleading public statements regarding our business and operations during the putative class periods and seeks unspecified monetary damages and other relief. We filed our motion to dismiss on December 31, 2008. The court granted our motion on May 26, 2009 and dismissed the consolidated amended class action complaint with leave to amend within 30 days of the ruling. The proceedings were stayed pending a mediation held in October 2009 at which time the parties failed to reach a mutually agreeable settlement. Plaintiffs' first amended complaint was filed on December 3, 2009 followed by a second amended complaint filed on January 19, 2010. We filed a motion to dismiss the second amended complaint and the hearing on our motion was held on May 17, 2010. In July 2010, prior to any court ruling on our motion, plaintiffs filed a motion for leave to file a third amended complaint on the basis that they have newly discovered evidence. Pursuant to a briefing schedule issued by the court we submitted our motion to dismiss the third amended complaint and plaintiffs filed their opposition, following which the court took the matter under submission without further hearing. On March 8, 2011, the court ruled in our favor and dismissed the consolidated securities class action without leave to amend. On April 5, 2011, lead plaintiff filed its notice of appeal of the district court's ruling to the U.S. Court of Appeals for the Ninth Circuit. On June 24 and June 27, 2011, lead plaintiff dismissed its appeal as against defendants Paul Periolat, William Atkinson, and Craig Bondy. Lead plaintiff filed its opening brief on appeal on July 28, 2011. We filed our answering brief on September 28, 2011 and lead plaintiff filed its reply brief on October 31, 2011. This appeal has been scheduled for hearing of oral arguments before a judicial panel of the Ninth Circuit on May 17, 2012. At this time, we have not recorded any liabilities related to this action as we are unable to determine the outcome or estimate the potential liability.

Beginning on December 13, 2007, several actions were also filed against certain current and former directors and officers derivatively on our behalf. 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 MHP, 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). On May 15, 2008, the court in the federal derivative action appointed Charles R. King as lead plaintiff and his attorneys as lead counsel. On October 31, 2008, plaintiffs in the federal action filed their consolidated amended derivative complaint, which names us as a nominal defendant and brings claims for insider selling, breach of fiduciary duty, unjust enrichment, waste of corporate assets and aiding and abetting breach of fiduciary duty against us and certain of our current and former officers and directors. On December 15, 2008, we and the other defendants filed a motion to dismiss. The parties agreed by stipulation that briefing on this motion would relate only to the issue of plaintiffs' failure to make a pre-suit demand on our Board of Directors. The court granted our motion on May 26, 2009 and dismissed the consolidated amended derivative complaint with leave to amend within 30 days of the ruling. The proceedings were stayed pending a mediation held in October 2009 at which time the parties failed to reach a mutually agreeable settlement. Plaintiffs' second amended complaint was filed on December 10, 2009. We filed our motion to dismiss the second amended complaint on January 25, 2010 and a hearing on our motion to dismiss was held on May 17, 2010. On August 25, 2010, the federal district court ruled in our favor and dismissed plaintiffs' second amended derivative complaint without leave to amend. The plaintiffs appealed the District Court's judgment to the U.S. Court of Appeal for the Ninth Circuit, filing their opening brief on April 14, 2011. We filed our answering brief on May 31, 2011 and plaintiffs filed their reply on July 1, 2011, following which the Ninth Circuit took the matter under submission without oral argument. On November 28, 2011, the Ninth Circuit issued an order in our favor, affirming the District Court's dismissal of plaintiffs' second amended complaint.

On June 9, 2009, plaintiffs in the federal derivative action made a demand to inspect certain of our books and records. In response to this demand, we provided certain of our books and records, including minutes and materials for our Board of Directors, Audit Committee and Compensation Committee meetings for the relevant period. We produced documents responsive to each category of plaintiffs' request except that we withheld production, on the basis of privilege, of the Audit Committee's report of the independent investigation into the events leading to the restatement of our fiscal year 2007 interim financial statements. On November 6, 2009, plaintiffs filed a complaint in Delaware Chancery Court seeking to compel production of the independent investigation report. We filed a motion to dismiss this complaint on December 3, 2009, and briefs on this motion were submitted during January 2010. A hearing on our motion to dismiss was held on March 10, 2010 and on May 12, 2010, the court issued an opinion dismissing with prejudice plaintiffs' complaint seeking to compel production of the independent investigation report. Plaintiffs appealed the dismissal. The parties filed their respective briefs on the appeal and a hearing on the appeal was held November 17, 2010 before the Delaware Supreme Court. The case was submitted before the Delaware Supreme Court *en Banc* without further briefing or oral argument. In January 2011, the Delaware Supreme Court issued a ruling which accepted certain legal arguments made by plaintiff, reversed the order of the Chancery Court, and remanded the case to the Chancery Court for further proceedings, while noting that plaintiff's claim may still be subject to dismissal under the applicable legal standard because the underlying derivative complaint in the federal district court had been dismissed with prejudice. On December 12, 2011, the Delaware Chancery Court entered an order dismissing the action by stipulation of the parties in light of the Ninth Circuit's November 28, 2011 order affirming the dismissal of the federal derivative action.

On October 31, 2008, the derivative plaintiffs filed their consolidated derivative complaint in California Superior Court for the County of Santa Clara naming us as a nominal defendant and bringing claims for insider selling, breach of fiduciary duty, unjust enrichment, waste of corporate assets and aiding and abetting breach of fiduciary duty against certain of our current and former officers and directors and our largest shareholder as of October 31, 2008, GTCR Golder Rauner LLC. In November 2008, we filed a motion to stay the state court action pending resolution of the parallel federal actions, and the parties have agreed by stipulation to delay briefing on the motion to stay until after the issue of demand futility is resolved in the federal derivative case. On June 2, 2011, the court entered a stipulated order requiring the parties to submit a case status report on August 1, 2011 and periodically thereafter. The parties submitted status reports to the court through February 3, 2011 as requested by the court. The next status report is due April 3, 2012. At this time, we have not recorded any liabilities for this action as we are unable to determine the outcome or estimate the potential liability.

On January 27, 2008, a class action complaint was filed against us in the Central District Court in Tel Aviv, Israel on behalf of purchasers of our 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. We filed a motion to stay the action, in light of the proceedings already filed in the United States, on March 31, 2008. A hearing on the motion was held on May 25, 2008. Further briefing in support of the stay motion, specifically with regard to the threshold issue of applicable law, was submitted on June 24, 2008. On September 11, 2008, the Israeli District Court ruled in our favor, holding that U.S. law would apply in determining our liability. On October 7, 2008, plaintiffs filed a motion for leave to appeal the District Court's ruling to the Israeli Supreme Court. Our response to plaintiffs' appeal motion was filed on January 18, 2009. The District Court has stayed its proceedings until the Supreme Court rules on plaintiffs' motion for leave to appeal. On January 27, 2010, after a hearing before the Supreme Court, the court dismissed the plaintiffs' motion for leave to appeal and addressed the case back to the District Court. The Supreme Court instructed the District Court to rule whether the Israeli class action should be stayed, under the assumption that the applicable law is U.S. law. Plaintiffs subsequently filed an application for reconsideration of the District Court's ruling that U.S. law is the applicable law. Following a hearing on plaintiffs' application, on April 12, 2010, the parties agreed to stay the proceedings pending resolution of the U.S. securities class action, without prejudice to plaintiffs' right to appeal the District Court's decision regarding the applicable law to the Supreme Court. On May 25, 2010, plaintiff filed a motion for leave to appeal the decision regarding the applicable law with the Israeli Supreme Court. In August 2010, plaintiff filed an application to the Israeli Supreme Court arguing that the U.S. Supreme Court's decision in *Morrison et al. v. National Australia Bank Ltd.*, 561 U.S. , 130 S. Ct. 2869 (2010), may affect the outcome of the appeal currently pending before the Court and requesting that this authority be added to the Court's record. Plaintiff concurrently filed an application with the Israeli District Court asking that court to reverse its decision regarding the applicability of U.S. law to the Israeli class action, as well as to cancel its decision to stay the Israeli proceedings in favor of the U.S. class action in light of the U.S. Supreme Court's decision in *Morrison*. On August 25, 2011, the Israeli District Court issued a decision denying plaintiff's application and reaffirming its ruling that the law applicable to the Israeli class action is U.S. law. The Israeli District Court also ordered that further proceedings in the case be stayed pending the decision on appeal in the U.S. class action. At this time, we have not recorded any liabilities for this action as we are unable to determine the outcome or estimate the potential liability.

Certain of the foregoing cases are still in the preliminary stages, and we are not able to quantify the extent of our potential liability, if any. An unfavorable outcome in any of these matters could have a material adverse effect on our business, financial condition, results of operations, and cash flows. In addition, defending these legal proceedings is likely to be costly, which may have a material adverse effect on our financial condition, results of operations and cash flows, and may divert management's attention from the day-to-day operations of our business.

Litigation Related to Acquisition of Hypercom

In connection with the announcement of our merger with Hypercom, several purported class action lawsuits were filed in Arizona and Delaware state courts alleging variously, among other things, that the board of directors of Hypercom breached its fiduciary duties in not securing a higher price in the merger and that VeriFone, Hypercom, FP Hypercom Holdco, LLC and Francisco Partners II, L.P. aided and abetted that alleged breach. The actions seek injunctive relief and unspecified damages. An agreement in principle has been reached to resolve the litigation based on confirmatory discovery, enhanced public disclosures, and, reimbursement by Hypercom of a portion of the plaintiffs' attorneys fees which we do not expect to be material to our results of operations. The terms of settlement between the parties are subject to court approval.

Other Litigation

We are subject to various other legal proceedings related to commercial, customer, and employment matters that have arisen during the ordinary course of business, including a number of pending labor-related claims that arose in the ordinary course of business against the Hypercom Brazilian subsidiary prior to our acquisition of Hypercom. Although there can be no assurance as to the ultimate disposition of these matters, our 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 our consolidated financial position, results of operations or cash flows.

Note 14. Segment and Geographic Information

Segment Information

We operate in two business segments: North America and International. North America segment is defined as the United States of America and Canada, and International segment is defined as the other countries from which we derive revenues. Our reporting segments are the same as our operating segments. Total assets and goodwill by segment are based on the location of the assets. Point and the other entities we have acquired have been assimilated into our existing segments based on the countries in which the entities derive revenues.

Net revenues and operating income (loss) of each business segment reflect net revenues and expenses that directly benefit only that segment. Examples of these segment expenses are: supply chain standard inventory costs of System Solutions net revenues, actual costs of Services net revenues, distribution center costs, royalty and warranty expense.

Corporate net revenues and operating income (loss) reflect amortization of purchased intangible assets, step-up of inventory, step-down in deferred revenue, impairment, stock-based compensation, acquisition and restructuring costs, and other Corporate charges, including inventory obsolescence and scrap, rework, specific warranty provisions, non-standard freight and over-and-under absorption of materials management 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 segments.

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

| | Three Months Ended January 31, | |
|-------------------------------|---|-------------------|
| | 2012 | 2011 |
| Net revenues: | | |
| International | \$ 305,235 | \$ 155,461 |
| North America | 119,967 | 128,478 |
| Corporate | (5,678) | (174) |
| Total net revenues | \$ 419,524 | \$ 283,765 |
| Operating income (loss): | | |
| International | \$ 85,462 | \$ 44,010 |
| North America | 40,979 | 46,656 |
| Corporate | (104,521) | (55,455) |
| Total operating income | \$ 21,920 | \$ 35,211 |

Our goodwill by segment was as follows (in thousands):

| | January 31, 2012 | October 31, 2011 |
|---------------|-----------------------------|-----------------------------|
| International | \$ 991,615 | \$ 398,855 |
| North America | 211,672 | 162,559 |
| Total | \$ 1,203,287 | \$ 561,414 |

Our total assets by segment were as follows (in thousands):

| | January 31, 2012 | October 31, 2011 |
|---------------|-----------------------------|-----------------------------|
| International | \$ 2,595,501 | \$ 1,362,402 |
| North America | 1,152,697 | 951,159 |
| Total | \$ 3,748,198 | \$ 2,313,561 |

Geographic Information

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

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| | Three Months Ended | |
|--------------------------------|---------------------------|-------------------|
| | January 31, | |
| | 2012 | 2011 |
| United States and Canada | \$ 119,630 | \$ 128,304 |
| Europe, Middle East and Africa | 154,907 | 78,707 |
| Latin America | 100,289 | 50,131 |
| Asia | 44,698 | 26,623 |
| Total net revenues | \$ 419,524 | \$ 283,765 |

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.

Note 15. Restructuring Charges

There were no new restructuring plans approved during the three months ended January 31, 2012.

The following table summarizes restructuring expenses under existing restructuring plans during the three months ended January 31, 2012 and 2011 (in thousands):

| | Three Months Ended January 31, | |
|---------------------------------|---|-------------|
| | 2012 | 2011 |
| Cost of net revenues | \$ 363 | \$ |
| Sales and marketing | (75) | 70 |
| General and administrative | 350 | 2 |
| Total restructuring expense | \$ 638 | \$ 72 |

During the fourth quarter of fiscal year 2011, our management approved, committed to, and initiated a plan estimated to cost up to \$13.0 million to restructure our operations due to our acquisition of Hypercom in order to improve the cost efficiencies in our merged operations. During the three months ended January 31, 2012, we recorded an additional \$0.6 million of employee restructuring expense and paid another \$3.5 million under this plan. Since the inception of this plan, we have expensed \$8.5 million and paid \$7.2 million.

Including \$0.5 million of remaining acquired Hypercom restructure plan liabilities, we have a \$1.8 million restructure liability at January 31, 2012 for Hypercom related restructure plans.

Other prior years restructuring plan liabilities as of January 31, 2012 and October 31, 2011 were \$1.2 million and \$1.3 million, respectively. The change in the liability for those plans was mainly due to payments for facilities related restructuring costs.

Restructuring activity for the three months ended January 31, 2012 was as follows (in thousands):

| | Employee Severance and Benefit Arrangements | Facilities Related Costs | Total |
|--------------------------------------|--|---|--------------|
| Balance at October 31, 2011 | \$ 4,864 | \$ 1,291 | \$ 6,155 |
| Current year charges and adjustments | 638 | | 638 |
| Other adjustments | (151) | (6) | (157) |
| Cash payments | (3,542) | (129) | (3,671) |
| Balance at January 31, 2012 | \$ 1,809 | \$ 1,156 | \$ 2,965 |

As of January 31, 2012, \$2.2 million of restructuring accruals were included in Other current liabilities and \$0.8 million of restructuring accruals were included in Other long-term liabilities in the Condensed Consolidated Balance Sheets.

Note 16. Related-Party Transactions

For the three months ended January 31, 2012 and 2011, we recorded \$2.3 million and \$5.6 million, respectively, of sales to certain companies of which members of our Board of Directors also serve on the board. As of January 31, 2012 and October 31, 2011, we have outstanding accounts receivable balances of \$2.0 million and \$1.8 million, respectively, related to such companies.

The 51% majority owned subsidiary of Point, Babs Paylink AB, has an unsecured overdraft facility with Swedbank, the 49% shareholder of Babs Paylink AB. As of January 31, 2012, SEK 31.1 million (\$4.6 million) was outstanding and SEK 28.9 million (\$4.3 million) was available. See Note 5. *Financings* in the Notes to Condensed Consolidated Financial Statements for information on the Point Overdraft Facility.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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, intends, potential, continues, plans, predicts, and similar terms. Such forward-looking statements are based on current expectations, estimates, and projections about our industry, and management's beliefs and assumptions, and do not reflect the potential impact of any mergers, acquisitions, or other business combinations or divestitures, that have not been completed. 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. Our statements regarding future performance also incorporate our estimates, projections and assumptions concerning the performance of recently acquired businesses, including Electronic Transaction Group Nordic Holding AB which operated the Point International business (Point), which we acquired on December 30, 2011, as described in Note 2. Business Combinations in the Notes to Condensed Consolidated Financial Statements of this report on Form 10-Q, including assumptions about the prospects for the acquired businesses' products and markets, the ability to retain customer relationships and key employees, successful integration of key technologies or operations, and the potential for unexpected liabilities. In addition, as we integrate these businesses into our operations, our understanding of the financial and operational performance of the acquired businesses may change. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A Risk Factors in our 2011 Annual Report on Form 10-K and in Part II, Item 1A Risk Factors of this Quarterly Report on Form 10-Q. The following discussion should be read in conjunction with our consolidated financial statements and related notes included in our 2011 Annual Report on Form 10-K and the Condensed Consolidated Financial Statements and Notes thereto included in Part I, Item I of 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, the Company, and our in this item, we mean VeriFone Systems, Inc., a Delaware corporation, and consolidated subsidiaries.

Overview

Our Business

We are a global leader in secure electronic payment solutions and services. 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, transportation, and healthcare vertical markets. Our system solutions consist of point of sale (POS) electronic payment devices that run our proprietary and third-party operating systems, security and encryption software, and certified payment software as well as other third-party value-added applications, and that are able to process a wide range of payment types designed to meet the demanding requirements of our direct and indirect customers. We are an industry leader in multi-application payment system deployments and we believe we have the largest selection of certified value-added applications. An increasing number of our electronic payment devices are directly connected to VeriFone operated processing gateways where we integrate traditional payment and non-payment functionality such as couponing, advertising and mobile near field communications (NFC) based services for our customers.

Our customers include financial institutions, payment processors, petroleum companies, large retailers, taxi fleets, government organizations, healthcare companies, independent sales organizations (ISO) and advertisers. The functionality of our system solutions includes the capture of electronic payment data, certified transaction security, connectivity, compliance with regulatory standards and the flexibility to execute a variety of payment and nonpayment applications on a single system solution.

We believe that we benefit from a number of competitive advantages gained through our 30-year history of success in our industry. These advantages include our globally trusted brand name, large installed base, significant involvement in the development of industry standards, security infrastructure, global operating scale, customizable platforms, and investment in research and development. We believe that these advantages position us well to capitalize on the continuing global shift toward electronic payment transactions.

Our Industry Trends

Our industry's growth continues to be driven by the long-term shift toward electronic payment transactions and away from cash and checks, the rapid penetration of electronic payments in emerging markets as those economies modernize, the potential expansion of EMV Smartcard-based payments into the United States, increasing proliferation of IP connectivity and wireless communication, an increasing focus on security to reduce fraud and identity theft, and a growing emphasis on contactless payments and mobile phone initiated payments based on NFC, as well as unattended self-service kiosks and outdoor payment systems. We believe that these trends will continue to drive demand for electronic payment systems.

Internationally, growth rates have generally been higher than in the United States (US) because of the relatively lower penetration rates of electronic payment transactions in many countries, as well as governmental efforts to modernize economies and to encourage electronic payments as a means of improving collection of value-added tax (VAT) and sales tax.

Security is a driving factor in our business as our customers endeavor to meet escalating governmental requirements directed toward the prevention of identity theft as well as operating safeguards imposed by the credit and debit card associations, members of which include Visa International (Visa), MasterCard Worldwide (MasterCard), American Express, Discover Financial Services, and JCB Co., Ltd. In September 2006, these card associations established the Payment Card Industry Security Standards Council (PCI SSC) to oversee and unify industry standards in the areas of payment card data security, referred to as the PCI standards, which consist of PIN Transaction Security (PTS), the PCI Data Security Standard (PCI-DSS) for enterprise data security, and the Payment Application Data Security Standard (PA-DSS) for payment application data security. These standards continually evolve to become more stringent and increasingly dependent on complex hardware-based measures to protect all payment related data, not just PIN data as in previous versions of these standards.

Our Operating Segments

We operate in two business segments: North America and International. We define North America as the United States and Canada, and International as all other countries from which we derive revenues. Our reportable segments are the same as our operating segments.

Net revenues and operating income (loss) of each business segment reflect net revenues and expenses that directly benefit only that segment. Corporate net revenues and operating income (loss) generally reflect costs incurred on a company-wide basis and it is impractical to allocate them to either the North America or International segments.

During the past year we have completed acquisitions for the purpose of expanding our product and service offerings, as well as expanding our geographic reach. Our two largest acquisitions, Hypercom in August 2011 and Point in December 2011, will substantially increase our International segment revenues and operating results in the future. Additionally, North America acquisitions during the three months ended January 31, 2012 are expected to increase future North America results through new product and service offerings that we hope to also expand internationally. See more information regarding our acquisitions below.

We are experiencing organic revenue growth in both developed and emerging countries. In developed countries, we experience revenue growth driven mainly by customers upgrading and replacing their systems to address best-practice security in more stable economic conditions. We experience revenue growth in emerging countries primarily due to growing demand as a result of improvements in overall macroeconomic conditions. We expect demand to continue to grow in the remainder of fiscal year 2012, with particular strength in emerging economies. We continue to devote research and development (R&D) resources to address the market needs of both emerging and developed economies.

Our Revenue Timing

Timing of our revenue recognition may cause our revenue to vary from quarter to quarter. Specifically, revenues recognized in our fiscal quarters can be back-end weighted when we receive sales orders and deliver a higher proportion of our System Solutions toward the end of such fiscal quarters. This back-end weighting of orders may adversely affect our results of operations in a number of ways and could negatively impact revenues and profits. First, the product mix of orders may not align with manufacturing forecasts, which could result in a shortage of the components needed for production. Second, existing manufacturing capacity may not be sufficient to deliver a high volume of orders in a concentrated time at quarter-end. Third, back-end weighted demand could negatively impact gross margins through higher labor, delivery and other manufacturing and distribution costs. If, on the other hand, we were to seek to manage the fulfillment of back-end weighted orders through holding increased inventory levels, we would risk higher inventory obsolescence charges if our sales fall short of our expectations.

Because our revenue recognition depends on timing of product shipments, decisions we make about product shipments, particularly toward the end of a fiscal quarter, may impact our reported revenues. The timing of product shipments may depend on a number of factors, including price discussions with our customers, operating costs, including costs of air shipments if required, the delivery date requested by customers and our operating capacity to fill orders and ship products, as well as our own long and short-term business planning. These factors may affect timing of shipment and consequently revenues recognized for a particular period.

Our Business Acquisitions

On November 1, 2011, we completed the acquisition of the business assets and assumed certain liabilities of the Show Media taxi advertising business based in New York City (Show Media). The total purchase price for Show Media was \$28 million. See Note 2. *Business Combinations* in the Notes to Condensed Consolidated Financial Statements included in this report on Form 10-Q. The results of operations for Show Media have been included in our condensed consolidated financial statements from the date of acquisition.

On November 1, 2011, we completed the acquisition of the business assets, and assumed certain liabilities, of the Global Bay mobile point of sale software business (Global Bay) based in South Plainfield, New Jersey. The total purchase price for Global Bay was \$27 million. See Note 2. *Business Combinations* in the Notes to Condensed Consolidated Financial Statements included in this report on Form 10-Q. The results of operations for Global Bay have been included in our condensed consolidated financial statements from the date of acquisition.

On December 30, 2011 we completed our acquisition of Electronic Transaction Group Nordic Holding AB, a Swedish company operating the Point International business, Northern Europe s largest provider of payment and gateway services and solutions for retailers (collectively, Point) for cash consideration of approximately EUR 600 million plus pay off outstanding debt (total purchase price of \$1,025 million at the close date). See Note 2. *Business Acquisitions* in the Notes to Condensed Consolidated Financial Statements included in this report on Form 10-Q. The results of operations for Point have been included in our condensed consolidated financial statements from the date of acquisition.

On January 3, 2012, we completed our acquisition of the ChargeSmart payments solutions business (ChargeSmart) based in San Francisco, California. The total purchase price for ChargeSmart was \$19 million. See Note 2. *Business Combinations* in the Notes to Condensed Consolidated Financial Statements included in this report on Form 10-Q. The results of operations for ChargeSmart have been included in our condensed consolidated financial statements from the date of acquisition.

Our Credit Agreements

On December 28, 2011, our main operating subsidiary, VeriFone, Inc., closed a \$1.5 billion financing commitment (2011 Credit Agreement) from a syndicate of banks led by JP Morgan and including Bank of America Merrill Lynch, Wells Fargo Bank, Barclays Capital and RBC Capital Markets, of which a portion along with existing cash balances, was intended to finance the cash consideration to the sellers of Point and to refinance certain existing debt at Point and at the Company and its subsidiaries. On December 28, 2011, in connection with entering into the 2011 Credit Agreement, we repaid in full all outstanding loans, together with interest and all other amounts due in connection with such repayment under our existing credit agreement totaling an aggregate of \$217 million and funded an escrow account to pay the interest and principal of the 1.375% Senior Convertible Notes due June 2012. No penalties were due in connection with such repayments. See Note 5. *Financings* in the Notes to Condensed Consolidated Financial Statements included in this report on Form 10-Q.

Critical Accounting Policies and Estimates

Management s discussion and analysis of financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America.

On an ongoing basis, we evaluate our critical accounting policies and estimates, including those related to revenue recognition, inventory valuation, allowance for doubtful accounts, warranty reserves, contingencies and litigation, income taxes, accounting for goodwill and long-lived assets, stock-based compensation, business combinations and restructuring. 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.

There were no significant changes to our critical accounting policies during the three months ended January 31, 2012. For information about critical accounting policies, see Note 1. *Principles of Consolidation and Summary of Significant Accounting Policies*, in our Annual Report on Form 10-K for the fiscal year ended October 31, 2011.

Results of Operations

Net Revenues

We generate net revenues through the sale of our electronic payment systems and solutions that enable electronic payment transactions, which we identify as System Solutions, as well as through warranty and support services, field deployment, advertising and transaction fees in our taxi media solutions business, 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 January 31, | | | |
|---------------------------|--------------------------------|-------------------|-------------------|--------------|
| | 2012 | 2011 | Net Change | % Change |
| System Solutions | \$ 312,641 | \$ 225,707 | \$ 86,934 | 38.5% |
| Services | 106,883 | 58,058 | 48,825 | 84.1% |
| Total Net Revenues | \$ 419,524 | \$ 283,765 | \$ 135,759 | 47.8% |

Total net revenues for the three months ended January 31, 2012 compared to the three months ended January 31, 2011 increased by 47.8% due to expanded global reach and product and service offerings.

For the three months ended January 31, 2012 and 2011 System Solutions net revenues comprised 74.5% and 79.5% of total net revenues, respectively. The lower proportion of System Solutions net revenues in first quarter of fiscal year 2012 compared to the same period in fiscal year 2011 reflects growth in our Services revenues as we put more emphasis on the sale of services along with our products in both acquired and existing businesses.

We expect to see a continued shift towards a higher proportion of service revenues in fiscal year 2012 following the acquisition of Point as substantially all of its revenue is service revenue.

System Solutions Revenues

| (in thousands, except percentages) | Three Months Ended January 31, | | | |
|------------------------------------|--------------------------------|-------------------|------------------|--------------|
| | 2012 | 2011 | Net Change | % Change |
| International | \$ 241,640 | \$ 134,822 | \$ 106,818 | 79.2% |
| North America | 73,029 | 90,885 | (17,856) | -19.6% |
| Corporate | (2,028) | | (2,028) | nm |
| Total | \$ 312,641 | \$ 225,707 | \$ 86,934 | 38.5% |

nm not meaningful

System Solutions net revenues increased due to the organic growth in our operations and the acquisition and growth of businesses in new geographies. Our organic growth is a result of economic improvements in existing territories and new product launches which increased demand. System Solutions net revenue contributions from acquired companies were \$55 million for Hypercom (which we acquired on August 4, 2011), \$5 million for Point (which we acquired on December 30, 2011 and was reflected for one month of the quarter) and \$9 million for other acquisitions.

International System Solutions Net Revenues

System Solutions net revenues for EMEA increased \$7 million, or 10.4%, excluding acquisitions, for the three months ended January 31, 2012 compared to the three months ended January 31, 2011. The increase in net revenues was primarily due to a \$9 million increase in the Middle East and Africa driven by economic growth and demand for electronic payment solutions as this region move towards a less cash-dominant economy, a \$5 million increase in Russia due to improved economic conditions and timing of customer orders, offset by a \$6 million decrease in Poland due to timing of customer orders.

Latin America System Solutions net revenues increased \$33 million, or 77.8%, excluding acquisitions, for the three months ended January 31, 2012 compared to the three months ended January 31, 2011, primarily as a result of increased demand throughout the region driven by economic growth and the expansion of the electronic payment card industry.

Asia System Solutions net revenues were relatively unchanged, excluding acquisitions, for the three months ended January 31, 2012 compared to the three months ended January 31, 2011. A \$2 million increase in India driven by stronger economic growth, was offset by a \$2 million decrease in Australia and New Zealand as a result of completion of a compliance driven upgrade cycle.

North America System Solutions Net Revenues

North America System Solutions net revenues decreased \$21 million, or 22.7%, for the three months ended January 31, 2012 compared to the three months ended January 31, 2011. During the three months ended January 31, 2012, net revenues for our Petroleum business decreased by \$8 million compared to the same period in fiscal year 2011 when we had experienced a \$13 million increase in our Petroleum business driven by the timing of PCI compliance efforts of later adopting customers to address the July 2010 PCI-PED compliance deadlines. We also experienced a \$13 million decrease in net revenues from our North American Financial Solutions business, which sells payment systems to small and medium-sized businesses through ISOs and payment processors, due primarily to the timing of our distributors purchases which generally varies based on distributor decisions on inventory levels, desired product mix and timing of new product introductions.

Outlook for System Solutions Net Revenues

Over the last several quarters, economic conditions in some parts of the world have shown signs of improvement, favorably impacting global demand for our products. We are unable to predict whether these signs of improvements will be sustained. Moreover, many economies that have experienced economic improvements since the global recession in 2008, including the U.S., continue to experience some volatility and challenges in achieving sustained economic growth. In particular, Europe, one of the most significant economies globally and an important trading partner of the U.S., continues to experience significant economic volatility and uncertainty, including restrictive credit conditions due to the current European sovereign debt crisis. Any sustained economic weakness or deterioration in economic conditions, particularly if persistent, would adversely affect our business, operating results, and financial condition. We expect International revenues to benefit from the addition of our global acquisitions, as well as continued overall demand for our products internationally, including growth in emerging markets which continue to adopt electronic payments and create retail establishments for the growing middle class. We expect North American System Solutions growth to be driven by anticipated customer churn and merchant purchases of more advanced systems in anticipation of the adoption of new technologies such as NFC and other smartphone enabled payments at the point of sale, and as the petroleum market continues to adopt new and more secure payment devices for gasoline dispensers to improve security against breaches.

Services Revenues

| (in thousands, except percentages): | Three Months Ended January 31, | | | |
|-------------------------------------|--------------------------------|-----------|---------------|-------------|
| | 2012 | 2011 | Net Change | % Change |
| International | \$ 63,595 | \$ 20,639 | \$ 42,956 | 208.1% |
| North America | 46,938 | 37,593 | 9,345 | 24.9% |
| Corporate | (3,650) | (174) | (3,476) | nm |
| Total | \$ 106,883 | \$ 58,058 | \$ 48,825 | 84.1% |

nm not meaningful

International Services Net Revenues

International Services net revenues increased \$43 million, or 208.1%, due to our acquisition of service oriented businesses in global territories, as well as organic growth of various service initiatives in our existing regions. Contributions to International Services net revenues from acquired businesses were as follows: Point (which we acquired on December 30, 2011 and was reflected for one month of the quarter) added \$13 million, Hypercom (which we acquired on August 4, 2011) added \$18 million and other acquisitions added \$7 million.

International Services net revenues increased \$5 million, or 22.9%, excluding acquisitions, for the three months ended January 31, 2012 compared to the three months ended January 31, 2011 as we continued to develop our services offerings and expand them globally.

North America Services Net Revenues

North America Services net revenues increased \$9 million, or 24.9% due to U.S. businesses that we acquired and grew, as well as organic growth of various service initiatives across North America. Net revenue contributions from acquired companies were \$3 million for ShowMedia (acquired November 1, 2011) and \$1 million for other acquisitions.

For the three months ended January 31, 2012, our North America Services net revenues increased \$5 million, or 15.2% excluding acquisitions, as a result of our efforts to increase service offerings. Taxi payments and advertising services net revenues increased by \$3 million, software maintenance programs launched in the Petroleum Services business in late 2010 grew revenue by \$3 million partially offset by a reduction in custom software projects.

Outlook for Services Net Revenues

Worldwide, we have a variety of programs underway which we believe will continue to grow services revenues. Internationally, we expect increased activity over the next few quarters in our VeriFone media and taxi payments and advertising businesses in London, as well as expansion of those businesses in other countries to increase credit card transaction and advertising revenues. We expect Services revenues in North America to be driven by continued growth in Petroleum software maintenance programs, our media solutions business and system deployment projects. In addition, we expect incremental services revenues as a result of the inclusion of a full year of results and growth from businesses acquired during the fiscal year ended October 31, 2011.

Gross Profit

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

| | Three Months Ended January 31, | | | |
|------------------|--------------------------------|-----------|-------------------------|-------|
| | Amount | | Gross Profit Percentage | |
| | 2012 | 2011 | 2012 | 2011 |
| System Solutions | \$ 113,889 | \$ 85,567 | 36.4% | 37.9% |
| Services | 42,749 | 25,924 | 40.0% | 44.7% |

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| | | | | |
|-------|------------|------------|-------|-------|
| Total | \$ 156,638 | \$ 111,491 | 37.3% | 39.3% |
|-------|------------|------------|-------|-------|

System Solutions

Gross profit on System Solutions increased \$28 million, or 33.0%, for the three months ended January 31, 2012, compared to the three months ended January 31, 2011. For the three months ended January 31, 2012, International gross profit percentage increased slightly, while North American gross profit percentage decreased slightly, and corporate costs including acquisition related charges increased. International System Solutions gross profit percentage benefited from a favorable product mix impact due to increased sales of newer product solutions, which carry higher margins compared to certain previous generation solutions, as well as an improved geographic and customer mix in some regions. North America System Solutions gross profit percentage experienced unfavorable product mix and customer mix in our petroleum and financial solutions sold in North America relative to the same period in fiscal year 2011, partially offset by improved margins in our multi-lane retail business.

Services

Gross profit on Services increased \$17 million, or 65.0%, for the three months ended January 31, 2012 compared to the three months ended January 31, 2011 largely attributable to increases in Services revenues in both the North America and International businesses partially offset by corporate adjustment primarily related to the step down in deferred revenue on acquisition.

International Services gross margin percentages increased during the three months ended January 31, 2012 compared to the three months ended January 31, 2011, primarily driven by the higher margins associated with the Point acquisition. These increases were partially offset by lower margins associated with the Hypercom services business in Latin America and Australia and New Zealand.

North America Services gross margin percentages decreased slightly during the three months ended January 31, 2012 compared to the three months ended January 31, 2011, primarily driven by reduced gross margin percentage in the taxi payment and advertising business due to the higher renewal costs on Taxi leases, and increased volume of lower margin software development projects.

Research and Development Expenses

Research and development (R&D) expenses for the three months ended January 31, 2012 and 2011 are summarized in the following table (in thousands, except percentages):

| | Three Months Ended January 31, | | | |
|----------------------------|--------------------------------|-----------|---------------|----------------------|
| | 2012 | 2011 | Net Change | Percentage Change |
| Research and development | \$ 35,079 | \$ 21,642 | \$ 13,437 | 62.1% |
| Percentage of net revenues | 8.4% | 7.6% | | |

R&D expenses for the three months ended January 31, 2012 increased \$13 million, or 62.1%, compared to the three months ended January 31, 2011. This increase was primarily due to \$9 million of additional personnel related expenses associated with headcount growth from acquired businesses and hiring to expand development of new products on new platforms and in new geographies. In addition, R&D expenses increased \$1 million due to an increase in expenditures for outside services, and \$2 million due to an increase in integration related charges.

We expect R&D expenses, assuming a stable currency environment, to grow in absolute amounts primarily as a result of the full year impact in fiscal year 2012 of businesses acquired in fiscal year 2011, the additional costs of acquisitions during fiscal year 2012, and higher product development activities for a larger portfolio of product offerings.

Sales and Marketing Expenses

Sales and marketing expenses for the three months ended January 31, 2012 and 2011 are summarized in the following table (in thousands, except percentages):

| | Three Months Ended January 31, | | | |
|------------------------------|--------------------------------|-----------|---------------|----------------------|
| | 2012 | 2011 | Net Change | Percentage Change |
| Sales and Marketing Expenses | \$ 39,986 | \$ 28,306 | \$ 11,680 | 41.3% |
| Percentage of net revenues | 9.5% | 10.0% | | |

Sales and marketing expenses for the three months ended January 31, 2012 increased \$12 million, or 41.3%, compared to the three months ended January 31, 2011. This increase was primarily due to a \$7 million increase in personnel related expenses associated with headcount growth from acquired businesses and hiring to support general business growth and the launch of new products and initiatives. In addition, sales and marketing expenses increased \$1 million due to increased stock-based compensation, and \$1 million due to increased operation and travel expenses.

We expect sales and marketing expenses, assuming a stable currency environment, to grow in absolute amounts as the result of the full year impact in fiscal year 2012 of businesses acquired in fiscal year 2011, the additional costs of acquisitions during fiscal year 2012, and as general business growth requires.

General and Administrative Expenses

General and administrative expenses for the three months ended January 31, 2012 and 2011 are summarized in the following table (in thousands, except percentages):

| | Three Months Ended January 31, | | | Percentage Change |
|----------------------------|--------------------------------|-----------|------------|-------------------|
| | 2012 | 2011 | Net Change | |
| General and administrative | \$ 46,488 | \$ 24,016 | \$ 22,472 | 93.6% |
| Percentage of net revenues | 11.1% | 8.5% | | |

General and administrative expenses for the three months ended January 31, 2012 increased \$22 million, or 93.6%, compared to the three months ended January 31, 2011. This increase was primarily due to a \$10 million increase in acquisition and integration related charges largely attributable to professional and outside services fees, \$5 million of additional personnel costs as a result of headcount growth from acquisitions and hiring to support our growing business requirements, a \$3 million increase in facilities, a \$2 million increase in outside services for supporting business growth, and a \$2 million increase in stock-based compensation expense.

We expect general and administrative expenses, assuming a stable currency environment, to vary depending on the full year impact in fiscal year 2012 of acquisitions completed in fiscal year 2011, the additional costs of acquisitions during fiscal year 2012 and changes in acquisition related charges.

Amortization of Purchased Intangible Assets

Amortization of purchased intangible assets expenses for the three months ended January 31, 2012 and 2011 are summarized in the following table (in thousands, except percentages):

| | Three Months Ended January 31, | | | Percentage Change |
|---|--------------------------------|----------|------------|-------------------|
| | 2012 | 2011 | Net Change | |
| Amortization of purchased intangible assets | \$ 13,615 | \$ 2,316 | \$ 11,299 | 487.9% |
| Percentage of net revenues | 3.2% | 0.8% | | |

Amortization of purchased intangible assets increased \$11 million, or 487.9%, in the three months ended January 31, 2012 compared to the three months ended January 31, 2011 primarily as a result of amortization of new intangible assets from fiscal year 2011 and 2012 acquisitions partially offset by a decrease in amortization due to purchased intangible assets being fully amortized.

We expect amortization of purchased intangible assets to increase in the future due to the full year impact of amortization of businesses acquired in fiscal 2011, as well as the impact of fiscal 2012 and future acquisitions, offset partially by previously acquired intangibles reaching the end of their respective useful lives.

Operating Income

Operating income (loss) of each business segment reflects net revenues and expenses that directly benefit only that segment. Examples of these segment expenses are: supply chain standard inventory cost of System Solutions net revenues, actual cost of Services net revenues, distribution center costs, royalty expense and warranty expense.

Corporate operating income (loss) reflects amortization of purchased intangible assets, step-up of inventory, step-down in deferred revenue, impairment, stock-based compensation, acquisition and restructuring costs, and other Corporate charges, including inventory obsolescence and scrap, rework, specific warranty provisions, non-standard freight and over-and-under absorption of materials management 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 segments.

The following table sets forth operating income (loss) for our segments (in thousands, except percentages):

| | Three Months Ended January 31, | | | Percentage Change |
|-------------------------------|--------------------------------|------------------|--------------------|-------------------|
| | 2012 | 2011 | Net Change | |
| Operating income (loss): | | | | |
| International | \$ 85,462 | \$ 44,010 | \$ 41,452 | 94.2% |
| North America | 40,979 | 46,656 | (5,677) | -12.2% |
| Corporate | (104,521) | (55,455) | (49,066) | nm |
| Total operating income | \$ 21,920 | \$ 35,211 | \$ (13,291) | -37.7% |

nm not meaningful

International Segment

For the three months ended January 31, 2012, International operating income increased \$41 million or 94.2%, compared to the three months ended January 31, 2011 primarily due to increases in gross profit as a result of net revenues growth for both System Solutions and Services partially offset by an increase in operating expenses.

North America Segment

For the three months ended January 31, 2012 North America operating income decreased \$6 million or 12.2% compared to the three months ended January 31, 2011 mainly due to a decrease in net System Solutions revenue and gross profit and an increase in operating expenses.

Corporate

Corporate operating loss increased \$49 million for the three months ended January 31, 2012 compared to the three months ended January 31, 2011, primarily due to a \$15 million increase in amortization of purchased intangible assets, a \$15 million increase in acquisition, integration, and restructuring related expenses, a \$6 million increase in amortization of the inventory step-up related to business acquisitions, a \$6 million increase in personnel costs primarily due to increased headcount associated with business acquisitions and normal business growth, a \$6 million increase in amortization of step-down in deferred revenue on acquisition, a \$3 million increase in stock-based compensation expense, a \$2 million increase in facility expense, a \$1 million increase in the provision for excess and obsolete inventory and scrap, and a \$1 million increase in professional services. These increases were partially offset by a \$3 million decrease in warranty and royalty expenses, and a \$3 million decrease in product specific warranty expense.

Corporate operating losses are expected to increase, with base corporate spending increasing as our business grows.

Interest Expense

Interest expense for the three months ended January 31, 2012 and 2011 is summarized in the following table (in thousands, except percentages):

| | Three Months Ended January 31, | | | Percentage Change |
|------------------|--------------------------------|------------|------------|-------------------|
| | 2012 | 2011 | Net Change | |
| Interest expense | \$ (14,634) | \$ (7,570) | \$ (7,064) | 93.3% |

Interest expense increased \$7 million in the three months ended January 31, 2012 compared to the three months ended January 31, 2011 primarily as the result of incremental interest expense related to the 2011 Credit Agreement and the acceleration of interest expense associated with the early pay off of the existing credit agreement.

We expect interest expense to increase in the future as a result of the 2011 Credit Agreement entered into during December 2011.

Interest Income

Interest income for the three months ended January 31, 2012 and 2011 is summarized in the following table (in thousands, except percentages):

| | Three Months Ended January 31, | | | |
|-----------------|--------------------------------|--------|---------------|----------------------|
| | 2012 | 2011 | Net Change | Percentage Change |
| Interest income | \$ 1,007 | \$ 283 | \$ 724 | 255.8% |

Interest income increased \$1 million in the three months ended January 31, 2012 compared to the three months ended January 31, 2011 primarily due higher interest income from our short-term investments in Brazil where Brazilian reais typically earn over 10% interest per annum, combined with the impact of an increase in average cash balances.

Other Income (Expense), Net

Other income (expense), net for the three months ended January 31, 2012 and 2011 is summarized in the following table (in thousands, except percentages):

| | Three Months Ended January 31, | | | |
|-----------------------------|--------------------------------|----------|---------------|----------------------|
| | 2012 | 2011 | Net Change | Percentage Change |
| Other income (expense), net | \$ (21,198) | \$ 1,651 | \$ (22,849) | nm |
| nm not meaningful | | | | |

Other income (expense), net decreased \$23 million during the three months ended January 31, 2012 compared to the three months ended January 31, 2011. We incurred a \$22 million foreign currency loss in the three months ended January 31, 2012 related to the difference between the forward rate on contracts purchased to lock in the U.S. dollar equivalent purchase price for our Point acquisition, and the actual rate on the date of derivative settlement. This loss was offset by a \$1 million gain on the currency we held from the date of the derivative settlement until the funds were transferred to purchase Point. During the three months ended January 31, 2011 we recognized a \$2 million bargain purchase gain on our acquisition of the Gemalto POS business, which closed on December 31, 2010.

Provision for Income Tax

We recorded income tax benefits of \$10 million and \$2 million for the three months ended January 31, 2012 and 2011, respectively. The effective tax rates for the three months ended January 31, 2012 and 2011 are lower than the U.S. statutory tax rate due to earnings in countries where we are taxed at lower rates compared to the U.S. federal and state statutory rates and reversal of uncertain tax position liabilities as statutes of limitations expired. The income tax benefit for the three months ended January 31, 2012 includes the discrete tax benefit of \$8 million related to the foreign exchange loss on futures contracts which was incurred during the quarter.

During the three months ended January 31, 2012, the Company entered into a formal settlement with the Israeli tax authorities for the calendar year 2006 audit and, accordingly, has released \$3 million of excess accrued tax liabilities associated with this audit.

As of January 31, 2012, we remain in a net deferred tax asset position. The realization of our deferred tax assets depends primarily on our ability to generate sufficient U.S. and foreign taxable income in future periods. The amount of deferred tax assets considered realizable may increase or decrease in subsequent quarters as we reevaluate the underlying basis for our estimates of future domestic and certain foreign taxable income.

We have recorded our uncertain tax position liability as a long-term liability as we do not expect significant payments to occur over the next twelve months. The amount of unrecognized tax positions could be reduced upon closure of tax examinations or if the statute of limitations on certain tax filings expire without assessment from the tax authorities. We believe that it is reasonably possible that there could be a reduction in unrecognized tax benefits due to statute of limitation expirations in multiple tax jurisdictions during the next twelve months of approximately \$2 million. Interest and penalties accrued on these uncertain tax positions will also be released upon the expiration of statutes of limitations.

Liquidity and Capital Resources

| (in thousands) | Three Months Ended January 31, | |
|--|---------------------------------------|-------------|
| | 2012 | 2011 |
| Net cash provided by (used in): | | |
| Operating activities | \$ 32,168 | \$ 30,409 |
| Investing activities | (1,075,520) | (12,306) |
| Financing activities | 830,935 | 15,320 |
| Effect of foreign currency exchange rate changes on cash | (2,166) | 607 |
| Net increase (decrease) in cash and cash equivalents | \$ (214,583) | \$ 34,030 |

Our primary liquidity and capital resource needs are to service our debt, finance working capital, and to make capital expenditures and investments. As of January 31, 2012, our primary sources of liquidity were cash and cash equivalents of \$380 million as well as \$140 million available to us under our Revolving loan. Cash and cash equivalents included \$342 million held by our foreign subsidiaries as of January 31, 2012, and if we decide to distribute or use such cash and cash equivalents outside those foreign jurisdictions, including a distribution to the United States, we may be subject to additional taxes or costs.

A group of five banks has committed to provide us up to \$1.5 billion, of which \$1.45 billion was funded at closing, under the 2011 Credit Agreement. The loan, supplemented by our cash on hand, was used to fund the acquisition of Point for 600 million (approximately USD \$777 million at closing), repay Point's existing net debt of approximately 190 million (approximately \$248 million), repay our existing credit agreement, fund an escrow account to pay the interest and principal of the 1.375% Senior Convertible Notes (the Notes) due in June 2012 when due, and fund certain financing costs. See Note 5. *Financings*, in Item 1. Financial Statements (unaudited), included in this Form 10-Q.

The Notes, with remaining principal amount of \$277 million, will be due and payable in cash in June 2012, unless repurchased earlier with cash. As part of the 2011 Credit Agreement terms, we have deposited \$279 million in an escrow account which will be used to meet this obligation when it is due.

Our loans under the 2011 Credit Agreement are due at the earliest on December 28, 2016, and we currently have \$380 million in cash as of January 31, 2012.

Our future capital requirements may vary significantly from prior periods as well as from those currently planned. These requirements will depend on a number of factors, including operating factors such as our terms and payment experience with customers and investments we may make in product or market development, as well as timing and availability of financing. Finally, our capital needs may be significantly affected by any acquisition we may make in the future due to any cash consideration in the purchase price, transaction costs and restructuring costs. Based upon our current level of operations, we believe that we have the financial resources to meet our business requirements for the next year, including capital expenditures, working capital requirements, future strategic investments, and to comply with our financial covenants.

Operating Activities

Net cash provided by operating activities increased \$2 million during the three months ended January 31, 2012 compared to the three months ended January 31, 2011 due to a \$17 million increase in cash flows that resulted from changes in working capital caused by overall business growth and timing of cash receipts and payments, partially offset by a \$15 million decrease in net cash provided by operations before changes in working capital.

The \$15 million decrease in net cash provided by operations before changes in working capital was primarily due to a \$35 million decrease in net income, of which \$22 million is due primarily to an increase in non-cash acquisition related charges, such as amortization and adjustments to acquisition related balances, a \$3 million increase in non-cash stock-based compensation charges, partially offset by an \$8 million increase in non-cash income tax expense associated with deferred income taxes.

Investing Activities

Net cash used in investing activities increased \$1.06 billion in the three months ended January 31, 2012 compared to the three months ended January 31, 2011 primarily due to our acquisition of Point during December 2011 for \$1.02 billion in cash, other acquisitions that involved \$68 million in cash payments, and \$7 million for purchases of machinery and computer equipment, partially offset by \$25 million of cash held by Point at the time of the acquisition.

Financing Activities

Net cash flows from financing activities increased \$816 million in the three months ended January 31, 2012 compared to the three months ended January 31, 2011 primarily as a result of the \$1.45 billion borrowing under the 2011 Credit Agreement, of which \$217 million was used to repay existing debt at the time, \$279 million was placed in escrow to repay our 1.375% Senior Convertible Notes, and \$42 million was used to pay for debt issuance costs. The net proceeds from the 2011 Credit Agreement were partially offset by a \$90 million repayment of the revolving line under the 2011 Credit Agreement during January 2012 and an \$8 million decrease in proceeds from stock option exercises.

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 forward foreign currency agreements described under *Quantitative and Qualitative Disclosures about Market Risk*. See Part I, Item 3 of this quarterly report on Form 10-Q.

Contractual Commitments

The following table summarizes our contractual obligations as of January 31, 2012 (in thousands):

| | For the Fiscal Years Ending October 31, | | | | | | |
|---|---|------------|------------|------------|------------|------------|--------------|
| | 2012 (Remaining 9 months) | 2013 | 2014 | 2015 | 2016 | Thereafter | Total |
| Term A Loan (including interest) (1) | \$ 51,392 | \$ 67,498 | \$ 100,504 | \$ 109,737 | \$ 177,802 | \$ 505,175 | \$ 1,012,108 |
| Term B Loan (including interest) (1) | 8,262 | 8,671 | 10,238 | 10,157 | 10,098 | 237,047 | 284,473 |
| Revolving credit facility (1) | | | | | | 210,000 | 210,000 |
| Senior convertible notes (including interest) | 284,840 | | | | | | 284,840 |
| Capital lease obligations and other loans | 79 | 65 | 52 | 41 | 40 | 522 | 799 |
| Operating leases | 26,621 | 19,675 | 14,993 | 9,937 | 6,659 | 8,305 | 86,190 |
| Minimum purchase obligations | 128,675 | 12,832 | | | | | 141,507 |
| | \$ 499,869 | \$ 108,741 | \$ 125,787 | \$ 129,872 | \$ 194,599 | \$ 961,049 | \$ 2,019,917 |

(1) Interest in the above table has been calculated using the rate in effect at January 31, 2012.

We expect that we will be able to fund our remaining obligations and commitments with cash flows from our operations and for the Senior convertible notes, with cash held in escrow. To the extent we are unable to fund these obligations and commitments with cash flows from operations, we can draw upon our existing \$380 million of cash plus an additional \$140 million available under our 2011 Credit Agreement, or future debt or equity financings.

PART II OTHER INFORMATION**ITEM 6. EXHIBITS**

The following documents are filed as Exhibits to this report:

Exhibit

| Number | Description |
|---------------|---|
| 10.1(2) | Sale and Purchase Agreement dated November 12, 2011 by and between Point Luxembourg Holding S.À.R.L. and Electronic Transactions Group Limited, as Sellers, and VeriFone Nordic AB, as Purchaser. |
| 10.2(1) | Credit Agreement, dated as of December 28, 2011, by and among, inter alia, VeriFone, Inc., VeriFone Intermediate Holdings Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent. |
| 10.3(1) | Security Agreement, dated as of December 28, 2011, by and among JPMorgan Chase Bank, N.A., in its capacity as the Collateral Agent, and the VeriFone parties. |
| 10.4(1) | Pledge Agreement, dated as of December 28, 2011, by and among the VeriFone parties and JPMorgan Chase Bank, N.A., in its capacity as the Collateral Agent. |
| 10.5(1) | Guaranty, dated as of December 28, 2011, executed by each of the Guarantors party thereto in favor of JPMorgan Chase Bank, N.A., in its capacity as Administrative Agent. |
| 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. |
| 101.INS(2)** | XBRL Instance Document |
| 101.SCH(2)** | XBRL Taxonomy Extension Schema Document |
| 101.CAL(2)** | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF(2)** | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB(2)** | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE(2)** | XBRL Taxonomy Extension Presentation Linkbase Document |

* Filed herewith.

** XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

(1) Filed as an exhibit to the Company's Current Report on Form 8-K, filed January 4, 2012.

(2) Filed as an exhibit to the Original Filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to its report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

VERIFONE SYSTEMS, INC.

By: */s/ DOUGLAS G. BERGERON*
Douglas G. Bergeron
Chief Executive Officer

Date: April 10, 2012

EXHIBIT INDEX

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| 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. |
| 101.INS(2)** | XBRL Instance Document |
| 101.SCH(2)** | XBRL Taxonomy Extension Schema Document |
| 101.CAL(2)** | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF(2)** | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB(2)** | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE(2)** | XBRL Taxonomy Extension Presentation Linkbase Document |

* Filed herewith.

** XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

(1) Filed as an exhibit to the Company's Current Report on Form 8-K, filed January 4, 2012.

(2) Filed as an exhibit to the Original Filing.