

PASSERINI FILIPPO  
Form 4  
August 07, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PASSERINI FILIPPO

(Last) (First) (Middle)

ONE PROCTER AND GAMBLE  
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PROCTER & GAMBLE CO [PG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Info and Global Svcs Ofc

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					1,327.83	I	By daughter Chiara <sup>(1)</sup>
Common Stock					1,304.833	I	By daughter Marta
Common Stock					1,326.753	I	By son Emanuele <sup>(2)</sup>
Common Stock					3,111.7447 <sup>(3)</sup>	I	By Retirement Plan Trustees
					41,448.758	D	

Common  
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	(4)	08/06/2009		A	1,721	(5)	(5)	Common Stock	1,721

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

PASSERINI FILIPPO  
ONE PROCTER AND GAMBLE PLAZA  
CINCINNATI, OH 45202

Chief Info and Global Svcs Ofc

## Signatures

/s/ Adam Newton, Attorney-in-Fact for FILIPPO  
PASSERINI

08/07/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Filippo Passerini custodian for Chiara Passerini (UGMA).
- (2) Filippo Passerini custodian for Emanuele Passerini (UGMA).

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- (3) Holdings as of 6/30/09.
- (4) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/09.
- (5) These units will deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (6) Award in the form of Restricted Stock Units, computed per benefit formula for plan year ended 6/30/09.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 226;

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

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

A restriction on entering into certain transactions with affiliates.

In addition, commencing with the fiscal quarter ending January 31, 2012, VeriFone 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, 3.75 to 1.00 in the course of any fiscal quarter ending prior to November 1, 2013 and (ii) 3.50 to 1.00, in the case of any fiscal quarter ending thereafter. In addition, VeriFone 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.

The 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 Credit Facilities, 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 foregoing summary of the Credit Agreement, the Guaranty and the Collateral Agreements (collectively,

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the "Credit Documents") is not complete and is qualified in its entirety by reference to the Credit Documents, copies of which are filed as Exhibits 10.1-10.4, to this Current Report on Form 8-K and are incorporated herein by reference.

Item 1.02. Termination of a Material Definitive Agreement.

Termination of Existing Credit Agreement

On December 28, 2011, in connection with entering into the Credit Agreement, VeriFone repaid in full all outstanding loans, together with interest and all other amounts due in connection with such repayment under the Existing Credit Agreement totaling an aggregate of \$216.8 million, and terminated the Existing Credit Facility. No penalties were due in connection with such repayments.

Item 2.01. Completion of Acquisition on Disposition of Assets.

VeriFone Acquisition of Point

On December 30, 2011, the Company completed its previously announced acquisition of Point pursuant to the Sale and Purchase Agreement (the "SPA"), dated as of November 12, 2011, between VeriFone Nordic on the one hand and Point Luxemburg Holding S.A.R.L. and Electronic Transaction Group Limited, on the other hand (the "Sellers"). Pursuant to the SPA, VeriFone Nordic acquired all of the outstanding share capital of Electronic Transaction Group Nordic Holding AB ("ETG"), a Swedish company operating the Point business, and retired ETG's existing debt at closing for cash consideration of approximately EUR 770.0 million.

The source of funds for the cash consideration and settlement of Point existing debt included existing cash and a portion of the \$1,450.0 million borrowed under the Credit Agreement on the Effective Date as described above. Upon the completion of the transaction, ETG became an indirect wholly-owned subsidiary of the Company.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosures of the material terms and conditions of the Credit Agreement, the Guaranty and the Collateral Agreements contained in Item 1.01, above, are hereby incorporated into this Item 2.03 by reference.

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Item 7.01. Regulation FD Disclosure.

On January 9, 2012, Mr. Douglas Bergeron, Chief Executive Officer of the Company, and Mr. Robert Dykes, Chief Financial Officer of the Company, will be participating in a conference call hosted by Barclays Capital at 1:00 P.M. EST (10:00 A.M. PST).

During the call, Messrs. Bergeron and Dykes will cover a number of key topics, including further details on the recent Point acquisition and the Hypercom acquisition, and a discussion of organic growth trends and expectations for the Company's fiscal year 2012. The call will be conducted in fireside chat format, with an open Q&A section.

The Dial-in Details for the conference call is as follows:

Dial-in Details:

Conference Passcode: 40460546

United States: 800 706 8249

International: 1 706 634 5881

Asia-Pacific:

Hong Kong: 800966253

Japan: 00531160669

South Korea: 00308140327

Europe:

Belgium: 0 800 7 3264

Denmark: 80884284

France: 0800 909 322

Germany: 08001815287

Italy: 800786829

Netherlands: 08000 232 838

Sweden: 020798505

Switzerland: 0800891753

United Kingdom: 0800 028 8438

Replay Details:

Replay Passcode: 40460546

United States: 800 585 8367

International: 1 404 537 3406

Asia-Pacific:

Hong Kong: 800930800

Japan: 00531160315

South Korea: 00308140438

Europe:

Belgium: 0800 15549

Denmark: 80886109

France: 0800 909 829

Germany: 08001802475

Italy: 800780997

Netherlands: 08000 235 160

Sweden: 020799014

Switzerland: 0800563744

United Kingdom: 0800 917 2646

For further regional dial-in and replay numbers, please contact the Company.

This recording will be available for seven days.

A live audio webcast of the above presentation will be accessible through the Company's website at <http://ir.verifone.com>, and will be available for seven days after the event.

The information in this Form 8-K provided under Item 7.01 is furnished to, but shall not be deemed filed with, the Securities and Exchange Commission or incorporated by reference into the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Forward-looking Statements

This Report contains forward-looking statements that involve risks, uncertainties and assumptions. If such risks or uncertainties materialize or such assumptions prove incorrect, the results of the Company and its consolidated subsidiaries could differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any statements of expectation or belief; and any statements of assumptions underlying any forward-looking statements. Risks, uncertainties and assumptions include the risks described in the Company's reports filed with the Securities and Exchange Commission, including but not limited to the risks described in the Company's Annual Report on Form 10-K for its fiscal year ended October 31, 2011. The Company

Explanation of Responses:

assumes no

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obligation and does not intend to update these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment within 71 calendar days after the date on which this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information

The pro forma financial statements required by Item 9.01(b) of Form 8-K will be filed by amendment within 71 calendar days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits

10.1 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.

10.2 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.

10.3 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.

10.4 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.

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SIGNATURE

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

Date: January 4, 2012

VERIFONE SYSTEMS, INC.

By: /s/ Albert Liu

Name: Albert Liu

Title: Executive Vice President, Corporate Development  
and General Counsel

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Exhibit Index

Exhibit No, Description

- 10.1 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.
- 10.2 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.
- 10.3 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.
- 10.4 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.