

Form **8937**

(December 2017)

Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Verifone Systems, Inc.		04-3692546	
3 Name of contact for additional information	4 Telephone No. of contact		5 Email address of contact
Thomas Rebain	7543462763		Thomas.Rebain@VERIFONE.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
8 Date of action		9 Classification and description	
03/28/2025		Modification of Term Loan Debt and Revolving Credit Facility	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See Attachment.	See Attachment.	See Attachment.	See Attachment.

Part II **Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See Attachment](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See Attachment.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Attachment.

Part II **Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See Attachment.

18 Can any resulting loss be recognized? ► See Attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See Attachment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature ► Thomas Weller

Date ► May 12, 2025 | 10:52 AM PDT

Print your name ► Thomas Rebain

Title ► VP Finance - Corporate Controller

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

1

Check if
self-employed

Firm's name

Firm's FIN ►

Firm's name ►

FINT S EIN

VERIFONE SYSTEMS INC.
EIN [04-3692546]
Attachment to Form 8937

The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any securityholder's specific circumstances (including holders that may be subject to special tax rules or that held the relevant claims or equity interests as other than a capital asset). Securityholders are urged to consult their own tax advisors regarding the U.S. tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction. Capitalized terms used but not otherwise defined in this memorandum shall have the meaning ascribed to such terms in the *Sixth Amendment to First Lien Credit Agreement*, dated as of March 28, 2025 (as modified, amended or supplemented).

Form 8937, Part I, Lines 9-13

Classification and Description (Line 9)	CUSIP Number (Line 10)	Serial Number (Line 11)	Ticker Symbol (Line 12)	Account Number (Line 13)
Revolving Loans due May 19, 2028	92346NAJ8	N/A	N/A	N/A
Term Loans due August 20, 2028	92346NAH2	N/A	N/A	N/A

Form 8937, Part II, Line 14

On March 28, 2025 (the “Amendment Date”), Verifone Systems, Inc. (“Verifone”) amended their existing credit agreement (the “Amendment”), such credit agreement as amended, restated, supplemented or otherwise modified prior to the Amendment Date (the “Existing Credit Agreement”). As part of the Amendment, certain holders of term loans outstanding immediately prior to the effectiveness of the Amendment (such loans, the “Existing Term Loans”) and revolving loans and commitments (such loans and commitments, the “Existing Revolving Facility”, and together with the Existing Term Loans, collectively, the “Existing Debt” and such holders, collectively, the “Refinancing Holders”) amended the Existing Debt with modified terms (such modified Existing Term Loans, the “New Term Loans” and such modified revolving loans and commitments, the “New Revolving Facility”).

The Amendments can be summarized as follows:

- New Term Loans
 - \$2,041,052,582.96 of the principal outstanding under the Existing Term Loans was partially repaid and exchanged for an equal amount of principal under the New Term Loans (excluding any fees, premiums or other amounts payable in-kind thereon). Substantially concurrently with giving effect to the New Term Loans, the Borrower incurred additional term loans in an aggregate principal amount of \$50,000,000. Among other amendments, the maturity was extended from August 20, 2025 to August 20, 2028 and the applicable margin was increased from 4% to 5.75% per annum for Term SOFR Loans, with available reductions that correspond to the applicable “public ratings” then in-effect (as determined by Moody’s, S&P or Fitch) with respect to the New Term Loans at 5.25% and 5.50% for Term SOFR Loan.
- New Revolving Facility
 - \$117,000,000 of the principal outstanding under the Existing Revolving Facility was partially exchanged for new term loans of \$50,000,000 and new borrowings under the New Revolving Facility. Among other amendments, the maturity was extended to May 19, 2028.

The discussion above does not represent a comprehensive summary of the steps taken pursuant to the Amendment or prior amendments to the Existing Credit Agreement and only describes certain details that are relevant to this Attachment to Form 8937.

Form 8937, Part II, Line 15

Verifone expects that the Amendment will be treated as a taxable exchange under Section 1001 of the Internal Revenue Code.

The amendment of the Term Loans (the “Term Loan Amendment”) is intended to constitute a recapitalization of the Specified Existing Term Loans under Section 368(a)(1)(E) of the Code (“Section 368(a)(1)(E) Recapitalization”). The determination of whether the Term Loan Amendment constitutes a Section 368(a)(1)(E) Recapitalization depends, *inter alia*, on whether each of the Specified Existing Term Loans surrendered constitutes a “security” for purposes of Section 354 of the Code. Neither the Code nor the Treasury regulations define the term security. Whether a debt instrument is a security is based on all of the facts and circumstances, but most authorities have held that the term to maturity of the debt instrument is one of the most significant factors. In this regard, debt instruments with a term of ten years or more generally have qualified as securities, whereas debt instruments with a term of less than five years generally have not qualified as securities. Here, the Specified Existing Term Loans and Specified Existing Revolving Loans had terms of seven years and five years, respectively. The 2025-1 Refinancing Term Loans have a term of approximately three years. Verifone expects to treat the Specified Existing Term Loans as “securities.”

If the Specified Existing Term Loans constitute securities for purposes of Section 354 of the Code, and the Exchange otherwise qualifies as a Section 368(a)(1)(E) Recapitalization, the Refinancing Holders generally are expected not to recognize gain or loss with respect to the Amendment (other than with respect to any consideration received for accrued and unpaid interest). There is authority that, under certain circumstances, permits a “tacked” period of time with respect to the maturity of a modified debt instrument, but the scope of its application is unclear to a situation like the one here. Because the 2025-1 Refinancing Term Loans have a term of approximately three years, it is not clear if the 2025-1 Refinancing Term Loans will constitute “securities” for purposes of Section 354 of the Code. In addition, to the extent any portion of a Refinancing Holder’s share of the 2025-1 Refinancing Term Loans is allocable to accrued but unpaid interest on the Specified Existing Term Loans such portion is generally expected to be treated as interest income to the extent such interest income was not previously included in income.

If the Term Loan Amendment does not qualify as a Section 368(a)(1)(E) Recapitalization because the Specified Existing Term Loans are not “securities,” the Term Loan Amendment would be taxable to those Refinancing Holders. In that case, a Refinancing Holder is expected to recognize gain or loss equal to the difference between (1) the issue price of the 2025-1 Refinancing Term Loans received over (2) the Refinancing Holder’s adjusted tax basis in the exchanged Specified Existing Term Loans.

Verifone does not expect to treat the Specified Existing Revolving Loans as “securities,” thus the amendment of the Specified Existing Revolving Loans would be taxable to those Refinancing Holders. A Refinancing Holder is expected to recognize gain or loss equal to the difference between (1) the issue price of the 2025-1 Refinancing Revolving Loans received over (2) the Refinancing Holder’s adjusted tax basis in the exchanged Specified Existing Refinancing Loans. A Refinancing Holder is expected to have a tax basis in the 2025-1 Refinancing Revolving Commitments equal to the fair market value of such property as of the date of receipt.

Refinancing Holders should consult their tax advisors to determine the tax consequences to them of the Amendment, including the impact of any state, local or non-U.S. tax law, if applicable.

Form 8937, Part II, Line 16

If the Term Loan Amendment qualifies as a Section 368(a)(1)(E) Recapitalization and the 2025-1 Refinancing Term Loans are treated as a security for such purpose, a Refinancing Holder’s tax basis in the

2025-1 Refinancing Term Loans is expected to equal such Refinancing Holder's adjusted tax basis in the Specified Existing Term Loans.

A Refinancing Holder's tax basis in the 2025-1 Refinancing Revolving Commitments is expected to equal the issue price, as determined by Verifone. Issue price statement will be made available by June 26, 2025.

Form 8937, Part II, Line 17

Sections 354, 356, 358, 368, 1001, and 1012.

Form 8937, Part II, Line 18

The Term Loan Amendment generally should not result in loss being recognized by the Refinancing Holders to the extent the Term Loan Amendment is a Section 368(a)(1)(E) Recapitalization.

Refinancing Holders may recognize loss if the amendment of the Specified Existing Revolving Loans if such Refinancing Holder's tax basis in the Specified Existing Revolving Loans exceeds the issue price of the 2025-1 Refinancing Revolving Commitments.

Form 8937, Part II, Line 19

The organizational actions occurred on March 28, 2025. The reportable tax year is 2025 for calendar-year taxpayers.