

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Hypercom Corporation		86-0828608	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Lynda Hauswirth	4082327210	Lynda_H2@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	
2099 Gateway Place, Suite 600		San Jose, California 95110	
8 Date of action		9 Classification and description	
August 4, 2011		Common Stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
44913M105		HYC	

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 response to Box 15.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Internal Revenue Code Sections 354(a), 358(a), 368(a) and 1001.

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 ▶ The transaction occurred on August 4, 2011 and consequently the taxable year for reporting the tax effect is the taxable year that includes August 4, 2011.

PROTECTIVE FILING. ISSUER UNCERTAIN WHETHER INDICATED TRANSACTION "AFFECTS" SHAREHOLDERS' BASIS IN TARGET SHARES, SINCE BASIS CARRIED-OVER TO PARENT SHARES.

The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purposes of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending any transaction or matter addressed herein.

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 ▶ [Handwritten Signature] Date ▶ Jan 13, 2012

Print your name ▶ Lynda Hauswirth Title ▶ Vice President, Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Attachment to Form 8937

Form 8937 Part II, Box 14:

The organizational action involves the merger pursuant to which, on August 4, 2011, Hypercom Corporation (“TARGET”) merged into Honey Acquisition Co. (a direct wholly-owned subsidiary of VeriFone Systems, Inc. (“PARENT”), with Hypercom Corporation surviving. Each outstanding share of TARGET common stock converted into the right to receive 0.23 of a PARENT common share and cash in lieu of fractional PARENT common shares.

Form 8937 Part II, Box 15:

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Further discussion of the tax consequences of the merger can be found in the Form S-4 for PARENT, as amended, as filed with the Securities and Exchange Commission on January 10, 2011, under the heading “Material U.S. Federal Income Tax Consequences” (available at http://www.sec.gov/Archives/edgar/data/1312073/000119312511005243/ds4a.htm#toc126453_40).

As stated in the S-4, the merger, was intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). If respected as a “reorganization” within the meaning of Section 368(a) of the Code, shareholders who are U.S. taxpayers not in a special class of holders subject to special rules (such as a person that actually or constructively owns 5% or more of the voting stock of PARENT, a tax-exempt organization, life insurance company, or other special class of holder) (such shareholders not subject to special rules, “U.S. Holders”) will not recognize any gain or loss upon receipt of PARENT common stock in exchange for TARGET common stock in the merger, except with respect to cash received in lieu of fractional shares of PARENT common stock (discussed further below).

A U.S. Holder’s aggregate basis in the PARENT common stock received in the merger (including any fractional shares deemed received and redeemed as described below) will be equal to the U.S. Holder’s aggregate tax basis in the TARGET common stock surrendered. Where different blocks of TARGET common stock were acquired at different times and at different prices, the tax basis of such shares of common stock may be determined with reference to each block of common stock, with the aggregate basis of each block of TARGET common stock being allocated evenly among the PARENT common shares attributable to that block.

A U.S. Holder of TARGET common stock who receives cash in lieu of a fractional share of PARENT common stock in the merger generally will be treated as having received such fractional share in the merger and then as having received cash in redemption of such fractional share. Gain or loss generally will be recognized based on the difference between the amount of cash received in lieu of the fractional share and the portion of the U.S. Holder’s aggregate tax basis in the TARGET common stock surrendered which is allocable to the fractional share.

Form 8937 Part II, Box 18:

The merger was intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). If the merger is respected as a "reorganization" within the meaning of Section 368(a) of the Code, a U.S. Holder (as defined in the attached response to box 15) will not recognize any gain or loss upon receipt of PARENT stock in exchange for TARGET stock in the merger, except with respect to cash received in lieu of a fractional share of PARENT stock.

A U.S. holder of TARGET stock who receives cash in lieu of a fractional share of PARENT stock in the merger generally will be treated as having received such fractional share in the merger and then as having received cash in redemption of such fractional share, and may recognize loss as a result of such redemption.

PROTECTIVE FILING. ISSUER UNCERTAIN WHETHER INDICATED TRANSACTION "AFFECTS" SHAREHOLDERS' BASIS IN TARGET SHARES, SINCE BASIS CARRIED-OVER TO PARENT SHARES.

The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purposes of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending any transaction or matter addressed herein.