



## Research Notes

**December 7, 2007**

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*Research Notes* are a brief description of the insider trading, accounting, or governance behaviors that we have been investigating for possible inclusion in standard 3DA reports, and may also include other information of general interest to 3DA subscribers. The ▲ symbol indicates that we have observed management behavior that suggests a bullish sentiment.

### Companies in this Research Notes

- ▶ Cypress Semiconductor Corp. (NYSE: CY)
- ▶ Riverbed Technology Inc. (NASDAQ: RVBD)
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- ▶ VeriFone Holdings Inc. (NYSE: PAY)
- ▶ VistaPrint Ltd. (NASDAQ: VPRT)

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### 3DAdvisors Research Notes

#### Cypress Semiconductor Corp. (NYSE: CY)

- In our Insider Research Bulletin covering Cypress ([11/16/07](#)), we highlighted the trading behavior of CY insiders who had aggressively sold in October just after the Company's October 18<sup>th</sup> Q3 release. In the ten days following the news, ten insiders cleared out over 2 million CY shares at prices between \$32 and \$36. During that ten day period, more shares were sold than *during any full year* dating all the way back to 1990. More importantly, we had never seen such across-the-board holdings reductions with two in the executive suite dropping over 90% of their holdings and five of the six independent board members dropping between 30% and 98% of their holdings. Overall insider ownership halved, dropping from 4% of the outstanding shares to less than 2% in that short period.
- As the aggressive trading profile led us to an examination of accounting practices, it quickly became clear that SunPower Corp. (NASDAQ: SPWR), a consolidated subsidiary and one of several white hot companies in the solar industry, is the driving force behind Cypress' recent results. In fact, if one removes the contribution from SPWR altogether, instead of a 44.8% increase, CY's revenues actually decreased by 4.3% in the first nine months of 2007 versus the same period in 2006. Cypress' revenue is increasingly being driven by SPWR. To wit, in the Q207, SPWR

accounted for 46.6% of CY's total revenues and 52% in Q307 versus just 20.6% and 22.5%, respectively, in the same periods of 2006.

**Figure 1.** CY Daily Closing Price, 12/01/06 through 12/05/07. Red shaded area is where 10 insiders sold over 2 million shares. Source: Reuters and CY SEC Filings.



- Although many are looking for Cypress to spin-off SunPower, we doubt CY would take such a step anytime soon. In the past management had made comments regarding the exploration of options with regards to SPWR and realizing value and in the Q307 was asked again by an analyst about its philosophy on monetizing SunPower. CEO **T.J. Rodgers** responded as follows:

**“It sounds like a blow off when I say that we continue to evaluate options. It doesn’t mean like the government continuing to study and do nothing. It means we continue to evaluate our options, and right now there are no options, which will make shareholders better off. And as a 3% shareholder myself, I am very interested in making shareholders better off, but right now, we see no deal that’s better than status quo.”**

This comment comes as no surprise since it is increasingly apparent that CY is relying on SPWR for revenue growth, and it is quite clear management has ample incentives to create top and bottom line growth. This year, without issuing any documentation explaining the rationale, on May 11<sup>th</sup>, the Compensation Committee awarded only performance-based restricted stock, as opposed to options, across the board to CY insiders. At this time we only know vesting of those shares is tied to both operating income and stock price, as reported on the related Form 4’s, but the exact income formulas and price targets were not made public. With SunPower beginning to contribute to CY’s earnings momentum, it seems unlikely that management would consider spinning off the division and put its compensation payouts at risk of forfeiture if targets are not met. For instance, Cypress CEO

Rodgers has the potential to receive 800,000 CY shares over the next five years if targets are met.

- There were several important items we noticed in our review of CY accounting practices. It was disclosed for the first time in the Q107 that SPWR recognizes revenue using the percentage of completion method. As such, revenues are driven by the timelines for installation of its solar power systems. In addition, three new categories appear on SPWR's balance sheet as of Q107: 1) Deferred project costs (located in CY's other current assets and new to CY's Q207); 2) Costs and estimated earnings in excess of billings (read: unbilled receivables), which represents revenues recognized in excess of amounts billed (this appears within other current assets for CY); 3) Billings in excess of costs and estimated earnings, which represents billings in excess of revenues recognized (this appears within in current liabilities for CY). Interestingly, costs and estimated earnings in excess of billings sky-rocketed in Q307, increasing by 238%, while at the same time the disclosure is enhanced. In the Q307 release this new sentence appears [bolding is ours]:

**Ending balances in “Costs and estimated earnings in excess of billings” and “Billings in excess of costs and estimated earnings” are highly dependent on contractual billing schedules which are not necessarily related to the timing of revenue recognition.**

This new disclosure highlights how maneuverable revenues can be for SPWR, which is convenient considering that SPWR recorded losses in all periods except for fiscal 2006, Q107 and Q307. In fact, the subject of revenue recognition was indeed a topic of clarification for analysts on SPWR's Q3 conference call.

- We continue to explore the situation at CY and monitor specific risks, including continued cash shortages at SunPower and the stability of one of its largest customers, German solar company Conergy, which has recently seen its shares implode. Conergy recently issued an earnings warning causing its stock to drop 30%. According to one source, “Conergy's IPO-infused cash has been collapsing since going public in 2005 while its debt has been soaring. Furthermore, receivable days outstanding are close to 200 days, inventory is around 150 and accounts payable are about 100 days.”<sup>1</sup> In fact, on November 7<sup>th</sup>, Conergy announced that they had raised an additional €100 million to “fill a “short-term shortfall” in liquidity and announced that Chief Executive Officer Hans-Martin Rueter will step down on November 15<sup>th</sup>.”<sup>2</sup> Furthermore, Conergy's accounts for 2006 and the first half of 2007 are now being audited for fraud.<sup>3</sup> Clearly, Conergy has a cash flow problem bringing several questions to mind: are they the only ones or are there others with similar cash flow issues, and could a domino effect come into play? SPWR does have a lofty share price, and rising rapidly, but they have been issuing debt and expanding credit facilities throughout the year – is there a cash flow issue here too? Interestingly, between November 6<sup>th</sup> and November 13<sup>th</sup>, SPWR shares lost 27.5% of their value and have yet to recover. The potential impact of such problems on CY is far from lost on us.

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<sup>1</sup> Greenberg, Herb. “Seen Conergy Lately?” [MarketWatch.com](http://MarketWatch.com). October 3, 2007.

<sup>2</sup> Hippin, Andreas. “Conergy Tumbles as Analysts Lower Recommendations.” [Bloomberg.com](http://Bloomberg.com). November 8, 2007.

<sup>3</sup> Shamik, Paul. “Citigroup, 2 Others Cut Conergy to Sell”. [Uk.Reuters.com](http://Uk.Reuters.com). November, 8, 2007.

## Riverbed Technology Inc. (NASDAQ: RVBD)

- Riverbed Technology, the market leader in wide area network optimization technology that speeds up the internet, received a haircut on October 24<sup>th</sup> when Q307 results and Q407 guidance fell short of meeting Wall Street's expectations. Despite swinging to a third quarter profit, investors traded the shares down 28% on the news, and they would continue to fall over the next few weeks until touching a new 52-week low. Maybe this should not have come as such a surprise to its followers, as insiders, including board members presiding over institutional positions, had distributed 4.2 million registered shares since the September 2006 IPO. This figure includes the 1.6 million sold into a February secondary offering that enabled insiders to trade during the lock-up period associated with the initial offering. But while the profit taking that took place prior to the third quarter earnings release is somewhat justifiable, as Riverbed traded up 180% since the IPO and insiders controlled well over 20 million shares, we are much more fascinated with what has taken place since the October sell-off.

**Figure 2.** RVBD Daily Closing Price, 12/01/06 through 12/05/07. Red shaded area is where six insiders sold 668.666 shares. Source: Reuters and RVBD SEC Filings.



- From October 29<sup>th</sup> to November 30<sup>th</sup> six insiders sold a combined 668,666 shares at prices between \$27 and \$33, distinguishing November as the second most active month of sales this year. To their credit, insiders have had 10b5-1 trading plans in place since the first quarter, many of which were amended later in the year. But that is where the slack ends. Bear in mind insiders are permitted to modify or completely terminate a trading plan at any time. While securities attorneys do not recommend this course, it sure beats selling your assets at a steep discount, along with the investor backlash that will arise as a result. Making these post-earnings sales even more significant is the fact Chairman, Chief Executive **Jerry Kennelly** (57), a Riverbed founder, and Chief Financial Officer **Randy Gottfried** (42) *increased* their

quarterly selling volume at the lower prices. Kennelly sold 200,000 shares in plan after each of the two previous earnings releases, with the post-Q2 sales coming in the \$44 range. His latest sales covered 270,000 shares at prices as low as \$28, roughly 35% below his August exit price. Similarly, Gottfried sold 50,000 and 60,000 shares in the aftermath of the last two earnings releases, but increased his volume to 100,000 this past quarter. Our first guess was that their plans called for a specific dollar amount sold each quarter rather than a share count, but the monetary totals are not consistent.

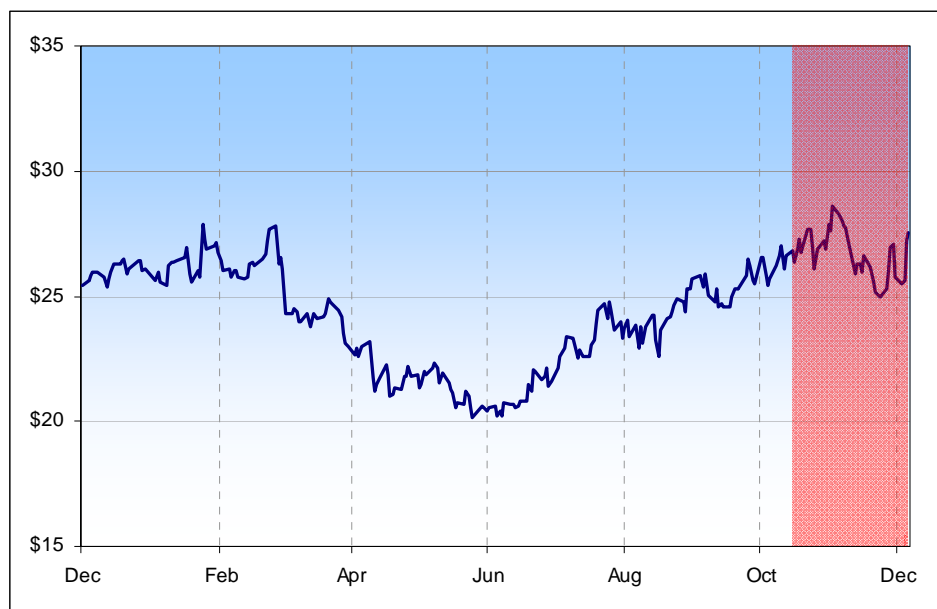
- If you are still skeptical due to the existence of predetermined trading plans, then look no further than the recent sale by board member **Christopher Schaepe** (44), a founding general partner of Riverbed's largest institutional shareholder (now second, see below), Lightspeed Venture Partners. After first surfacing in July to sell 20,000 of his directly-held common stock at \$44, he sold 28,000 more on October 30<sup>th</sup> at 27% lower prices (\$32) and has now shed 35% of his core ownership in the last four months. Meanwhile, Lightspeed has sold (or distributed to partners) its position down from 13 million shares (18%) at the beginning of the year to 3.5 million (5%). In addition to Kennelly and Gottfried, the latter of whom sold 40% of his holdings since January, other recent sellers include: Co-Founder, Chief Technology Officer, and Director **Steven McCanne** (39), Senior V.P. of Worldwide Sales **David Peranich** (46), and Senior V.P. of Marketing and Business Development **Eric Wolford** (40). All five officers listed above make up the named executive team. The 1.1 million shares sold year-to-date by McCanne accounted for just 18% of his holdings, but Peranich and Wolford sold 77% and 71% of their available stock and options thus far.
- In addition to Lightspeed Venture Partners, the remainder of the initial investor group consisted of Accel Partners, Utah Ventures, and Goldman Sachs. Together, they began the year collectively holding 35.7 million shares, equal to roughly 55% of Riverbed's outstanding stock. They now own just 5.2 million shares (7.3%) as both Goldman and Utah Ventures exited their positions (each holds roughly 50,000 shares now). There are a lot of sell-side analysts out there who are touting Riverbed at these current prices. In fact, the shares received two immediate upgrades after the October sell off and two more since, which is inconsistent with the current sell-side practice of issuing downgrades posthumously after a big miss. One shop even has a \$70 price target, which would imply upside of 130% from the current market price. We seriously doubt any of these insiders or institutional holders have \$70 expectations.

### Seagate Technology (NYSE: STX)

- Although Seagate Technology is in the shadow of many of the big tech firms we have covered in recent months [see 3DA coverage on: Cisco Systems ([08/29/07](#), [09/28/07](#)), Intel ([11/16/07](#)), and Oracle ([11/11/07](#))], at least in terms of market capitalization, it is undeniably the leader in the area of hard drive manufacturing. The name has been on our radar for a number of years as the insider selling volume skyrocketed from 738,000 shares in 2005, to 5.1 million in 2006, and reaching a record 7.2 million this year. And now, as we have seen with many of their large-cap tech peers in recent months, there is a distinct contrast between not just the insider behavior and the sell-side sentiment, but also the near-term forecast being touted by

management. After selling 1.8 million shares in the 12-week aftermath of the July 19<sup>th</sup> Q4 earnings release, nearly 3 million more shares have hit the market since the Company issued fiscal Q1 earnings on October 16<sup>th</sup>. As you will read, two of the largest institutional shareholders unwound their positions this year as well.

**Figure 3.** STX Daily Closing Price, 12/01/06 through 12/05/07. Red shaded area is where insiders sold nearly 3 million shares. Source: Reuters and STX SEC Filings.



- After beating the consensus for both earnings and revenues in its fiscal fourth quarter of 2007, STX forecasted earnings and revenues for the current quarter ending in December that surpassed sell-side expectations. Its closest rival, Western Digital (NYSE: WDC), reported equally strong earnings growth in its last quarter and just increased guidance for the current quarter on December 5<sup>th</sup>, prompting certain analysts to predict a continuation of the secular industry growth cycle. Seagate's management hit the road to promote its current successes, presenting at Credit Suisse's 2007 Annual Technology Conference on November 27<sup>th</sup>. **Charles Pope** (52), Seagate's chief financial officer of nearly ten years, spoke on the continued demand for computers used in large businesses, but did not portray the same conviction just two sessions later when he unloaded 536,414 shares at roughly \$27. The sale, which set back his actionable holdings by roughly 40%, stemmed from the monetization of non-expiring options priced at \$21 and covered more shares than he had sold cumulatively since 2003. His actions are a classic example of saying one thing to analysts, but then acting in a contradictory fashion to sell off a large chunk of his holdings, in this case exercising options with strike prices fairly close to the market price.
- There have been plenty of other high-level officers who sold off significant percentages of their ownership this year. Chief Operating Officer **David Wickersham** (51), Executive V.P. of Worldwide Sales **Brian Dexheimer** (44), and Senior V.P. of Heads and Media **Jaroslav Glembocki** (51), all veteran insiders who began the year with actionable holdings in excess of one million shares and vested



options, sold between 30% and 45% of their positions. Dexheimer's ownership erosion can be explained by the three coexisting 10b5-1 sales plans he currently trades under, along with the apparent out-of-plan sales executed in October. President, Chief Executive **William Watkins** (54), who has not been one of the most aggressive sellers this year, executed a very interesting trade just three days after the Company reported earnings on October 16<sup>th</sup>. He trades under two concurrent 10b5-1 plans: one for selling his own personal directly-held stake and a second to slowly funnel out shares he owns through Wolf Pack Limited Partnership. On October 19<sup>th</sup> he traded outside of both plans, selling 350,000 shares from the Watkins Family Trust. Not only was this his largest historical sale, but marked the first time he sold any of the Family Trust shares.

- In addition to the insider sales, there are a few institutional holders that have scaled back their holdings in recent months. Silver Lake Partners, which took Seagate private in 2000 only to put it back on the market a few years later, sold down its entire position, including the last remaining 10 million shares in 2007. Silver Lake founder **James Davidson** (47), who holds a seat on Seagate's board and chairs the Compensation Committee, cleared out his entire 63,000-share position on November 2<sup>nd</sup> at \$28. Equally significant is the activity of Fidelity Management (FMR), which has held on to a large position for the last five years and entered 2007 as Seagate's largest shareholder with a 12% stake. Fidelity was a buyer in January at roughly \$26, increasing its position from 70 million to 85 million shares. But the sentiment changed dramatically in June when Fidelity sold 40 million shares at a loss in the \$20 to \$22 range, and surfaced again in October into the issue's rebound to sell another 29 million shares. Over the past five months Fidelity shed 81% of its holdings and retains just 3% of Seagate's outstanding stock.
- To this point Seagate has been fairly resilient to the recent market volatility that has weighed down many of its technology peers. While many on The Street seem inclined to believe this trend will continue, we cannot help but point out this situation has many of the same characteristics as those highlighted in 3DA reports on other big tech names, where the insider behavior contradicted the overall consensus. This is one we feel our clients should be keeping a close eye on.

#### VistaPrint Ltd. (NASDAQ: VPRT)

- VistaPrint is a name we have become familiar with due to the regularity with which insider sales have crossed our screens. We included the Company in a Watch List dated 08/13/07, highlighting the continuation of sales into the Q3 weakness, along with the mounting reductions of a key officer and another board member. After initially interpreting the trading activity as being fairly benign, a sequence of fourth quarter sales by the Company's chairman and chief executive, **Robert Keane** (44), tells us that we need to be examining each trade now being reported.
- VistaPrint executive officers and key directors have traded under 10b5-1 sales plans since the March 2006 expiration of the 180-day underwriter lock-up period associated with the 2005 IPO. The Company is yet to issue any formal disclosure, either in an SEC Form 8-K or corporate press release, outlining the terms of such plans for any officer, with the exception of footnotes in Form 4 filings designating sales as being part of a plan, along with the 10b5-1 adoption dates. For the most

part, their trading plan activity has been fairly systematic and consistent. CEO Keane is currently trading under his second plan (adoption dates: 02/18/06, 02/15/07) and has routinely sold 16,000 shares per month under both plans. The same pattern applies to many of his peers. But Keane's orderly trading recently strayed dramatically from the course. VPRT opened on October 25<sup>th</sup> at \$39.50 and closed up one dollar on anticipation of first quarter earnings that were to be released after the close. The shares surged 17% to \$46 the following session as earnings beat the consensus by nearly 2%. Two trading days later Keane emerged to sell 250,000 shares *outside of his trading plan* through November 1<sup>st</sup>, cashing in more than he had sold altogether since the commencement of his current plan.

- Many of our clients are aware at this stage the significance of insiders selling outside of their respective trading plans. Securities attorneys warn that such behavior is the biggest risk to jeopardizing the safe-harbor protection afforded by Rule 10b5, can raise suspicions to the efficacy of the plan and be a potential trigger for an SEC inquiry. After implementing and carrying out such an unassailable plan, we can think of few reasons Keane would take such risk short of anticipating dramatic near-term volatility and wanting to protect his concentrated net worth. Past events would tell us we might be on the right track. In May 2006, Keane sold 160,000 shares at \$32 outside of his plan adopted just months earlier. Less than three months later the issue traded down to \$22 on fiscal fourth quarter earnings. Similarly, Director **Louis Page** (41), an early-stage investor, sold 100,000 out of plan in early February 2007 at \$42, before the shares gave back 12% by the end of the month. He sold another 100,000 outside of the same 10b5-1 plan in May, just a few months before the issue traded down 20% after reporting flat fiscal Q4 earnings. The question remains whether history will repeat itself and show these out-of-plan sales to be timely.

**Figure 4.** VPRT Daily Closing Price, 01/03/06 through 12/04/07. Red diamonds indicate dates CEO Robert Keane sold outside of his 10b5-1 plans; Yellow diamonds are dates Director Louis Page sold out of plan. Source: Reuters and VPRT SEC Filings.





- The two insiders mentioned above that sold large percentages of their ownership are Chief Marketing Officer **Janet Holian** (90%) and the aforementioned Director Page (70%). Holian's behavior stands out as her trading plan allows her to routinely sell more shares than she vests in each quarter. The majority of Director Page's holdings constitute shares owned by Windows to Wall Street Inc., a venture capital firm where he is president and general partner. He has been scaling back these holdings regularly, but seems to have reduced the amount under his current trading plan adopted in June. While these are institutional shares being sold, we do not discount the fact he influences the trading decisions.
- We performed a simple internet search on the name early in our research process and were surprised to find more than 70,000 hits that involve the keyword "fraud". VistaPrint refers its web customers to third party marketing partners for which it receives referral fees (less than 10% of fiscal 2007 revenues). Hundreds of disenchanted customers have filed complaints with the Better Business Bureau, reporting these merchants have charged their credit cards for unordered products or services, and in many cases, could not get the charges reversed. While this group makes up a very small percentage of VPRT's total customer base, it is unknown how this will play out. It has been speculated that while these referral fees account for a small proportion of total revenues, it is much more accretive to the bottom line<sup>4</sup> (a hypothesis we could not confirm because income from these relationships is not broken out in the 10-Qs or 10-Ks). With media outlets now sniffing around, the pressure to end these marketing relationships could intensify.

#### VeriFone Holdings Inc. (NYSE:PAY)

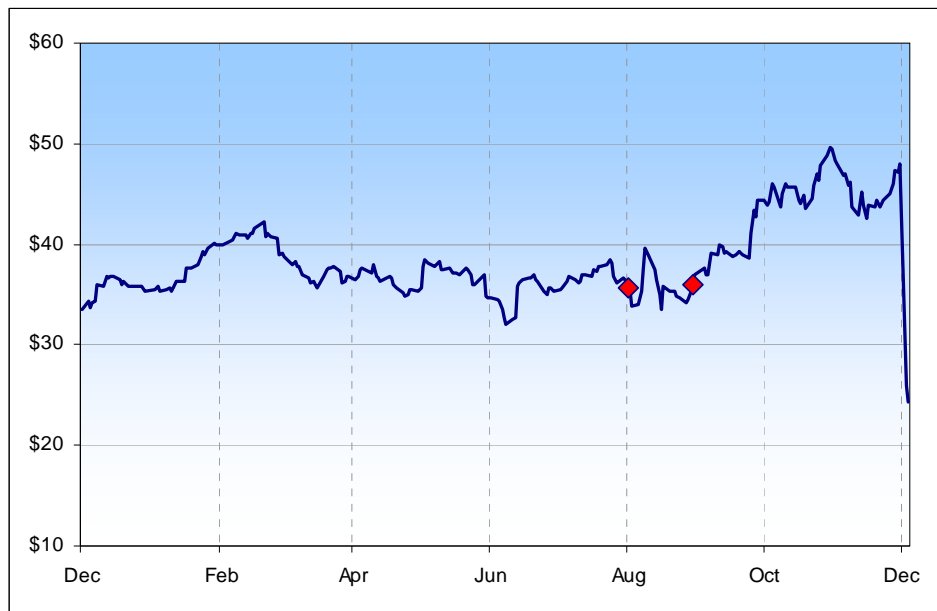
- Ninety minutes before the market open on Monday, December 3<sup>rd</sup>, VeriFone put out a press release announcing it had uncovered material accounting errors that would require the restatement of certain periods' results, and that it was delaying its Q4 and full-year release. Specifically, an internal review had determined that the Company's unaudited financial results for the three months ended 01/31/07, six months ended 04/31/07 and the three and nine month periods ended 07/31/07 should no longer be relied upon by analysts and investors "principally due to errors in accounting related to the valuation of in-transit inventory and allocation of manufacturing and distribution overhead to inventory, each of which affects VeriFone's reported costs of net revenues." The errors will result in restatements for these periods, impacting both reported inventories and pre-tax income by material amounts. The shares plunged at the open following the news, dropping over 45% (a loss of \$2 billion in market capitalization) to close at \$26.03 with nearly 50 million shares changing hands.
- In our full report on VeriFone on [08/01/07](#) and in an issue of Research Notes on [08/29/07](#), we highlighted noteworthy governance, insider trading, and especially accounting behaviors that stood out to us in the wake of the Company's acquisition of Lipman Electronic Engineering Ltd. (Lipman) in late 2006. Of note, we mentioned that inventories, which had ballooned following the acquisition, needed to be monitored carefully for a variety of reasons, including the fact that some undisclosed

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<sup>4</sup> Miniter, Paulette. "VistaPrint Faces Complaints Over Third-Party Bills." [SmartMoney.com](#). October 16, 2007.

but substantial portion were likely to become obsolete with the implementation of new industry standards on 12/31/07 which could lead to an inventory write off. We also pointed out that there appeared to be ample opportunities to manipulate revenue recognition and timing, the fact that segment margins may have been manipulated in order to avoid impairment charges, and that the terms of the Company's most recent credit revolver might limit its ability to make capital expenditures in the future.

**Figure 5.** PAY Daily Closing Price, 12/01/06 through 12/04/07. Red diamonds are the dates of our full report (08/01/07) and Research Notes coverage (08/29/07) on the Company. Source: Reuters and 3DAdvisors, LLC.



- We remind our clients of these other accounting-related issues because they raise the distinct possibility that all the bad news may not yet be out. Indeed, in the press release, the Company itself seemed to leave open the possibility that other problems could come to light that might require additional adjustments: "While VeriFone is not currently aware of other accounting errors requiring adjustment to any prior period financial statements, there can be no assurances that VeriFone or its independent registered public accounting firm will not find additional accounting errors requiring further adjustments in those or earlier periods." The special conference call after the close on 12/03/07 to explain what had happened and what management was doing about it seemed to create as many questions as it answered and appeared to do little to assure analysts.
- We also point out that while these accounting revelations have been announced just prior to the scheduled, but now delayed, release of the first audited financials since the November 2006 Lipman acquisition, executive trading behavior suggests management may have known problems lay ahead for some time. As we have covered in our earlier reports, insider selling had been steady over the course of the past year while the stock traded in a relatively narrow range, including more recent

sales by key operating executives under pre-arranged trading plans just prior to the December 3<sup>rd</sup> press release.

- As we discussed in our previous reports, VeriFone insiders across the board have traded under multiple (successive) personal sales plans since December 2006. The average monthly selling volume has remained fairly stable during this period, which we would expect under Rule 10b5, and this held true in recent months, with the volume ranging from 115,000 shares to 160,000 shares between May and November. The sales were executed without regard for share price, as insiders sold at the softer May/June prices at the same clip they sold the October rebound, signifying they do not have price floors written into the plans. One of the key facets to their behavior is that they consistently sell more shares than the number of options and restricted shares that become available on a quarterly basis. This streak might soon end, as many of the remaining options held are now under water following the December 3<sup>rd</sup> restatement announcement. But the fact remains their ownership has diminished at an increasing rate, with the average year-to-date ownership reduction jumping from 37% at the time of our August full report to nearly 60%.

Insider	Position	% Ownership Sold YTD (as of 8/1)	% Ownership Sold YTD (as 12/2) <sup>1</sup>
J. Adams	Vice Chairman (executive)	50%	92%
E. Waller	EVP of Integrated Solutions	30%	70%
D. Bergeron	Chairman, President, CEO	35%	53%
B. Zwarenstein	Chief Financial Officer	20%	46%
I. Angel	EVP of Global Operations	50%	30%

<sup>1</sup> Note: These figures would be higher if we discounted the vested options now under water after December 3<sup>rd</sup>

- Equally as important is the manner in which they have sold down their common stock positions. Nearly every insider was awarded restricted stock in 2006, which began vesting early in 2007 and continues on a quarterly basis. Despite the fact they have already vested in a handful of shares this year, their common ownership has *declined* since January, or in some cases, has failed to increase from the previous low levels. This is clearly a case where insiders are not only averse to retaining their derivative equity for the long term, but are unwilling to maintain a meaningful degree of exposure to Company stock. In hindsight, it would seem they had good reason to adopt this strategy. Finally, while all 10b5-1 traders sold in November, we are particularly interested in the sales of Chairman, Chief Executive **Douglas Bergeron** (46). Bergeron's sales have unfailingly been executed during the first two weeks of each month dating back to early 2006. In November, his plan sales began on November 14<sup>th</sup> and carried on through November 26<sup>th</sup>, just days before the Company broke the ill-fated restatement news. There might very well be a legitimate reason

for the delayed trades, but the fortuitous timing will most likely draw the attention of class-action attorneys and possibly regulators.

Executive	Common Stock 01/01/07	Common Stock 12/07/07
D. Bergeron	3,412,483	1,514,542
J. Adams	79,522	2,410
E. Waller	24,715	1,250
I. Angel	101	101
B. Zwarenstein	0	0

- As would be expected with such a dramatic hit to the stock due to disclosure of “accounting errors”, VeriFone was quickly slapped with analyst downgrades and at least four class-action lawsuits have been filed which allege, as is typical in such cases, that management intentionally overstated its financial results and profited from its misdeeds by selling company stock prior to the press release on 12/03/07. While it is never possible to predict whether any of these suits will proceed much less be successful, if any of them do get to the point where class status is granted and discovery begins, additional items could possibly come to light. And with a focus on accounting and insider trading, there will be plenty for the attorneys to chew on.

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