

LIPMAN ELECTRONIC ENGINEERING LTD
Form 425
September 11, 2006

Filed by VeriFone Holdings, Inc.

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and deemed filed pursuant to Rule 14a-12
of the Securities Exchange Act of 1934

Subject Company: Lipman Electronic Engineering Ltd.

Commission File No.: 000-50544

September 8, 2006

To Our Valued Customers:

I'd like to take this opportunity to update you on where we stand with our pending acquisition of Lipman. On September 6, we passed another milestone with the announcement that the Department of Justice in the U.S. has cleared the merger with no conditions.

We expect to complete the acquisition on November 1 to coincide with the start of our new fiscal year 2007. The remaining key steps prior to closing will be the Lipman and VeriFone shareholder meetings, which have been scheduled, respectively, for September 14 and 15. Israeli law requires a 30-day waiting period after the conclusion of the Lipman shareholder meeting.

VeriFone is well advanced in its integration planning. We have formed an integration organization to ensure we are operating as an integrated business on Day One of the merged company. Our Day One planning is proceeding along all three key tracks - sales and marketing, supply chain, and administration.

With the successful integrations of GO Software and Trintech's Payment Systems Business, VeriFone has demonstrated an ability to acquire companies without missing a beat. I am fully confident in the abilities of our teams to meet the goals we have set out to ensure that the two companies will be 100% ready to conduct business as one on all fronts come November 1.

The industrial logic behind this acquisition remains as compelling as it was when we announced it. VeriFone and Lipman are the fastest growing and most profitable providers of point of sale electronic payment technologies, and geographically, the two companies are fully complementary.

From November 1, the new VeriFone will represent tremendous geographical and product diversification that no other company in our industry can match. This will create great opportunities to continue to provide increased value to our customers.

We appreciate your patience during the acquisition process.

Regards,

Doug Bergeron

VeriFone Chairman & CEO

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NOTE: In connection with the proposed transaction, VeriFone has filed a registration statement on Form S-4 (Registration No. 333-134928), including a proxy statement of VeriFone, with the Securities and Exchange Commission (the SEC). Investors and securityholders are urged to read the registration statement, including the proxy statement (and all amendments and supplements to it) and other materials that VeriFone may file with the SEC when they become available, because they contain important information. Investors and securityholders will be able to obtain free copies of the registration statement, including the proxy statement, as well as VeriFone's other filings, without charge, at the SEC's Web site (www.sec.gov) when they become available. Copies of VeriFone's filings may also be obtained without charge from VeriFone at VeriFone's Web site (www.verifone.com) or by directing a request to: VeriFone Holdings Inc., 2099 Gateway Place, Suite 600, San Jose, CA 95110 (Tel: +1-408-232-7979, Attention: Director, Corporate Development & IR).

VeriFone, Lipman and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding VeriFone's directors and executive officers is available in VeriFone's 2005 Annual Report on Form 10-K filed with the SEC on December 20, 2005 and VeriFone's preliminary proxy statement for its 2006 annual meeting of stockholders, filed with the SEC on February 17, 2006, and information regarding Lipman's directors and executive officers is available in Lipman's 2005 Annual Report on Form 20-F filed with the SEC on March 9, 2006. Additional information regarding the interests of such potential participants is included in the registration statement and proxy statement, and the other relevant documents filed with the SEC when they become available.

Cautionary Language Concerning Forward-Looking Statements

We have included or incorporated by reference in this document financial estimates and other forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These estimates and statements are subject to risks and uncertainties, and actual results might differ materially from these estimates and statements. Such estimates and statements include, but are not limited to, statements about the benefits of the merger, including future financial and operating results, the combined company's plans, objectives, expectations and intentions, the markets for products, and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of the management of VeriFone Holdings, Inc. and Lipman Electronic Engineering Inc. and are subject to significant risks and uncertainties outside of our control. There is no assurance the transaction contemplated in this release will be completed at all, or completed upon the same terms and conditions described.

The following factors, among others, could cause actual results to differ from those described in the forward-looking statements in this document: the ability to obtain governmental approvals of the merger on the proposed terms and schedule; the failure of VeriFone stockholders to approve the issuance of VeriFone common shares or the failure of Lipman shareholders to approve the merger; the risk that the businesses of VeriFone and Lipman will not be integrated successfully or as quickly as expected; the risk that the cost savings and any other synergies from the merger may not be fully realized or may take longer to realize than expected; disruption from the merger making it more difficult to maintain relationships with customers, employees or suppliers. Additional factors that may affect future results are contained in VeriFone's and Lipman's filings with the Securities and Exchange Commission (SEC), which are available at the SEC's Web site (www.sec.gov). Neither VeriFone nor Lipman is under any obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise.
