

Vantiv, Inc.
Form 4
December 10, 2015

FORM 4

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

OMB APPROVAL

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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 *
FIFTH THIRD BANCORP

2. Issuer Name **and** Ticker or Trading Symbol
Vantiv, Inc. [VNTV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
38 FOUNTAIN SQUARE PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

CINCINNATI, OH 45263

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

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

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/08/2015		M ⁽²⁾		13,374,592	A	②
							13,374,592
Class A Common Stock	12/08/2015		S ⁽²⁾		13,374,592	D	\$ 51.67
							0 ⁽²⁾ ⁽⁵⁾
Class B Common Stock ⁽¹⁾	12/08/2015		D ⁽²⁾		8,000,000	D	②
							35,042,826

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

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(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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security
					(A)	(D)	Date Exercisable	Expiration Date		
Warrant (4)	(4)	12/08/2015		M		4,794,115	(4)	(4)	Class C Units	4
Warrant (5)	\$ 15.98	12/08/2015		M		5,374,592	(5)	(5)	Class C Units	5
Class B Units of Vantiv Holding, LLC	(6)	12/08/2015		M(2)		8,000,000	(6)	(6)	Class A Common Stock	8
Class C Units of Vantiv Holding, LLC	(6)	12/08/2015		M(2)	5,374,592		(6)	(6)	Class A Common Stock	5
Class C Units of Vantiv Holding LLC	(6)	12/08/2015		M(2)		5,374,592	(6)	(6)	Class A Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIFTH THIRD BANCORP 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	X	X		

Signatures

James C. Leonard, Executive Vice President and Treasurer of Fifth Third Bancorp

12/10/2015

__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).

The Class B Common Stock provides Fifth Third Bank with up to 18.5% of the aggregate voting power of Vantiv, Inc.'s common stock (other than in connection with a stockholder vote with respect to a change of control, in which event the Class B Common Stock will provide Fifth Third Bank with the full number of votes equal to the number of shares of Class B Common Stock it owns) but has no

- (1) economic rights. If Fifth Third Bank acquires shares of Class A Common Stock in the future, the voting power of the Class B Common Stock will be reduced by an equivalent amount. Upon an exchange of Class B Units of Vantiv Holding, LLC for shares of Class A Common Stock of Vantiv, Inc. as described in note 5, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled.

On December 8, 2015, Fifth Third Bank completed the sale of 13,374,592 shares of Class A Common Stock of Vantiv, Inc. as part of a registered block trade. The shares of Class A common stock sold by Fifth Third Bank were issued to Fifth Third Bank (i) in exchange for 8,000,000 Class B Units of Vantiv Holding, LLC pursuant to the terms of the exchange right described in note 6 and (ii) 5,374,592 Class

- (2) C Units available for exchange pursuant to the Warrant exercise transaction described in note 5. Simultaneously with the exchange, 8,000,000 shares of Class B Common Stock of Vantiv, Inc. held by Fifth Third Bank were simultaneously and automatically cancelled pursuant to the Exchange Agreement, dated March 12, 2012, as described in note 6. Immediately following completion of the sale, Fifth Third Bank held 35,042,826 Class B Units of Vantiv Holding, LLC and 35,042,826 shares of Class B Common Stock of Vantiv, Inc.
- (3) Fifth Third Bank is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.

On December 8, 2015, Fifth Third Bank and Vantiv Holding, LLC cancelled a portion of the warrant to purchase an aggregate of 20,378,027 Class C units of Vantiv Holding, LLC that was issued to Fifth Third Bank on June 30, 2009 (the "Warrant"). Pursuant to the Warrant cancellation, the rights under the Warrant to purchase 4,794,115 Class C units of Vantiv Holding, LLC were cancelled for

- (4) aggregate consideration of \$200.0 million payable by Vantiv Holding, LLC to Fifth Third Bank. Following such cancellation, the Warrant is exercisable for an aggregate of 15,583,912 Class C units in Vantiv Holding, LLC. Class C units issuable upon exercise of the remaining portion of the Warrant will continue to be exchangeable on a one-for-one basis for shares of Class A common stock of Vantiv, Inc. pursuant to the terms of the Exchange Agreement, dated March 21, 2012, as described in note 6.
- (5) On December 8, 2015, Fifth Third Bank net exercised a portion of the Warrant, which resulted in 5,374,592 Class C units being issued to Fifth Third Bank and 7,791,956 Class C units being available for issuance upon exercise of the remaining Warrant.

Fifth Third Bank has the right pursuant to and subject to the limitations in the Exchange Agreement among Fifth Third Bank, FTPS Partners, LLC, Vantiv, Inc. and Vantiv Holding, LLC (the "Exchange Agreement"), to exchange Class B Units and Class C Units of Vantiv Holding, LLC, a subsidiary of Vantiv, Inc., for shares of Class A Common Stock of Vantiv, Inc. on a one-for-one basis or, at

- (6) Vantiv, Inc.'s option, for cash. Upon such exchange of Class B Units for Class A Common Stock, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled. Fifth Third Bank is prohibited by the Exchange Agreement from owning more than 18.5% of the Class A Common Stock at any time.

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.