

FIRST DATA CORP
Form 4
April 15, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
VIKING GLOBAL INVESTORS LP

2. Issuer Name and Ticker or Trading Symbol
FIRST DATA CORP [FDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
55 RAILROAD AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/13/2016

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

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|--|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | 04/13/2016 | | C | | 21,750,064 | A | \$ 0 21,750,064 | I | See explanation of responses (1) (3) (4) (5) |
| Class A Common Stock | 04/13/2016 | | C | | 5,413,702 | A | \$ 0 5,413,702 | D (3) (5) | |
| Class A Common Stock | 04/13/2016 | | C | | 317,519 | A | \$ 0 317,519 | D (3) (5) | |
| Class A Common | 04/13/2016 | | C | | 10,144,738 | A | \$ 0 10,144,738 | D (3) (5) | |

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Stock

Class A

Common 04/13/2016 C 5,874,105 A \$ 0 5,874,105 D ⁽³⁾ ⁽⁵⁾

Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Class B Common Stock | <u>(2)</u> | 04/13/2016 | | C | 21,750,064 | <u>(2)</u> <u>(2)</u> | Class A Common Stock 21,750,064 |
| Class B Common Stock | <u>(2)</u> | 04/13/2016 | | C | 5,413,702 | <u>(2)</u> <u>(2)</u> | Class A Common Stock 5,413,702 |
| Class B Common Stock | <u>(2)</u> | 04/13/2016 | | C | 317,519 | <u>(2)</u> <u>(2)</u> | Class A Common Stock 317,519 |
| Class B Common Stock | <u>(2)</u> | 04/13/2016 | | C | 10,144,738 | <u>(2)</u> <u>(2)</u> | Class A Common Stock 10,144,738 |
| Class B Common Stock | <u>(2)</u> | 04/13/2016 | | C | 5,874,105 | <u>(2)</u> <u>(2)</u> | Class A Common Stock 5,874,105 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VIKING GLOBAL INVESTORS LP
55 RAILROAD AVENUE

X

| | |
|-------------------------------|---|
| GREENWICH, CT 06830 | |
| VIKING GLOBAL PERFORMANCE LLC | |
| 55 RAILROAD AVENUE | X |
| GREENWICH, CT 06830 | |
| Viking Global Equities LP | |
| 55 RAILROAD AVENUE | X |
| GREENWICH, CT 06830 | |
| Viking Global Equities II LP | |
| 55 RAILROAD AVENUE | X |
| GREENWICH, CT 06830 | |
| VGE III Portfolio Ltd. | |
| 55 RAILROAD AVENUE | X |
| GREENWICH, CT 06830 | |
| Viking Long Fund GP LLC | |
| 55 RAILROAD AVENUE | X |
| GREENWICH, CT 06830 | |
| Viking Long Fund Master Ltd. | |
| 55 RAILROAD AVENUE | X |
| GREENWICH, CT 06830 | |
| HALVORSEN OLE ANDREAS | |
| 55 RAILROAD AVENUE | X |
| GREENWICH, CT 06830 | |
| Ott David C. | |
| 55 RAILROAD AVENUE | X |
| GREENWICH, CT 06830 | |
| Sundheim Daniel S. | |
| 55 RAILROAD AVENUE | X |
| GREENWICH, CT 06830 | |

Signatures

| | |
|------------------------------------|------------|
| /s/ O. ANDREAS HALVORSEN (6)(7) | 04/15/2016 |
| **Signature of Reporting Person | Date |
| /s/ DAVID C. OTT (6)(7) | 04/15/2016 |
| **Signature of Reporting Person | Date |
| /s/ DANIEL S. SUNDHEIM (6)(7) | 04/15/2016 |
| **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).
- (1) O. Andreas Halvorsen, David C. Ott and Daniel S. Sundheim are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), Viking Global Performance LLC

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("VGP") and Viking Long Fund GP LLC ("VLFGP"). VGI provides managerial services to various investment funds, including Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II"), VGE III Portfolio Ltd. ("VGE III") and Viking Long Fund Master Ltd. ("VLFM," and together with VGE, VGE II and VGE III, the "Viking Funds"). VGP is the general partner of VGE and VGE II and the investment manager of VGE III. VLFGP serves as the investment manager of VLFM. Each of the Viking Funds, VGI, VGP, VLFGP, Mr. Halvorsen, Mr. Ott and Mr. Sundheim (collectively, the "Reporting Persons") may be deemed to beneficially own the shares reported on this form.

(2) Each share of Class B Common Stock of the Issuer ("Class B Common") had no expiration date and was convertible into one share of Class A Common Stock of the Issuer ("Class A Common") (1) at the option of the holder with the Issuer's prior written consent, (2) automatically upon transfer, subject to certain exceptions, or (3) automatically if, on the record date for any meeting of the Issuer's stockholders, the number of outstanding Class B Common shares was less than ten percent of the aggregate number of Class A Common shares and Class B Common shares outstanding. On April 13, 2016, VGE converted its 5,413,702 shares of Class B Common into 5,413,702 shares of Class A Common, VGE II converted its 317,519 shares of Class B Common into 317,519 shares of Class A Common, VGE III converted its 10,144,738 shares of Class B Common into 10,144,738 shares of Class A Common, and VLFM converted its 5,874,105 shares of Class B Common into 5,874,105 shares of Class A Common.

(3) VGI provides managerial services to (i) VGE, which directly holds 5,413,702 shares of Class A Common; (ii) VGE II, which directly holds 317,519 shares of Class A Common; (iii) VGE III, which directly holds 10,144,738 shares of Class A Common; and (iv) VLFM, which directly holds 5,874,105 shares of Class A Common.

(4) Because of the relationship between VGI and the Viking Funds, VGI may be deemed to beneficially own the shares of Class A Common directly held by the Viking Funds. VGP is the general partner of VGE and VGE II and the investment manager of VGE III. Because of the relationships between VGP and VGE, VGE II and VGE III, respectively, VGP may be deemed to beneficially own the shares of Class A Common directly held by VGE, VGE II and VGE III. VLFGP serves as the investment manager of VLFM. Because of the relationship between VLFGP and VLFM, VLFGP may be deemed to beneficially own the shares of Class A Common directly held by VLFM.

(5) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

(6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(7) Each of O. Andreas Halvorsen, David C. Ott and Daniel S. Sundheim is signing individually and as an Executive Committe

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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