FIRST DATA CORP Form SC 13G February 16, 2016

### **UNITED STATES**

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. )\*

### **First Data Corporation**

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

32008D106

(CUSIP Number)

**December 31, 2015** 

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

" Rule 13d-1(b)

"Rule 13d-1(c)

x Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

CUS	SIP No. 3	3200	8D106 13G	Page 2 of 21 Pages			
1.	Name	of R	eporting Persons:				
2.			na Holdings L.P. Appropriate Box if a Member of a Group				
	(a) "	(a) " (b) x					
3.	SEC U	se C	Only				
4.	Citizer	ship	or Place of Organization:				
	Delaw	are 5.	Sole Voting Power:				
Nun	nber of						
	hares	6.	0 Shared Voting Power:				
Bene	eficially						
	ned by	7.	535,791,146 Sole Dispositive Power:				
Rep	oorting						
Pe	erson	8.	0 Shared Dispositive Power:				
V	Vith						
9.	Aggre	gate	535,791,146 Amount Beneficially Owned by Each Reporting Person:				
10.	535,79 Check		6 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				

	•
11.	Percent of Class Represented by Amount in Row (9):
	74.9%
12.	Type of Reporting Person (See Instructions):
	PN

CUSIP No. 32008D106			BD106 13G		Page 3 of 21 Pages	
1.	Name o	of R	eporting Persons:			
2.	New Omaha Holdings LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC Us	se O	nly			
4.	Citizen	ship	or Place of Organization:			
	Delawa	ire 5.	Sole Voting Power:			
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Sl	hares	6.	0 Shared Voting Power:			
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	ned by Each	7.	535,791,146 Sole Dispositive Power:			
Rep	orting					
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V	With					
9.	Aggreg	ate	535,791,146 Amount Beneficially Owned by Each Reportin	ng Person:		
10.	535,791 Check 1		6 if the Aggregate Amount in Row (9) Exclude	es Certain Shares (See Instructions)		

11. Percent of Class Represented by Amount in Row (9):

74.9%

12. Type of Reporting Person (See Instructions):

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CUS	SIP No.	3200	8D106 13G	Page 4 of 21 Pages
1.	Name	of R	eporting Persons:	
2.			Fund L.P. Appropriate Box if a Member of a Group	
	(a) "	(	b) x	
3.	SEC U	Jse C	Only	
4.	Citize	nshiţ	o or Place of Organization:	
	Delaw	are 5.	Sole Voting Power:	
Nur	mber of			
	hares		0 Shared Voting Power:	
Bene	eficially			
	ened by Each	7.	535,791,146 Sole Dispositive Power:	
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Po	erson	8.	0 Shared Dispositive Power:	
V	With			
9.	Aggre	gate	535,791,146 Amount Beneficially Owned by Each Reporting Person:	
10.	535,79 Check		46 a if the Aggregate Amount in Row (9) Excludes Certain Shares (Se	e Instructions)

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11.	Percent of Class Represented by Amount in Row (9):
12.	74.9% Type of Reporting Person (See Instructions):
12.	Type of Reporting Ferson (see Instructions).
	PN

CUSIP No. 32008D106			BD106 13	3G	Page 5 of 21 Pages	
1.	Name	of R	eporting Persons:			
2.	KKR Associates 2006 L.P. Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC U	Jse C	nly			
4.	Citizei	nship	or Place of Organization:			
	Delaw	are 5.	Sole Voting Power:			
Nun	nber of					
	hares	6.	0 Shared Voting Power:			
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	ned by	7.	535,791,146 Sole Dispositive Power:			
Rep	oorting					
Pe	erson	8.	0 Shared Dispositive Power:			
V	Vith					
9.	Aggre	gate	535,791,146 Amount Beneficially Owned by Each Repo	orting Person:		
10.	535,79 Check		6 if the Aggregate Amount in Row (9) Exclu	udes Certain Shares (See Instructions)		

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11.	Percent of Class Represented by Amount in Row (9):
	74.9%
12.	Type of Reporting Person (See Instructions):
	PN

CUS	SIP No. 1	3200	08D106 13G	Page 6 of 21
1.	Name	of R	Reporting Persons:	
2.	KKR 2006 GP LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x			
3.	SEC U			
4.	Citize	nshij	o or Place of Organization:	
	Delaw	are 5.	Sole Voting Power:	
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S	hares	6.	0 Shared Voting Power:	
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	rned by Each	7.	535,791,146 Sole Dispositive Power:	
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	erson	8.	0 Shared Dispositive Power:	
'	With			
9.	Aggre	gate	535,791,146 Amount Beneficially Owned by Each Reporting Person:	
10.	535,79 Check		46 (a if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruction	ns)

Pages

11. Percent of Class Represented by Amount in Row (9):
74.9%
12. Type of Reporting Person (See Instructions):

CUS	SIP No. 3	3200	08D106 13G	Page 7 of 21 Pages		
1.	Name o	of R	Reporting Persons:			
2.	KKR Fund Holdings L.P. Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3.	SEC U					
4.	Citizen	ship	p or Place of Organization:			
	Cayma		slands Sole Voting Power:			
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Sl	hares	6.	0 Shared Voting Power:			
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	ned by Each	7.	535,791,146 Sole Dispositive Power:			
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	erson With	8.	0 Shared Dispositive Power:			
9.		gate	535,791,146 Amount Beneficially Owned by Each Reporting Person:			
10.	535,79 Check		46 x if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instr	uctions)		

11.	Percent of Class Represented by Amount in Row (9):
12.	74.9% Type of Reporting Person (See Instructions):
	PN

CUSI	P No. 3	3200	8D106 13G	Page 8 of 21 Pages		
1.	1. Name of Reporting Persons:					
2.	KKR Fund Holdings GP Limited 2. Check the Appropriate Box if a Member of a Group					
	(a) "	(	b) x			
3.	SEC U	Jse C	Only			
4.	Citizei	nship	or Place of Organization:			
	Cayma		lands Sole Voting Power:			
Num	ber of					
Sh	ares	6.	0 Shared Voting Power:			
Benef	ficially					
Own	ed by		535,791,146			
Ea	ach	7.	Sole Dispositive Power:			
Repo	orting					
Pei	rson	8.	0 Shared Dispositive Power:			
W	ith					
9.	Aggre	gate	535,791,146 Amount Beneficially Owned by Each Reporting Pe	erson:		
10.	535,79 Check		6 if the Aggregate Amount in Row (9) Excludes Cer	tain Shares (See Instructions)		

11.	Percent of Class Represented by Amount in Row (9):
	<b>5</b> 100
12.	74.9% Type of Reporting Person (See Instructions):
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CUSIP No. 32008D106			8D106 13G	Page 9 of 21 Pages				
1.	Name of Reporting Persons:							
2.	KKR Group Holdings L.P. Check the Appropriate Box if a Member of a Group							
	(a) "	(	p) x					
3.	SEC U	se C	nly					
4.	Citizen	ship	or Place of Organization:					
	Cayma		ands Sole Voting Power:					
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Sl	hares	6.	0 Shared Voting Power:					
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Ow	ned by		535,791,146					
E	Each	7. Sole Dispositive Power:						
Rep	oorting							
Pe	erson	8.	0 Shared Dispositive Power:					
V	With							
9.	Aggreg	ate	535,791,146 Amount Beneficially Owned by Each Reporting Pe	rson:				
10.	535,79 Check		6 if the Aggregate Amount in Row (9) Excludes Cer	tain Shares (See Instructions)				

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11.	Percent of Class Represented by Amount in Row (9):
	74.9%
12.	Type of Reporting Person (See Instructions):
	PN

CUSIP No. 32008D106			BD106	13G	Page 10 of 21 Pages		
1. Na	Name of Reporting Persons:						
2. Ch	KKR Group Limited Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3. SE	EC Us	e C	nly				
4. Ci	itizens	hip	or Place of Organization:				
Ca	aymar :		ands Sole Voting Power:				
Number	r of						
Share	es	5.	0 Shared Voting Power:				
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Owned Each	,	7.	535,791,146 Sole Dispositive Power:				
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Perso	•	8.	0 Shared Dispositive Power:				
		ate	535,791,146 Amount Beneficially Owned by Each Re	eporting Person:			
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11. Percent of Class Represented by Amount in Row (9):
74.9%
12. Type of Reporting Person (See Instructions):

CUSIP No. 3200	08D106	13G	Page 11 of 21 Pages			
1. Name of F	Name of Reporting Persons:					
2. Check the	KKR & Co. L.P. Check the Appropriate Box if a Member of a Group  (a) " (b) x					
3. SEC Use 0	Only					
4. Citizenshi	4. Citizenship or Place of Organization:					
Delaware 5.	Sole Voting Power:					
Number of						
Shares 6.	0 Shared Voting Power:					
Beneficially						
Owned by Each 7.	535,791,146 Sole Dispositive Power:					
Reporting						
Person 8.	0 Shared Dispositive Power:					
With						
9. Aggregate	535,791,146 Amount Beneficially Owned by Each Ro	eporting Person:				
535,791,14 10. Check Box	46 c if the Aggregate Amount in Row (9) Ex	scludes Certain Shares (See Instructions)	)			

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11.	Percent of Class Represented by Amount in Row (9):
	74.9%
12.	Type of Reporting Person (See Instructions):
	PN

CUSIP No. 32008D106			08D106 13G	Page 12 of 21 Pages			
1.	Name of Reporting Persons:						
2.	KKR Management LLC Check the Appropriate Box if a Member of a Group  (a) " (b) x						
3.	SEC U	Jse C	Only				
4.	Citizeı	nship	p or Place of Organization:				
	Delaw	are 5.	Sole Voting Power:				
Num	nber of						
Sh	nares	6.	0 Shared Voting Power:				
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	ned by	7.	535,791,146 Sole Dispositive Power:				
Rep	orting						
	erson Vith	8.	0 Shared Dispositive Power:				
9.		gate	535,791,146 Amount Beneficially Owned by Each Reporting Person:				
10.	535,79 Check		46 x if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruc	ctions)			

11. Percent of Class Represented by Amount in Row (9):

74.9%

12. Type of Reporting Person (See Instructions):

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CUSIP No. 32008D106			8D106 13G	Page 13 of 21 Pages				
1.	Name of Reporting Persons:							
2.	Henry R. Kravis Check the Appropriate Box if a Member of a Group							
	(a) "	(	b) x					
3.	SEC U	Jse C	only					
4.	Citizer	nship	or Place of Organization:					
	United	l Sta 5.	res Sole Voting Power:					
Num	nber of							
Sh	nares	6.	0 Shared Voting Power:					
Bene	ficially							
Owr	ned by		535,791,146					
Е	ach	7. Sole Dispositive Power:						
Rep	orting							
Pe	erson	8.	0 Shared Dispositive Power:					
W	Vith							
9.	Aggre	gate	535,791,146 Amount Beneficially Owned by Each Reporting Po	erson:				
10.	535,79 Check		6 if the Aggregate Amount in Row (9) Excludes Ce	rtain Shares (See Instructions)				

11. Percent of Class Represented by Amount in Row (9):
74.9%
12. Type of Reporting Person (See Instructions):

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CUSIP No. 32008D106			08D106 13G	Page 14 of 21 Pages			
1.	Name of Reporting Persons:						
2.	George R. Roberts Check the Appropriate Box if a Member of a Group						
	(a) "		(b) x				
3.	SEC U	Jse C	Only				
4.	Citizei	nship	p or Place of Organization:				
	United	l Sta 5.					
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Sh	ares	6.	0 Shared Voting Power:				
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9.	Aggre	gate	535,791,146 Amount Beneficially Owned by Each Reporting Person:				
10.	535,79 Check		46 x if the Aggregate Amount in Row (9) Excludes Certain Shares (See	e Instructions)			

11. Percent of Class Represented by Amount in Row (9):
74.9%
12. Type of Reporting Person (See Instructions):

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### **EXPLANATORY NOTE**

Pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended (the Act ), and as provided in the Joint Filing Agreement filed as Exhibit A to this Statement on Schedule 13G, each of the persons listed below under Item 2 (each a Reporting Person and collectively, the Reporting Persons ), have agreed to file one statement with respect to their ownership of Class A Common Stock, par value \$0.01 per share, of First Data Corporation.

#### Item 1.

(a). Name of Issuer

First Data Corporation (the Company )

(b). Address of Issuer s Principal Executive Offices:

225 Liberty Street, 29th Floor

New York, New York 10281

### **Item 2(a).** Name of Person Filing:

New Omaha Holdings L.P.

New Omaha Holdings LLC

KKR 2006 Fund L.P.

KKR Associates 2006 LP

KKR 2006 GP LLC

KKR Fund Holdings L.P.

KKR Fund Holdings GP Limited

KKR Group Holdings L.P.

KKR Group Limited

KKR & Co. L.P.

KKR Management LLC Henry R. Kravis George R. Roberts **Item 2(b).** Address of Principal Business Office, or, if none, Residence: The principal business office for all persons filing (other than George R. Roberts) is: c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street, Suite 4200 New York, NY 10019 The principal business office for George R. Roberts is: c/o Kohlberg Kravis Roberts & Co. L.P. 2800 Sand Hill Road, Suite 200 Menlo Park, CA 94025 Item 2(c). Citizenship

See Item 4 of each cover page.

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**Item 2(d).** Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share ( Class A Common Stock )

Item 2(e). CUSIP Number:

32008D106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

### Item 4. Ownership.

(a) Amount beneficially owned:

New Omaha Holdings L.P. may be deemed to beneficially own 535,791,146 shares of Class A Common Stock by virtue of the 535,791,146 shares of Class B Common Stock that it holds, which represents 74.9% of the total number of shares of Class A Common Stock outstanding, calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended, based on 179,873,244 shares of Class A Common Stock outstanding as of October 30, 2015 as reported in the Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2015, filed with the Securities and Exchange Commission on November 10, 2015, plus the number of shares of Class A Common Stock that may be received upon conversion of shares of Class B common stock of the Issuer beneficially owned by New Omaha Holdings L.P. Shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time at the option of the holder with the prior consent of the Issuer, upon the election of the holders of a majority of the then-outstanding shares of Class B Common Stock, automatically upon transfer, with certain exceptions, and upon certain other events.

Each of New Omaha Holdings LLC (as the sole general partner of New Omaha Holdings L.P.); KKR 2006 Fund L.P. (as the sole member of New Omaha Holdings LLC); KKR Associates 2006 L.P. (as the general partner of KKR 2006 Fund L.P.); KKR 2006 GP LLC (as the general partner of KKR Associates 2006 L.P.); KKR Fund Holdings L.P. (as the designated member of KKR 2006 GP LLC); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited); KKR Group Limited (as the general partner of KKR Group Limited); KKR Group Holdings L.P.); KKR & Co. L.P. (as the sole shareholder of KKR Group Limited); KKR Management LLC (as the general partner of KKR & Co. L.P.) and Messrs. Kravis and Roberts (as the designated members of KKR Management LLC) may be deemed to be the

beneficial owner of any shares of Class A Common Stock beneficially owned by New Omaha Holdings L.P., but each disclaims beneficial ownership of such shares.

(b) Percent of class:

See Item 4(a) above.

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- (c) Number of shares as to which the Reporting Person has:
  - (i) Sole power to vote or to direct the vote:

See Item 5 of each cover page and Item 4(a) above.

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page and Item 4(a) above.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page and Item 4(a) above.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page and Item 4(a) above.

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## Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4 above. To the best knowledge of the Reporting Persons, no one other than such Reporting Persons and the partners, members, affiliates or shareholders of such Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds, from, the sale of Class A Common Stock.

# Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

### Item 8. Identification and Classification of Members of the Group.

Not Applicable.

### Item 9. Notice of Dissolution of Group.

Not Applicable.

### Item 10. Certification.

Not Applicable.

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### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2016

### NEW OMAHA HOLDINGS L.P.

By: New Omaha Holdings LLC, its general partner

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Vice President, Treasurer

and Secretary

### NEW OMAHA HOLDINGS LLC

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Vice President, Treasurer

and Secretary

### KKR 2006 FUND L.P.

By: KKR Associates 2006 L.P., its general

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By: KKR 2006 GP LLC, its general partner

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Chief Financial Officer

### KKR ASSOCIATES 2006 L.P.

By: KKR 2006 GP LLC, its general partner

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Chief Financial Officer

### KKR 2006 GP LLC

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.
Janetschek, Chief Financial Officer

### KKR FUND HOLDINGS L.P.

By: KKR Fund Holdings GP Limited, a

general partner

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Director

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### 13G

### KKR FUND HOLDINGS GP LIMITED

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Director

### KKR GROUP HOLDINGS L.P.

By: KKR Group Limited, its general partner

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Director

### KKR GROUP LIMITED

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Director

### KKR & CO. L.P.

By: KKR Management LLC, its general partner

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Chief Financial Officer

### KKR MANAGEMENT LLC

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher

Title: Attorney-in-fact for William J.

Janetschek, Chief Financial Officer

## HENRY R. KRAVIS

By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact

## GEORGE R. ROBERTS

By: /s/ Terence P. Gallagher

Name: Terence P. Gallagher Title: Attorney-in-fact

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### **EXHIBIT LIST**

Exhibit A Joint Filing Agreement, dated as of February 16, 2016.

Exhibit B Power of Attorney, dated as of May 28, 2014, granted by William J. Janetschek

Power of Attorney, dated as of May 28, 2014, granted by Henry R. Kravis

Power of Attorney, dated as of May 28, 2014, granted by George R. Roberts