

Vantiv, Inc.
Form 4
November 22, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIFTH THIRD BANCORP

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
Class A Common Stock	11/21/2016		M ⁽⁴⁾	5,651,432 A	5,651,432 ⁽⁴⁾	I	By Fifth Third Bank ⁽²⁾
Class A Common Stock	11/21/2016		S ⁽¹⁾	4,801,432 D	\$ 59.02 850,000 ⁽¹⁾	I	By Fifth Third Bank ⁽²⁾
Class A Common Stock	11/21/2016		D ⁽¹⁾	850,000 D	\$ 59.73 0 ⁽¹⁾	I	By Fifth Third Bank ⁽²⁾

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Warrant (3)	\$ 15.98	11/21/2016		M			7,791,956	(3)	(3)	Class C Units	7,791,956
Class C Units of Vantiv Holding, LLC	(3)	11/21/2016		M(3)		7,791,956		(3)	(3)	Class A Common Stock	7,791,956
Class C Units of Vantiv Holding, LLC	(3)	11/21/2016		F(3)		2,140,524		(3)	(3)	Class A Common Stock	2,140,524
Class C Units of Vantiv Holding, LLC	(4)	11/21/2016		M(4)		5,651,432		(4)	(4)	Class A Common Stock	5,651,432

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

11/22/2016

__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) On November 21, 2016, Fifth Third Bank agreed to sell 4,801,432 shares of Class A common stock of Vantiv, Inc. ("Vantiv") as part of a registered secondary public offering and has separately agreed to sell 850,000 shares of Class A common stock back to Vantiv upon completion of the offering. The shares of Class A common stock sold by Fifth Third Bank were issued to Fifth Third Bank in exchange for 5,651,432 Class C Units available for exchange following the Warrant exercise transaction described in note 3.

(2) Fifth Third Bank is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.

(3) On November 21, 2016, Fifth Third Bank submitted a notice to net exercise the remainder of the warrant to purchase Class C units of Vantiv Holding, LLC that was issued to Fifth Third Bank on June 30, 2009 (the "Warrant"). Pursuant to the net exercise, the remaining rights under the Warrant to purchase 7,791,956 Class C units of Vantiv Holding, LLC will be surrendered in exchange for the issuance of 5,651,432 Class C units to Fifth Third Bank. 2,140,524 Class C units valued at \$58.17 per underlying share were withheld to pay the exercise price. Following the next exercise, zero Class C units will be available for issuance under the Warrant.

(4) 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 and Vantiv Holding, LLC (the "Exchange Agreement"), to exchange Class C units of Vantiv Holding, LLC, a subsidiary of Vantiv, for shares of Class A common stock of Vantiv on a one-for-one basis or, at Vantiv's option, for cash. Fifth Third Bank is prohibited by the Exchange Agreement from owning more than 18.5% of the Class A common stock at any time. On November 21, 2016, Fifth Third Bank submitted a notice to exchange the Class C units of Vantiv Holding, LLC for shares of Class A common stock of Vantiv.

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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