**Neary James** Form 4 November 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

> January 31, 2005

> > 0.5

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Expires:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Neary James

2. Issuer Name and Ticker or Trading

Symbol

**Fidelity National Information** 

Services, Inc. [FIS]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

X\_ Director Officer (give title

10% Owner Other (specify

C/O WARBURG PINCUS LLC, 450 11/08/2012

LEXINGTON AVENUE

(Street)

(State)

11/08/2012

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Transaction(s)

(Instr. 3 and 4)

NEW YORK, NY 10017

(City)	(State) (2	Table	I - Non-Do	erivative Securities A	acquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership

(1)

5. Amount of Securities Beneficially (D) or Owned Indirect (I) **Following** (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A) or

Price Code V Amount (D)

4.151

A

\$0 23,956

See

Common Stock (2)

Common

Stock

41,289,274

 $I^{(2)}$ 

D

Footnote (2)

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

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**SEC 1474** (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

8. l De Sec

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. Transactio 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 or Number of Shares
Stock Option (Right to Buy)	\$ 34.33	11/08/2012		A	5,835	(3)	11/08/2019	Common Stock	5,835

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Neary James C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X				

## **Signatures**

/s/ Michael L. Gravelle, attorney-in-fact

11/13/2012

Date

\*\*Signature of Reporting Person

## **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) The restricted stock vests in three equal installments on the first three anniversaries of the date of grant, subject to the Company's satisfaction of certain performance criteria.
  - As of the date of this filing, WPM, L.P., a Delaware limited partnership ("WPM") is the direct record holder of 41,289,274 shares of Fidelity National Information Services, Inc. ("FIS") common stock. WPM GP, LLC, a Delaware limited liability company ("WPM GP"), is the sole general partner of WPM. Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), is the sole member of WPM GP. Warburg Pincus IX LLC, a New York limited liability company ("WP IX LLC"), is the sole general partner of WP IX. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP IX LLC. Warburg
- (2) Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages WP IX. James Neary, the reporting person, who became a director of FIS on October 1, 2009, is a Partner of WP and a Managing Director and Member of WP LLC. As such, Mr. Neary may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Act of 1934, as amended) in an indeterminate portion of the securities reported as beneficially owned by WPM. Mr. Neary disclaims beneficial ownership of such securities except to the extent of any indirect pecuniary interest therein.

Reporting Owners 2

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(3) The option vests in three equal installments on the first three anniversaries of the date of grant.

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.