

Vantiv, Inc.  
Form SC 13D/A  
August 09, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED

PURSUANT TO § 240.13d-1(a) AND AMENDMENTS

THERE TO FILED PURSUANT TO § 240.13d-2(a)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)\*

**Vantiv, Inc.**

(Name of Issuer)

Class A Common Stock, \$0.00001 Par Value Per Share

(Title of Class of Securities)

92210H105

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(CUSIP Number)

**Fifth Third Bancorp**

**38 Fountain Square Plaza**

**Cincinnati, Ohio 45263**

**Tel No.: (800) 972-3030**

**Attention: James R. Hubbard**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**August 7, 2013**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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. 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).

Schedule 13D

CUSIP No. 92210H105

Page 2 of 6

1. Names of Reporting Persons

Fifth Third Bancorp 31-0854434

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

Not Applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

X

6. Citizenship or Place of Organization

Ohio

Number of 7. Sole Voting Power

Shares

Beneficially 0

Owned by 8. Shared Voting Power

Each

Reporting 48,822,826 (See Item 5.)  
9. Sole Dispositive Power

Person

With

0  
10. Shared Dispositive Power

48,822,826 (See Item 5.)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

48,822,826 (See Item 5.)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

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

18.5% (See Item 5.)

14. Type of Reporting Person (See Instructions)

HC

Schedule 13D

CUSIP No. 92210H105

Page 3 of 6

1. Names of Reporting Persons

Fifth Third Bank 31-0676865

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

Not Applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Ohio

Number of 7. Sole Voting Power

Shares

Beneficially 0

Owned by 8. Shared Voting Power

Each

Reporting 48,822,826 (See Item 5.)  
9. Sole Dispositive Power

Person

With

0  
10. Shared Dispositive Power

48,822,826 (See Item 5.)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

48,822,826 (See Item 5.)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

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

18.5% (See Item 5.)

14. Type of Reporting Persons (See Instructions)

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## Schedule 13D

CUSIP No. 92210H105

Page 4 of 6

This Amendment No. 3 to the Statement on Schedule 13D (this Amendment No. 3) relates to the Class A common stock, \$0.00001 par value per share, of Vantiv, Inc. (Vantiv or the Company), a Delaware corporation, and amends the initial statement on Schedule 13D filed by Fifth Third Bancorp, an Ohio corporation (Bancorp), Fifth Third Bank, an Ohio banking corporation (FTB and, together with Bancorp, the Reporting Persons), and FTPS Partners, LLC, a Delaware limited liability company, with the Securities and Exchange Commission on April 2, 2012, as amended by Amendment No. 1 to the initial statement, filed by the Reporting Persons and FTPS Partners, LLC with the Securities Exchange Commission on December 14, 2012 and Amendment No. 2 to the initial statement, filed by the Reporting Persons with the Securities Exchange Commission on May 17, 2013 (the initial statement, Amendment No. 1 and Amendment No. 2 together, the Initial Statement). Unless otherwise indicated, all capitalized terms used but not defined herein have the meanings set forth in the Initial Statement.

Item 2. Identity and Background.

Information regarding the executive officers and directors of the Reporting Persons is hereby amended by replacing Exhibit A to the Initial Statement in its entirety with Exhibit A attached hereto.

Item 4. Purpose of Transaction.

Item 4. of the Initial Statement is hereby supplemented by inserting the following paragraph after the fifth paragraph thereunder:

On August 7, 2013, FTB completed the sale of 5,000,000 shares of Class A common stock of Vantiv as part of a registered, underwritten secondary offering (the Secondary Offering) conducted pursuant to FTB's exercise of the registration rights granted to it by Vantiv in connection with the IPO and related reorganization transactions. The Secondary Offering consisted of 20,000,000 shares of Class A common stock sold by FTB and certain other shareholders of Vantiv. All of the shares of Class A common stock sold by FTB as part of the Secondary Offering were acquired by exercising the Exchange Right granted to FTB under the Exchange Agreement. FTB exchanged 5,000,000 Class B units of Holding, and 5,000,000 shares of Class B common stock of Vantiv owned by it were simultaneously cancelled pursuant to the Exchange Agreement. Immediately following the completion of the Secondary Offering, FTB held 48,822,826 Class B units of Holding and 48,822,826 shares of Class B common stock of Vantiv.

The eleventh and twelfth paragraphs under Item 4. of the Initial Statement are hereby replaced in their entirety with the following:

In light of the Exchange Right, Bancorp and FTB beneficially own 18.5% of the Class A common stock of Vantiv for purposes of Section 13(d) of the Act. If there were no 18.5% Limit, and if all Class B units of Holding held by Bancorp and FTB were exchanged for Class A common stock of Vantiv, Bancorp and FTB would hold 25.1% of the Class A common stock. However, as a result of the 18.5% Limit, Bancorp and FTB together beneficially own only 18.5% of the Class A common stock of Vantiv.

The Reporting Persons have no present plans or proposals that relate to or would result in any of the actions enumerated in paragraphs (a) through (j) of Item 4 of Schedule 13D. However, the Reporting Persons may, from time to time, following the expiration of the 90-day lock-up agreements entered into in connection with the secondary offering and effective as of August 1, 2013, (i) exercise the Exchange Right and/or (ii) dispose of all or part of any shares of Class A common stock received upon exercise of the Exchange Right. If the Reporting Persons do from time to time exercise the Exchange Right with respect to the Class B units of Holding, an equal number of shares of Class B common stock of Vantiv automatically will be cancelled, and thus the number of directors that the Reporting Persons are entitled to elect could decrease. In addition, the Reporting Persons have the right to, and may from time to time, exercise the consent rights with respect to Vantiv and Holding that are described in Item 6.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a) (d) of Item 5. of the Initial Statement are hereby replaced in their entirety as follows:

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(a) None of the Reporting Persons currently owns any issued and outstanding shares of Class A common stock of Vantiv. As a result of Bancorp's and FTB's ownership of Class B units of Holding and the Warrant and Bancorp's and FTB's Exchange Right, Bancorp and FTB beneficially own 18.5% of the Class A common stock of Vantiv. If there were no 18.5% Limit, and if all Class B units of Holding held by Bancorp and FTB were exchanged for Class A common stock of Vantiv, Bancorp and FTB would hold 25.1% of the Class A common stock.

Bancorp beneficially owns 48,822,826 Class B units of Holding, consisting of 48,822,826 Class B units of Holding held by FTB, which represent 25.1% of the outstanding units of Holding, and a Warrant exercisable for 20,378,027 Class C non-voting units of Holding held by FTB, which are then exchangeable for Class A common stock of Vantiv pursuant to the Exchange Right. FTB beneficially owns 48,822,826 Class B units of Holding, consisting of 48,822,826 Class B units of Holding held directly by FTB, which represent 25.1% of the outstanding units of Holding, and a Warrant exercisable for 20,378,027 Class C non-voting units of Holding held by FTB, which are then exchangeable for Class A common stock of Vantiv pursuant to the Exchange Right.



## Schedule 13D

CUSIP No. 92210H105

Page 5 of 6

Because the voting power conferred by the Class B common stock is limited to 18.5% of all voting power of the capital stock of Vantiv and because the voting power of the Class B common stock is reduced by any Class A common stock that the Fifth Third investors may hold so that the 18.5% Limit is not exceeded, not exceeded, the Class B common stock would not confer any additional voting power on the Reporting Persons if the Reporting Persons also held Class A common stock.

Other than as provided above and other than equity awards made to Greg D. Carmichael and Daniel T. Poston, as directors of Vantiv, each pursuant to the Vantiv 2012 Equity Incentive Plan as set forth in Exhibit H, neither the Reporting Persons nor, to the best of their knowledge, any of the persons listed on Exhibit A, owns or has any right to acquire, directly or indirectly, any shares of the Class A common stock of Vantiv.

(b) Bancorp and FTB share the power to vote or to direct the vote and to dispose or direct the disposition of all shares of Class A common stock of Vantiv indicated in Item 5(a) above.

(c) Except for the exchange of Class B units of Holding and the sale of the resulting shares of Class A common stock in the August 7, 2013 secondary offering, none of the Reporting Persons, nor, to the best of the Reporting Persons' knowledge, any of the persons listed in Exhibit A hereto, has effected any transaction that may be deemed to be a transaction in the Class A common stock of Vantiv during the past 60 days.

(d) No other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A common stock of Vantiv that may be deemed to be beneficially owned by the Reporting Persons as provided for herein.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Item 6. of the Initial Statement is hereby supplemented by inserting the following at the end of the information contained therein:

Underwriting Agreement

In connection with the Secondary Offering, FTB entered into an underwriting agreement, dated August 1, 2013 (the Underwriting Agreement), with Vantiv, Holding, the other selling stockholders listed therein and J.P. Morgan Securities LLC, as underwriter, relating to the purchase by the underwriters of an aggregate 20,000,000 shares of Class A common stock of Vantiv from FTB and the other selling stockholders listed therein.

The form of Underwriting Agreement executed in connection with the Secondary Offering is attached hereto as Exhibit K.

Item 7. Material to be Filed as Exhibits.

Item 7. of the Initial Statement is hereby amended and supplemented as follows:

<b>Exhibit</b>	<b>Description</b>
Exhibit A	Directors and Executive Officers of Fifth Third Bancorp and Fifth Third Bank
Exhibit H	Beneficial Ownership of Vantiv, Inc. securities by Greg D. Carmichael and Daniel T. Poston
Exhibit K	Underwriting Agreement (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K (Securities Exchange Act File No. 001-34562) that was filed with the U.S. Securities and Exchange Commission on August 7, 2013 by Vantiv, Inc.)

Schedule 13D

CUSIP No. 92210H105

Page 6 of 6

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

Dated: August 9, 2013

Fifth Third Bancorp

By: /s/ James R. Hubbard  
Name: James R. Hubbard  
Title: Senior Vice President & Chief Legal Officer

Fifth Third Bank

By: /s/ James R. Hubbard  
Name: James R. Hubbard  
Title: Senior Vice President & Chief Legal Officer

**DIRECTORS AND EXECUTIVE OFFICERS OF FIFTH THIRD BANCORP AND FIFTH THIRD BANK**

The following tables set forth the name and present principal occupation or employment, the name, principal business and address of any corporation or other organization in which such occupation or employment is conducted, and citizenship of each director and executive officer of Fifth Third Bancorp and Fifth Third Bank. The business address of each such person whose principal occupation or employment is with Fifth Third Bancorp or Fifth Third Bank is c/o Fifth Third Bancorp at 38 Fountain Square Plaza, Cincinnati, Ohio 45263.

<b>DIRECTORS OF FIFTH THIRD BANCORP</b>	<b>PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND PRINCIPAL BUSINESS AND BUSINESS ADDRESS</b>	<b>CITIZENSHIP</b>
William M. Isaac, Chairman	Senior Managing Director, FTI Consulting  1209 Westway Drive  Sarasota, Florida 34236	United States
James P. Hackett	President and CEO, Steelcase Inc.  P.O. Box 1967 Location CH4E  Grand Rapids, MI 49501-1967	United States
Darryl F. Allen	Manager, Allen Ventures, LLC  P.O. Box 1206  160 Gulf Boulevard  Boca Grande, FL 33921	United States
B. Evan Bayh III	Partner, McGuireWoods LLP  2001 K Street Suite 400  Washington, DC 20006-1040	United States
Ulysses L. Bridgeman, Jr.	President, B.F. Companies  1903 Stanley Gault Parkway  Louisville, KY 40223	United States
Emerson L. Brumback	Former President and COO, M&T Bank  13635 Carnoustie Circle  Dade City, FL 33525	United States
Gary R. Heminger	President and CEO, Marathon Petroleum Corporation  539 South Main Street  Findlay, OH 45840	United States
Jewell D. Hoover	Principal and bank consultant, Hoover and Associates, LLC	United States

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P.O. Box 49777

Charlotte, NC 28277

Kevin T. Kabat

Vice Chairman & CEO, Fifth Third Bancorp

United States

38 Fountain Square Plaza,

Cincinnati, Ohio 45263

Mitchel D. Livingston, Ph.D.

Vice President for Student Affairs and Chief Diversity Officer,  
University of Cincinnati

United States

P.O. Box 210638

Cincinnati, OH 45221-0638

Michael B. McCallister

Chairman of the Board of Directors and CEO, Humana Inc.

United States

500 West Main Street

Louisville, KY 40202

A-1

<b>DIRECTORS OF FIFTH THIRD BANCORP</b>	<b>PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND PRINCIPAL BUSINESS AND BUSINESS ADDRESS</b>	<b>CITIZENSHIP</b>
Hendrik G. Meijer	Co-Chairman of the Board of Directors and CEO, Meijer, Inc.  2929 Walker NW  Grand Rapids, MI 49504	United States
John J. Schiff, Jr.	Chairman of the Executive Committee of the Board of Directors, Cincinnati Financial Corporation  6200 S. Gilmore Road  Fairfield, OH 45014	United States
Marsha C. Williams	Former Senior Vice President and CFO, Orbitz Worldwide, Inc.  34 Logan Loop  Highland Park, IL 60035	United States

<b>EXECUTIVE OFFICERS OF FIFTH THIRD BANCORP</b>	<b>PRESENT PRINCIPAL OCCUPATION</b>	<b>CITIZENSHIP</b>
Kevin T. Kabat	Vice Chairman & CEO, Fifth Third Bancorp	United States
Steven Alonso	Executive Vice President, Fifth Third Bancorp	United States
Greg D. Carmichael	President & Chief Operating Officer, Fifth Third Bancorp	United States
Mark D. Hazel	Senior Vice President & Controller, Fifth Third Bancorp	United States
James R. Hubbard	Senior Vice President & Chief Legal Officer, Fifth Third Bancorp	United States
Gregory L. Kosch	Executive Vice President, Fifth Third Bancorp	United States
Daniel T. Poston	Executive Vice President & Chief Financial Officer, Fifth Third Bancorp	United States
Joseph R. Robinson	Executive Vice President & Chief Information Officer, Fifth Third Bancorp	United States
Robert A. Sullivan	Senior Executive Vice President, Fifth Third Bancorp	United States
Teresa J. Tanner	Executive Vice President & Chief Human Resources Officer, Fifth Third Bancorp	United States
Mary E. Tuuk	Executive Vice President of Corporate Services and Board Secretary, Fifth Third Bancorp	United States
Tayfun Tuzun	Senior Vice President & Treasurer, Fifth Third Bancorp	United States

<b>DIRECTORS OF FIFTH THIRD BANK</b>	<b>PRESENT PRINCIPAL OCCUPATION</b>	<b>CITIZENSHIP</b>
William M. Isaac, Chairman	Senior Managing Director, FTI Consulting	United States
B. Evan Bayh III	Partner, McGuireWoods LLP	United States
Ulysses L. Bridgeman, Jr.	President, B.F. Companies	United States
Emerson L. Brumback	Former President and COO, M&T Bank	United States
Gary R. Heminger	President and CEO, Marathon Petroleum Corporation	United States
Jewell D. Hoover	Principal and bank consultant, Hoover and Associates, LLC	United States
Kevin T. Kabat	Vice Chairman & CEO, Fifth Third Bancorp	United States
Mitchel D. Livingston, Ph.D.	Vice President for Student Affairs and Chief Diversity Officer, University of Cincinnati	United States
Michael B. McCallister	Chairman of the Board of Directors and CEO, Humana Inc.	United States
John J. Schiff, Jr.	Chairman of the Executive Committee of the Board of Directors, Cincinnati Financial Corporation	United States
Marsha C. Williams	Former Senior Vice President and CFO, Orbitz Worldwide, Inc.	United States

<b>EXECUTIVE OFFICERS OF FIFTH THIRD BANK</b>	<b>PRESENT PRINCIPAL OCCUPATION</b>	<b>CITIZENSHIP</b>
Kevin T. Kabat	Vice Chairman & CEO, Fifth Third Bancorp	United States
Steven Alonso	Executive Vice President, Fifth Third Bancorp	United States
Greg D. Carmichael	President & Chief Operating Officer, Fifth Third Bancorp	United States
Mark D. Hazel	Senior Vice President & Controller, Fifth Third Bancorp	United States
James R. Hubbard	Senior Vice President & Chief Legal Officer, Fifth Third Bancorp	United States
Gregory L. Kosch	Executive Vice President, Fifth Third Bancorp	United States
Daniel T. Poston	Executive Vice President & Chief Financial Officer, Fifth Third Bancorp	United States
Joseph R. Robinson	Executive Vice President & Chief Information Officer, Fifth Third Bancorp	United States

<b>EXECUTIVE OFFICERS OF FIFTH THIRD BANK</b>	<b>PRESENT PRINCIPAL OCCUPATION</b>	<b>CITIZENSHIP</b>
Robert A. Sullivan	Senior Executive Vice President, Fifth Third Bancorp	United States
Teresa J. Tanner	Executive Vice President & Chief Human Resources Officer, Fifth Third Bancorp	United States
Mary E. Tuuk	Executive Vice President of Corporate Services and Board Secretary, Fifth Third Bancorp	United States
Tayfun Tuzun	Senior Vice President & Treasurer, Fifth Third Bancorp	United States

A-4

**BENEFICIAL OWNERSHIP OF VANTIV, INC. SECURITIES BY**

**GREG D. CARMICHAEL AND DANIEL T. POSTON**

<b>Executive Officer or Director</b>	<b>Beneficial Ownership of Class A common stock of Vantiv, Inc.</b>
Greg D. Carmichael	12,384 shares
Daniel T. Poston	9,824.4256 shares

H-1