FISERV INC
Form DEF 14A
April 09, 2019
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

FISERV, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

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255 Fiserv Drive

Brookfield, Wisconsin 53045

April 9, 2019

You are cordially invited to attend the annual meeting of shareholders of Fiserv, Inc. to be held at our office in Brookfield, Wisconsin on Wednesday, May 22, 2019 at 10:00 a.m. (CT). Information about the meeting and the matters on which shareholders will act is set forth in the accompanying Notice of 2019 Annual Meeting of Shareholders and Proxy Statement. You can find financial and other information about Fiserv in our Form 10-K for the fiscal year ended December 31, 2018. We welcome your comments or inquiries about our business that would be of general interest to shareholders during the meeting.

We urge you to be represented at the annual meeting, regardless of the number of shares you own or whether you are able to attend the annual meeting in person, by voting as soon as possible. Shareholders can vote their shares via the Internet, by telephone or by mailing a completed and signed proxy card (or voting instruction form if you hold your shares through a broker).

Sincerely,

Jeffery W. Yabuki

President and Chief Executive Officer

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2019 Proxy Statement

Notice of 2019 Annual Meeting of Shareholders

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Time and Date:

Wednesday, May 22, 2019 at 10:00 a.m. (CT)

Place:

Fiserv, 255 Fiserv Drive, Brookfield, Wisconsin 53045

Matters To Be Voted On:

1. Election of ten directors to serve for a one-year term and until their successors are elected and qualified.

2. Approval of the Fiserv, Inc. Amended and Restated Employee Stock Purchase Plan.

3. Approval, on an advisory basis, of the compensation of our named executive officers.

4. Ratification of appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2019.

5. Shareholder proposal requesting the company provide a political contribution report, if properly presented.

Any other business as may properly come before the annual meeting or any adjournments or postponements thereof.

Who Can Vote:

Holders of Fiserv stock at the close of business on March 25, 2019.

Date of Mailing:

On April 9, 2019, we will commence mailing the notice of Internet availability of proxy materials, or a proxy statement, proxy card and annual report, to shareholders.

By Order of the Board of Directors,

Lynn S. McCreary

Secretary

April 9, 2019

Important notice regarding the availability of proxy materials for the shareholder meeting to be held on May 22, 2019: The proxy statement, 2018 Annual Report on Form 10-K and the means to vote by Internet are available at http://www.proxyvote.com.

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2019 Proxy Statement

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This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting

Time and Date:	Wednesday, May 22, 2019 at 10:00 a.m. (CT)
Place:	Fiserv 255 Fiserv Drive Brookfield, Wisconsin 53045
Record Date:	March 25, 2019
Voting:	Shareholders as of the record date are entitled to vote: by Internet at www.proxyvote.com; by telephone at 1-800-690-6903; by completing and returning a proxy or voter instruction card; or in person at the annual meeting (shareholders who hold shares through a bank, broker or other nominee must obtain a legal proxy from the bank, broker or other nominee granting the right to vote).

Proxy Statement

This proxy statement is furnished in connection with the solicitation on behalf of the board of directors of Fiserv, Inc., a Wisconsin corporation, of proxies for use at our 2019 annual meeting of shareholders. This proxy statement is being made available on or about April 9, 2019 to our shareholders entitled to vote at the annual meeting.

Purposes of Annual Meeting

Agenda Item	Board Vote Recommendation	Page Reference for More Detail
1. Election of Directors The board of directors has nominated ten individuals for election as directors. All nominees are currently serving as directors and all, except Mr. Yabuki, our president and chief executive officer, are independent. We believe that each nominee for director has the	FOR each Director Nominee	12

requisite experience, integrity and sound business judgment to serve as a director.

2.	**Approval of Fiserv, Inc. Amended and Restated Employee Stock Purchase Plan** (Amended ESPP) Our board of directors is seeking shareholder approval of the Amended ESPP to allow employees to continue to have the opportunity to purchase shares of our common stock on favorable terms in order to further align their interests with those of our shareholders.	FOR	30

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Agenda Item	Board Vote Recommendation	Page Reference for More Detail
3. Advisory Vote on Named Executive Officer Compensation The board of directors is asking shareholders to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement. Our compensation program for our named executive officers is designed to create long-term shareholder value by rewarding performance as described in the Compensation Discussion and Analysis section of this proxy statement.	FOR	34
4. Ratification of Appointment of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm As a matter of good corporate governance, the audit committee of the board of directors is seeking ratification of its appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2019.	FOR	67
5. Shareholder Proposal Requesting a Political Contribution Report (if properly presented) We are already subject to political contribution limits and disclosure requirements under federal, state and local laws. Because this proposal would not provide meaningful additional information to shareholders, as further described herein, we do not believe that this proposal is in the best interest of our company or our shareholders.	AGAINST	69

Executing on Our Strategy

In 2018, we generated GAAP revenue growth of 2% and internal revenue growth of 4.5% compared to 2017 as well as GAAP earnings per share from continuing operations of $2.87 and adjusted earnings per share of $3.10. This represents a slight increase in GAAP earnings per share from continuing operations, and a 25% increase in adjusted earnings per share, compared to 2017, in each case as adjusted for the two-for-one split of our common stock completed in March 2018. We had net cash provided by operating activities of $1.55 billion and free cash flow of $1.31 billion in 2018, a 5% and 7% increase, respectively, compared to the prior year. We also made progress in strategic areas that we believe will enhance our future results, and we continued to enhance our level of competitive differentiation which we believe is essential to sustaining future growth. As discussed further in the Compensation Discussion and Analysis section of this proxy statement, our named executive officer compensation for 2018 was paid or awarded in the context of these results.

Internal revenue growth, adjusted earnings per share and free cash flow are non-GAAP financial measures. See Appendix A to this proxy statement for information regarding these measures and reconciliations to the most directly comparable GAAP measures.

Recent Governance Matters

In 2018, we added a new independent director to our board, making him the fourth new independent director to join our board in the last five years.

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Recent Compensation Matters

In 2018, our compensation committee granted performance share units to all our named executive officers with a three-year performance period. The number of shares issued at vesting will be based on the company s achievement of internal revenue growth goals (60%) and total shareholder return as compared to the S&P 500 Index (40%), subject to attaining a threshold level of adjusted income from continuing operations over such three-year period. In 2018, about three-quarters of the compensation we awarded to all our named executive officers was in the form of equity.

In 2018, to further align the terms of the Amended and Restated Fiserv, Inc. 2007 Omnibus Incentive Plan (the Incentive Plan) with current best practices, our compensation committee approved amendments to our Incentive Plan to, among other things, impose a one-year minimum vesting requirement for equity awards, prohibit the cash buyout of underwater stock options, and clarify that certain shares cannot be re-credited to the Incentive Plan reserve.

Our compensation committee also added a performance objective to our named executive officers cash incentive awards for 2018 performance based on the committee s assessment of progress with respect to strategic initiatives including employee engagement and client initiatives.

We encourage you to review the entire Compensation Discussion and Analysis section of this proxy statement as well as the tabular and narrative disclosure under Executive Compensation.

Recent Developments

On January 16, 2019, we announced that we had entered into a definitive merger agreement to acquire First Data Corporation (First Data) in an all-stock transaction for an equity value of approximately $22 billion as of the announcement. The transaction is expected to close during the second half of 2019, subject to customary closing conditions, regulatory approvals and shareholder approval for both companies. The special meeting of Fiserv shareholders to approve the issuance of shares in connection with the transaction will be held on April 18, 2019 and is subject to a separate notice of special meeting and joint proxy and consent solicitation statement/prospectus.

Fiserv and First Data have agreed to certain governance terms in the merger agreement which will become effective as of the effective time of the merger. At the effective time, the Fiserv chief executive officer will continue to serve as the chief executive officer of Fiserv and become the chairman of the board of directors of Fiserv, and the First Data chief executive officer will become the president and chief operating officer of Fiserv and will serve as a Fiserv director. In addition, at the effective time of the merger, the board of directors of Fiserv will consist of ten directors. Six of the directors will be individuals designated by Fiserv, consisting of five independent directors of Fiserv and the Fiserv chief executive officer, and four of the directors will be individuals designated by First Data, consisting of two independent directors of First Data, the First Data chief executive officer and one director of First Data designated by and affiliated with New Omaha Holdings L.P. (New Omaha), which is expected to own approximately 16% of our outstanding shares upon the closing of the merger, in accordance with a shareholder agreement between Fiserv and New Omaha. At the effective time, a director designated by Fiserv will be appointed as the lead independent director of the board. In addition, at the effective time, the board of directors of Fiserv will have at least three standing committees: (1) an audit committee; (2) a compensation committee; and (3) a nominating and corporate governance committee, each with three to four members and at least one qualified director designated by First Data. At the effective time, the chairperson of the compensation committee will be a director designated by First Data. As of the date of this proxy statement, other than as indicated above, the individuals to serve on the Fiserv board at the effective time have not been determined.

We encourage you to review the Corporate Governance First Data Transaction section of this proxy statement for a more detailed description of anticipated corporate governance changes.

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03 2019 Proxy Statement

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Compensation Practices

What We Do

Our compensation committee seeks to structure compensation that incentivizes our leaders to strive for market-leading performance, which we expect will translate into long-term value for our shareholders, and is balanced by the risk of lower performance-based compensation when we do not meet our performance objectives.

We provide cash incentive awards based on achievement of annual performance objectives and equity compensation that promotes long-term financial, operating and strategic performance by delivering incremental value to executive officers based on financial results and to the extent our stock price increases over time.

In furtherance of our pay-for-performance philosophy, we grant performance share units. The number of shares issued at vesting will be determined by the achievement of performance goals over a three-year period.

We have a stock ownership policy that requires our directors and executive officers to acquire and maintain a significant amount of Fiserv equity to further align their interests with those of our long-term shareholders.

We have a policy that prohibits our directors and executive officers from hedging or pledging Fiserv stock.

We have a compensation recoupment, or clawback, policy.

What We Don t Do

We don t provide separate pension programs or a supplemental executive retirement plan to our named executive officers.

We don t have excise tax gross-up arrangements with any of our executive officers.

We generally don t provide significant personal-benefit perquisites to our named executive officers.

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Board Nominees

The board met seven times during 2018 and each of our directors attended 75% or more of the aggregate number of meetings of the board and the committees on which he or she served, in each case while the director was serving on our board of directors or such committees, as applicable, during 2018. The following table provides summary information on each director nominee. All candidates were nominated in accordance with the company s governance guidelines. For more information about each director nominee, please see their full biographies beginning on page 13. In addition, please see page 24 for more information on how the proposed acquisition of First Data would impact the composition of our board of directors.

Name	Age	Director Since	Principal Occupation	Independent	Current Committee Memberships
Alison Davis	57	2014	Advisor, Fifth Era		Audit
Harry F. DiSimone	64	2018	President, Commerce Advisors, Inc.		Compensation
John Y. Kim	58	2016	Retired; Former President, New York Life Insurance Company		Audit
Dennis F. Lynch	70	2012	Retired; Former Chairman, Cardtronics plc		Compensation Nominating and Corp. Governance*
Denis J. O Leary	62	2008	Investor		Audit* Nominating and Corp. Governance

Glenn M. Renwick	63	2001	Chairman, Fiserv, Inc.	
Kim M. Robak	63	2003	Partner, Mueller Robak, LLC	Compensation Nominating and Corp. Governance
JD Sherman	53	2015	President and Chief Operating Officer, HubSpot, Inc.	Audit
Doyle R. Simons	55	2007	Retired; Former President and Chief Executive Officer, Weyerhaeuser Company	Compensation*
Jeffery W. Yabuki	59	2005	President and Chief Executive Officer, Fiserv, Inc.	

* Committee Chair

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The board of directors of Fiserv, Inc., a Wisconsin corporation, is soliciting proxies in connection with our annual meeting of shareholders to be held on Wednesday, May 22, 2019 at 10:00 a.m. (CT), or at any adjournment or postponement of the meeting. On April 9, 2019, we will commence mailing the notice of Internet availability of proxy materials, or a proxy statement, proxy card and annual report, to shareholders entitled to vote at the annual meeting.

Notice of Internet Availability of Proxy Materials

In accordance with rules and regulations adopted by the Securities and Exchange Commission, we may furnish our proxy statement and annual report to shareholders of record by providing access to those documents via the Internet instead of mailing printed copies. The notice you received regarding the Internet availability of our proxy materials (the Notice) provides instructions on how to access our proxy materials and cast your vote via the Internet, by telephone or by mail.

Shareholders access to our proxy materials via the Internet allows us to reduce printing and delivery costs and lessen adverse environmental impacts. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions in the Notice for requesting those materials.

Solicitation of Proxies

We will pay the cost of soliciting proxies on behalf of the board of directors. Our directors, officers and other employees may solicit proxies by mail, personal interview, telephone or electronic reimburse such record holders for the reasonable out-of-pocket expenses incurred by them in connection with forwarding proxy materials. Proxies solicited hereby will be tabulated by an inspector of election, who will be designated by the board of directors and will not be an employee or director of Fiserv, Inc.

Holders Entitled to Vote

The board of directors has fixed the close of business on March 25, 2019 as the record date for determining the shareholders entitled to notice of, and to vote at, the annual meeting. On the record date, there were 392,087,587 shares of common stock outstanding and entitled to vote, and we had no other classes of securities outstanding.

All of these shares are to be voted as a single class, and you are entitled to cast one vote for each share you held as of the record date on all matters submitted to a vote of shareholders.

Voting Your Shares

You may vote:

communication. None of them will receive any special compensation for these efforts.

We have retained the services of Georgeson LLC (Georgeson) to assist us in soliciting proxies. Georgeson may solicit proxies by personal interview, mail, telephone or electronic communications. We expect to pay Georgeson its customary fee, approximately $10,000, plus reasonable out-of-pocket expenses incurred in the process of soliciting proxies. We also have made arrangements with brokerage firms, banks, nominees and other fiduciaries to forward proxy materials to beneficial owners of shares. We will

By Internet

Visit www.proxyvote.com

By telephone

Dial toll-free 1-800-690-6903

By mailing your proxy card

If you requested a printed copy of the proxy materials, mark your vote on the proxy card, sign and date it, and return it in the enclosed envelope.

In person

If you are a shareholder of record you may join us in person at the annual meeting to be held at our Brookfield, Wisconsin headquarters.

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Voting through the Internet or by telephone. You may direct your vote by proxy without attending the annual meeting. You can vote by proxy via the Internet or by telephone until 11:59 p.m. (ET) on May 21, 2019 by following the instructions provided in the Notice. Shareholders voting via the Internet or by telephone will bear any costs associated with electronic or telephone access, such as usage charges from Internet access providers and telephone companies.

Voting by proxy card. If you requested a printed copy of the proxy materials, you may vote by returning a proxy card that is properly signed and completed. The shares represented by that card will be voted as you have specified.

Banks, brokers or other nominees. Shareholders who hold shares through a bank, broker or other nominee may vote by the methods that their bank or broker makes available, in which case the bank or broker will include instructions with the Notice or this proxy statement. If you wish to vote in person at the annual meeting, you must obtain a legal proxy from your bank, broker or other nominee giving you the right to vote the shares at the annual meeting.

401(k) savings plan. An individual who has a beneficial interest in shares of our common stock allocated to his or her account under the Fiserv, Inc. 401(k) savings plan may vote the shares of common stock allocated to his or her account. We will provide instructions to participants regarding how to vote. If no direction is provided by the participant about how to vote his or her shares by 11:59 p.m. (ET) on May 19, 2019, the trustee of the Fiserv, Inc. 401(k) savings plan will vote the shares in the same manner and in the same proportion as the shares for which voting instructions are received from other participants, except that the trustee, in the exercise of its fiduciary duties, may determine that it must vote the shares in some other manner.

Proxies

Glenn M. Renwick, Chairman of the board of directors, Jeffery W. Yabuki, President and Chief Executive Officer, and Lynn S. McCreary, Chief Legal Officer and Secretary, have been selected by the board of directors as proxy holders and will vote

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shares represented by valid proxies. All shares represented by valid proxies received and not revoked before they are exercised will be voted in the manner specified in the proxies.

If nothing is specified, the proxies will be voted: FOR each of the board s nominees for director; FOR proposals two, three and four; and AGAINST proposal five, if properly presented at the annual meeting.

Our board of directors is unaware of any other matters that may be presented for action at our annual meeting. If other matters do properly come before the annual meeting or any adjournments or postponements thereof, it is intended that shares represented by proxies will be voted in the discretion of the proxy holders.

You may revoke your proxy at any time before it is exercised by doing any of the following:

- entering a new vote using the Internet or by telephone
- giving written notice of revocation to Lynn S. McCreary, Chief Legal Officer and Secretary, Fiserv, Inc., 255 Fiserv Drive, Brookfield, Wisconsin 53045
- submitting a subsequently dated and properly completed proxy card

attending the annual meeting and voting in person

However, if your shares are held of record by a bank, broker or other nominee, you must obtain a proxy issued in your name from the record holder.

Quorum

The presence, in person or by proxy, of at least a majority of the outstanding shares of common stock entitled to vote at the annual meeting will constitute a quorum for the transaction of business. Holders of shares that abstain from voting or that are subject to a broker non-vote will be counted as present for the purpose of determining the presence or absence of a quorum for the transaction of business. In the event there are not sufficient votes for a quorum or to approve a proposal at the time of the annual meeting, the annual meeting may be adjourned or postponed, in our sole discretion, in order to permit the further solicitation of proxies.

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07 2019 Proxy Statement

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Required Vote

Proposal	Voting Standard
1. Election of directors	A director will be elected if the number of shares voted for that director s election exceeds the number of votes cast withheld with respect to that director s election.
2. To approve the Fiserv, Inc. Amended and Restated Employee Stock Purchase Plan	To be approved, the number of votes cast for the proposal must exceed the number of votes cast against the proposal.
3. To approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement	To be approved, the number of votes cast for the proposal must exceed the number of votes cast against the proposal.
4. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2019	To be approved, the number of votes cast for the proposal must exceed the number of votes cast against the proposal.
5. To vote on a shareholder proposal requesting the company provide a political contribution report, if	To be approved, the number of votes cast for the proposal must exceed the number of votes cast against

properly presented at the annual meeting	the proposal.

For each of these proposals, abstentions and broker non-votes will be entirely excluded from the vote and will have no effect on its outcome.

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The following table sets forth information with respect to the beneficial ownership of our common stock as of March 1, 2019 by: each current director and director nominee; each executive officer appearing in the Summary Compensation Table; all directors and executive officers as a group; and any person who is known by us to beneficially own more than 5% of the outstanding shares of our common stock based on our review of the reports regarding ownership filed with the Securities and Exchange Commission in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 (the Exchange Act).

Name and Address of Beneficial Owner[1]	**Number of Shares of Common Stock Beneficially Owned**[2]	**Percent of Class**[3]
T. Rowe Price Associates, Inc.[4]		
100 E. Pratt Street		
Baltimore, Maryland 21202	42,970,342	11.0%
The Vanguard Group, Inc.[5]		
100 Vanguard Blvd.		
Malvern, Pennsylvania 19355	42,550,220	10.9%
BlackRock, Inc.[6]		
55 East 52nd Street		
New York, New York 10055	31,345,393	8.0%
Massachusetts Financial Services Company[7]		
111 Huntington Avenue		
Boston, Massachusetts 02199	23,638,796	6.0%
Jeffery W. Yabuki	3,801,741	1.0%
Robert W. Hau	168,628	*
Lynn S. McCreary	189,225	*
Devin B. McGranahan	67,441	*

Byron C. Vielehr	439,712	*
Alison Davis	25,372	*
Harry F. DiSimone	2,239	*
John Y. Kim	9,759	*
Dennis F. Lynch	55,590	*
Denis J. O Leary	125,283	*
Glenn M. Renwick	303,529	*
Kim M. Robak	99,808	*
JD Sherman	20,230	*
Doyle R. Simons	179,116	*
All directors and executive officers as a group (15 people)	5,559,134	1.4%

* Less than 1%.

(1) Unless otherwise indicated, the address for each beneficial owner is care of Fiserv, Inc., 255 Fiserv Drive, Brookfield, Wisconsin 53045.

(2) All information with respect to beneficial ownership is based upon filings made by the respective beneficial owners with the Securities and Exchange Commission or information provided to us by such beneficial owners. Except as indicated in the footnotes to this table, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws.

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Includes stock options, which, as of March 1, 2019, were exercisable currently or within 60 days: Mr. Yabuki 3,151,432; Mr. Hau 139,830; Ms. McCreary 156,854; Mr. McGranahan 36,658; Mr. Vielehr 414,610; Ms. Davis 19,150; Mr. DiSimone 960; Mr. Kim 8,388; Mr. Lynch 42,008; Mr. O Leary 54,512; Mr. Renwick 83,556; Ms. Robak 44,124; Mr. Sherman 12,252; Mr. Simons 83,556; and all directors and executive officers as a group 4,313,858.

Includes restricted stock units, which, as of March 1, 2019, would vest within 60 days: Mr. Hau 25,404.

Includes shares deferred under vested restricted stock units that, based on deferral elections and the terms of the non-employee director deferred compensation plan, may be distributed within 60 days: Ms. Davis 6,054; Mr. Lynch 13,582; Mr. O Leary 26,814; Mr. Renwick 33,794; Mr. Simons 33,794; and all directors as a group 114,038.

Also includes shares eligible for issuance in connection with the deferral of cash compensation that, based on deferral elections and the terms of the non-employee director deferred compensation plan, may be distributed within 60 days: Mr. DiSimone 265; Mr. Kim 1,241; Mr. O Leary 35,157; Mr. Renwick 45,191; Mr. Simons 38,586; and all directors as a group 120,440.

Mr. Yabuki is a trustee of the Yabuki Family Foundation which holds 350,350 shares of our common stock. As a trustee, Mr. Yabuki has voting and investment power over the shares held by the foundation. These shares are, accordingly, included in his reported beneficial ownership.

non-employee director deferred compensation plan that may be distributed within 60 days, are deemed outstanding for the purposes of calculating the number and percentage owned by such shareholder but not deemed outstanding for the purpose of calculating the percentage of any other person.

(4) Based on a Schedule 13G filed by T. Rowe Price Associates, Inc. (Price Associates) on February 14, 2019 with the Securities and Exchange Commission, which indicates that these securities are owned by various individual and institutional investors for which Price Associates serves as investment adviser and with power to direct investments and/or sole power to vote the securities. According to the Schedule 13G, Price Associates exercises sole voting power over 13,398,199 of the securities and sole dispositive power over 42,970,342 of the securities. For purposes of the reporting requirements of the Exchange Act, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

(5) Based on a Schedule 13G filed by The Vanguard Group, Inc. (Vanguard Group) on February 11, 2019 with the Securities and Exchange Commission, which indicates that the Vanguard Group exercises sole voting power over 491,257 of the securities, shared voting power over 139,348 of the securities, sole dispositive power over 41,926,383 of the securities and shared dispositive power over 623,837 of the securities. According to the Schedule 13G, Vanguard

(3) On March 1, 2019, there were 391,918,028 shares of common stock outstanding. Percentages are calculated pursuant to Rule 13d-3(d) under the Exchange Act. Shares not outstanding that are subject to options exercisable by the holder thereof within 60 days, shares due upon vesting of restricted stock units within 60 days, and shares deferred pursuant to vested restricted stock units and shares eligible for issuance pursuant to the

Fiduciary Trust Company (VFTC), a wholly-owned subsidiary of Vanguard Group, is the beneficial owner of 365,935 of the securities as a result of VFTC serving as investment manager of collective trust accounts, and Vanguard Investments Australia, Ltd. (VIA), a wholly-owned subsidiary of Vanguard Group, is the beneficial owner of 378,326 of the securities as a result of VIA serving as investment manager of Australian investment offerings.

(6) Based on a Schedule 13G filed by BlackRock, Inc. (BlackRock) on February 4, 2019 with the Securities and Exchange Commission, which indicates that various persons have the right to receive or the power to direct the receipt of

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dividends from, or the proceeds from the sale of, these securities. According to the Schedule 13G, BlackRock exercises sole voting power over 27,965,315 of the securities and sole dispositive power over 31,345,393 of the securities.

(7) Based on a Schedule 13G filed by Massachusetts Financial Services Company (MFS) on February 13, 2019 with the Securities and Exchange Commission, which indicates that these securities are owned by MFS and/or certain other non-reporting entities. According to the Schedule 13G, MFS exercises sole voting power over 22,733,822 of the securities and sole dispositive power over 23,638,796 of the securities.

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Our Board of Directors

All directors will be elected to hold office for a term expiring at the next annual meeting of shareholders and until their successors have been elected and qualified. Please see below under Corporate Governance First Data Transaction for a description of how the proposed acquisition of First Data would impact the composition of our board of directors.

All of the nominees for election as director at the annual meeting are incumbent directors. No nominee for director has been nominated pursuant to any agreement or understanding between us and any person, and there are no family relationships among any of our directors or executive officers. These nominees have consented to serve as a director if elected, and management has no reason to believe that any nominee will be unable to serve. Unless otherwise specified, the shares of common stock represented by the proxies solicited hereby will be voted in favor of the nominees proposed by the board of directors. In the event that any director nominee becomes unavailable for re-election as a result of an unexpected occurrence, shares will be voted for the election of such substitute nominee, if any, as the board of directors may propose. The affirmative vote of a majority of votes cast is required for the election of directors.

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Majority Voting

Our by-laws provide that each director will be elected by the majority of the votes cast with respect to that director s election at any meeting of shareholders for the election of directors, other than a contested election. A majority of the votes cast means that the number of votes cast for a director s election exceeds the number of votes cast withheld with respect to that director s election. In a contested election, each director will be elected by a plurality of the votes cast with respect to that director s election. Once our chairman of the board determines that a contested election exists in accordance with our by-laws, the plurality vote standard will apply at a meeting at which a quorum is present regardless of whether a contested election continues to exist as of the date of such meeting.

Our by-laws further provide that, in an uncontested election of directors, any nominee for director who is already serving as a director and receives a greater number of votes withheld from his or her election than votes for his or her election will promptly tender his or her resignation. The nominating and corporate governance committee of the board of directors will then promptly consider the tendered resignation, and the committee will recommend to the board whether to accept or reject it. Following the board s decision, we will promptly file a Current Report on Form 8-K with the Securities and Exchange Commission that sets forth the board s decision whether to accept the resignation as tendered, including a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation. Any director who tenders a resignation pursuant to this provision will not participate in the committee recommendation or the board consideration regarding whether to accept the tendered resignation.

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Nominees for Election

Each person listed below is nominated for election to serve as a director until the next annual meeting of shareholders and until his or her successor is elected and qualified. Please see below under Corporate Governance First Data Transaction for a description of how the proposed acquisition of First Data would impact the composition of our board of directors. **The board of directors recommends that you vote FOR each of its nominees for director.**

Alison Davis, 57 Director since 2014 Audit Committee member Experience in global financial services, corporate strategy and financial management	Ms. Davis is an advisor to Fifth Era, a firm that invests in and incubates early stage technology companies, and previously served as its Managing Partner from 2011 to 2015. Prior to Fifth Era, she was the Managing Partner of Belvedere Capital Partners, Inc., a private equity firm serving the financial services sector, from 2004 to 2010. Prior to joining Belvedere, she served as Chief Financial Officer for Barclays Global Investors, an institutional asset manager that is now part of BlackRock, Inc., from 2000 to 2003, a senior partner at A.T. Kearney, Inc., a leading global management consulting firm, from 1993 to 2000, and a consultant at McKinsey & Company, another leading global management consulting firm, from 1984 to 1993. In the past five years, in addition to Fiserv, Ms. Davis has served as a director at the following publicly traded companies: Royal Bank of Scotland Group plc (current), a British bank holding company, Ooma, Inc. (current), a consumer telecommunications company, Unisys Corporation (former), a global information technology company, Diamond Foods, Inc. (former), a packaged food company, and Xoom Corporation (former), a digital money transfer provider. The board concluded that Ms. Davis should be a director of the company because of her extensive experience in global financial services, corporate strategy and financial management.

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Harry F. DiSimone, 64

Director since 2018

Compensation Committee member

Extensive experience in the banking, payments and financial services industries

Mr. DiSimone founded and has served as President of Commerce Advisors, Inc., a consulting and advisory services firm for the retail financial services and payments industries, since 2008. From 2010 to 2015, he served as Co-Managing Partner of Encore Financial Partners, Inc., a company focused on the acquisition and management of banking organizations in the United States, which Mr. DiSimone also co-founded. Prior to 2008, Mr. DiSimone spent over 30 years at J.P. Morgan Chase & Company and its predecessor organizations holding various senior level positions including Executive Vice President, Chief Operating Officer of the Chase credit card business, Private Label Card and Merchant Processing Executive, Retail Bank Chief Marketing Officer, Consumer Banking, Investments and Insurance Executive and Chase Personal Financial Services Executive.

Mr. DiSimone also currently serves as a director at Reliant Funding, Inc., a privately held provider of short-term small business loans, and ClearBalance Inc., a privately held provider of patient loan programs to hospitals and health care systems nationwide.

Mr. DiSimone previously advised a number of retail banking and payment organizations, including The Direct Marketing Association (now known as The Data & Marketing Association), the NYCE Payment Network, Chase Paymentech, MasterCard s U.S. Business Committee, Visa Global Advisors, the New York Clearing House s Strategic Planning Committee and the Federal Reserve Bank s Payment Card Council.

The board concluded that Mr. DiSimone should be a director of the company because of his extensive experience in the banking, payments and financial services industries.

John Y. Kim, 58

Director since 2016

Audit Committee member

Experience in the financial services industry

Mr. Kim served as President of New York Life Insurance Company, a mutual life insurance company, from 2015 until his retirement in 2018. From 2008, Mr. Kim served in various other positions at New York Life, including as its Chief Investment Officer from 2011 to 2015; President of the Investments Group from 2012 to 2015; and Chief Executive Officer and President of New York Life Investments from 2008 to 2012. Prior to joining New York Life in 2008, Mr. Kim was President of Prudential Retirement, a provider of retirement plan solutions, and its predecessor organization, CIGNA Retirement and Investment Services, from 2002 to 2007. Mr. Kim also served as Chief Executive Officer of Bondbook, an electronic bond trading company, from 2001 to 2002; President and CEO of Aeltus Investment Management Inc., now known as ING Investment Management Company, from 1994 to 2000; and Managing Director of Mitchell Hutchins Asset Management, Inc., now part of UBS Global Asset Management, from 1993 to 1994.

In the past five years, in addition to Fiserv, Mr. Kim has served on the board of trustees of Eversource Energy (current), a publicly traded public utility holding company, and as a director at New York Life Insurance and Annuity Corporation (former), a wholly owned life insurance subsidiary of New York Life and registered investment company.

The board concluded that Mr. Kim should be a director of the company because of his extensive experience in the financial services industry.

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Dennis F. Lynch, 70 Director since 2012 Nominating and Corporate Governance Committee chair and Compensation Committee member	Mr. Lynch is a director, and former Chairman, of the Secure Remote Payments Council, a cross-industry organization dedicated to accelerating the growth, development and market adoption of more secure e-commerce and mobile payments. Mr. Lynch served as Chairman of Cardtronics plc, a publicly traded company and the largest owner and operator of retail ATMs worldwide, from 2010 until his retirement in 2018 and as a director of Cardtronics from 2008 to 2018. He also previously served as: Chairman and Chief Executive Officer of RightPath Payments, Inc. from 2005 to 2008; a director of Open Solutions, Inc. from 2005 to 2007; President and Chief Executive Officer of NYCE Corporation from 1996 to 2004; and Chairman of Yankee 24 ATM Network from 1988 to 1990.
Experience in the payments industry	In the past five years, in addition to Fiserv, Mr. Lynch served as a director at Cardtronics plc (former).
	The board concluded that Mr. Lynch should be a director of the company because he has over 30 years of experience in the payments industry and is a leader in the introduction and growth of payment solutions.
Denis J. O Leary, 62 Director since 2008 Audit Committee chair and Nominating and Corporate Governance Committee member	Mr. O Leary is a private investor, and from 2009 to 2015, he served as Co-Managing Partner of Encore Financial Partners, Inc., a company focused on the acquisition and management of banking organizations in the United States. From 2006 to 2009, he was a senior advisor to The Boston Consulting Group with respect to the enterprise technology, financial services and consumer payments industries. Through 2003, he spent 25 years at J.P. Morgan Chase & Company and its predecessors in various capacities, including Director of Finance, Chief Information Officer, Head of Retail Banking, Managing Executive of Lab Morgan, and, from 1994 to 2003, Executive Vice President.

Experience in the banking, technology and information services industries	Mr. O Leary also currently serves as a director at CrowdStrike, Inc., a privately held computer security software company. The board concluded that Mr. O Leary should be a director of the company because of his extensive knowledge and experience in the banking, technology and information services industries.

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Glenn M. Renwick, 63 Chairman since 2017 Director since 2001	Mr. Renwick became the chairman of our board of directors in 2017. He served as the Chairman of The Progressive Corporation, a publicly traded property and casualty insurance company, from 2013 to 2018 and as its President and Chief Executive Officer from 2001 to 2016. Before being named Chief Executive Officer in 2001, Mr. Renwick served as Chief Executive Officer Insurance Operations and Business Technology Process Leader from 1998 through 2000. Prior to that, he led Progressive s consumer marketing group and served as president of various divisions within Progressive. Mr. Renwick joined Progressive in 1986 as Auto Product Manager for Florida.
Experience in business leadership and information technology	In the past five years, in addition to Fiserv, Mr. Renwick has served as a director at the following publicly traded companies: UnitedHealth Group Incorporated (current), a provider of health insurance, and The Progressive Corporation (former). The board concluded that Mr. Renwick should be a director of the company because he is an accomplished business leader with information technology experience.
Kim M. Robak, 63 Director since 2003 Nominating and Corporate Governance Committee and Compensation Committee member	Ms. Robak has been a partner at Mueller Robak, LLC, a government relations firm, since 2004. Prior to that, Ms. Robak was Vice President for External Affairs and Corporation Secretary at the University of Nebraska from 1999 to 2004. Ms. Robak served as the Lieutenant Governor of the State of Nebraska from 1993 to 1999, as Chief of Staff from 1992 to 1993, and as Legal Counsel from 1991 to 1992. During her tenure in state government, she chaired the Governor s Information Resources Cabinet and led the Information Technology Commission of Nebraska. Ms. Robak also currently serves as a director at Ameritas Mutual Holding Company, a privately held provider of life insurance, annuities, and mutual

Experience in law, government and technology	funds, Ameritas Life Insurance Corporation, a privately held life insurance company, and Union Bank & Trust Company, a privately held financial institution.
	The board concluded that Ms. Robak should be a director of the company because she is an accomplished businessperson who brings a variety of experiences to the board through her work in law, government and technology.

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JD Sherman, 53 Director since 2015 Audit Committee member Experience in financial management and the information technology industry	Mr. Sherman has served as Chief Operating Officer of HubSpot, Inc., a publicly traded provider of marketing software, since 2012 and as its President since 2014. Prior to joining HubSpot, Mr. Sherman was Chief Financial Officer of Akamai Technologies, Inc., a provider of content delivery network services, from 2005 to 2012. Prior to 2005, Mr. Sherman served in various positions at International Business Machines Corporation, an information technology company. In the past five years, in addition to Fiserv, Mr. Sherman served as a director at Cypress Semiconductor Corporation (former), a publicly traded provider of programmable technology solutions. The board concluded that Mr. Sherman should be a director of the company because of his strong financial management experience in the information technology industry.
Doyle R. Simons, 55 Director since 2007 Compensation Committee chair Experience in senior management, financial and legal matters	Mr. Simons served as President and Chief Executive Officer and a director of Weyerhaeuser Company, a publicly traded company focused on timberlands and forest products, from 2013 to 2018. He then served as a senior advisor at Weyerhaeuser until his retirement in April 2019. Prior to joining Weyerhaeuser in 2013, Mr. Simons served in a variety of roles for Temple-Inland, Inc., a manufacturing company focused on corrugated packaging and building products which was acquired in 2012. From 2007 to early 2012, he was the Chairman and Chief Executive Officer; from 2005 to 2007, he was Executive Vice President; from 2003 to 2005, he served as its Chief Administrative Officer; from 2000 to 2003, he was Vice President Administration; and from 1994 to 2000, he served as Director of Investor Relations. In the past five years, in addition to Fiserv, Mr. Simons served as a director at Weyerhaeuser Company (former).

The board concluded that Mr. Simons should be a director of the company because he is an accomplished businessperson with diverse experiences in senior management, financial and legal matters.

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Jeffery W. Yabuki, 59

Director since 2005

Experience in senior management positions including as chief executive officer of the company

Mr. Yabuki has served as our President and Chief Executive Officer since 2005. Before joining Fiserv, Mr. Yabuki served as Executive Vice President and Chief Operating Officer for H&R Block, Inc., a financial services firm, from 2002 to 2005. From 2001 to 2002, he served as Executive Vice President of H&R Block and from 1999 to 2001, he served as the President of H&R Block International. From 1987 to 1999, Mr. Yabuki held various executive positions with American Express Company, a financial services firm, including President and Chief Executive Officer of American Express Tax and Business Services, Inc.

In the past five years, in addition to Fiserv, Mr. Yabuki has served as a director at Royal Bank of Canada (current), a publicly traded financial institution. Mr. Yabuki also currently serves as a director at Ixonia Bancshares, Inc., a privately held bank holding company.

The board concluded that Mr. Yabuki should be a director of the company because he has extensive senior management experience and serves as the chief executive officer of the company.

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Corporate Governance

At a Glance

Name	Independent	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Glenn M. Renwick Chairman of the Board				
Alison Davis				
Harry F. DiSimone				
John Y. Kim				
Dennis F. Lynch				**C**
Denis J. O Leary		**C**		

Kim M. Robak	
JD Sherman	
Doyle R. Simons	**C**
Jeffery W. Yabuki	

C = Committee Chair

Director Independence

Our board of directors has determined that Alison Davis, Harry F. DiSimone, John Y. Kim, Dennis F. Lynch, Denis J. O Leary, Glenn M. Renwick, Kim M. Robak, JD Sherman and Doyle R. Simons are independent within the meaning of NASDAQ Marketplace Rule 5605(a)(2). Mr. Yabuki is not independent because he is a current employee of Fiserv.

Board Meetings and Attendance

During our fiscal year ended December 31, 2018, our board of directors held seven meetings. Each director

Board Leadership

Currently, we separate the roles of chief executive officer and chairman of the board. Our chief executive officer is responsible for setting our strategic direction and providing day-to-day leadership. Our chairman provides guidance to our chief executive officer, sets the agenda for board meetings and presides over meetings of the full board. This delineation of responsibility has enabled our chief executive officer and chairman to focus their efforts in a manner that suited our historical needs and manner of operation.

Upon the completion of our proposed acquisition of First Data, the roles of chief executive officer and chairman of the board will be combined, and we will appoint a lead director who is an independent member attended at least 75% of the aggregate of the number of meetings of the board of directors and the number of meetings held by all committees of the board on which she or he served, in each case while the director was serving on our board of directors or such committees as applicable. Our directors meet in executive session without management present at each regular meeting of the board of directors.

Directors are expected to attend each annual meeting of shareholders. All of the directors serving on the board at the time of our 2018 annual meeting of shareholders attended the meeting.

of the board. Please see below under Corporate Governance First Data Transaction for a description of how the proposed acquisition of First Data would impact our board leadership. The lead director will chair meetings of the independent directors, facilitate engagement between members of the board and the chief executive officer and chairman, and assume such other duties which the independent directors may designate from time to time. The board believes that combining the roles of chairman and chief executive officer will assist in

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the timely flow of relevant information, which supports effective board decision-making and provides a useful connection between the board and management allowing for board actions to be appropriately and efficiently executed.

Annual Board and Committee Self-Assessments

The board of directors considers the performance of the board and of individual directors, and each committee of the board reviews its performance, on an annual basis. Our board believes that a meaningful annual evaluation process promotes good governance practices and enhances the effective functioning of the board.

Questionnaires

Directors anonymously complete individual, board and board committee evaluations.

Annual Results

With respect to individual director performance evaluations, the chairman of the board reviews the survey results and discusses each director s performance with the relevant director. The results of the board evaluations are reviewed and discussed by the nominating and corporate governance committee and the board. Each committee discusses the results of its performance survey and shares the results with the full board.

Action Plans

The board and its committees take the foregoing discussions into account and, as appropriate, update their practices or areas of focus to continuously improve the operation and performance of the board and its committees.

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Committees of the Board of Directors

Our board of directors has three standing committees: an audit committee; a compensation committee; and a nominating and corporate governance committee. The directors currently serving on these committees satisfy the independence requirements of the NASDAQ Marketplace Rules applicable to such committees, including the enhanced independence requirements for members of the audit committee and compensation committee. Each of these committees has the responsibilities set forth in written charters adopted by the board of directors. We make copies of each of these charters available free of charge on our website at http://investors.fiserv.com/corporate-governance. Other than the text of the charters, we are not including the information contained on or available through our website as a part of, or incorporating such information by reference into, this proxy statement. Please see below under Corporate Governance First Data Transaction for a description of how the proposed acquisition of First Data would impact the composition of the committees of our board of directors.

Audit Committee

Mr. O Leary (Chair)	Duties:
Ms. Davis **Mr. Kim** **Mr. Sherman**	The audit committee s primary role is to provide independent review and oversight of our financial reporting processes and financial statements, system of internal controls, audit process and results of operations and financial condition. The audit committee is directly and solely responsible for the appointment, compensation, retention, termination and oversight of our independent registered public accounting firm. Each of the members of the audit committee is independent, as defined by applicable NASDAQ and Securities and Exchange Commission rules. The board of directors has determined that Ms. Davis and Messrs. Kim, O Leary and Sherman are audit committee financial experts, as that term is used in Item 407(d)(5) of Regulation S-K.
Number of Meetings held in 2018: **7**	

Compensation Committee

Mr. Simons (Chair)

Mr. DiSimone

Mr. Lynch

Ms. Robak

Number of Meetings held in 2018:

4

Duties:

The compensation committee of the board of directors is responsible for overseeing executive officer compensation. The compensation committee s responsibilities include: approval of executive officer compensation and benefits; administration of our equity incentive plans including compliance with executive stock ownership requirements; and approval of severance or similar termination payments to executive officers. Each of the members of the compensation committee is a non-employee director and independent as defined by applicable NASDAQ rules. Additional information regarding the compensation committee and our policies and procedures regarding executive compensation, including, among other matters, our use of compensation consultants and their role, and management s role, in determining compensation, is provided below under the heading Compensation Discussion and Analysis Determining and Structuring Compensation Determining Compensation.

Nominating and Corporate Governance Committee

Mr. Lynch (Chair)

Mr. O Leary

Ms. Robak

Number of Meetings held in 2018:

3

Duties:

The nominating and corporate governance committee assists the board of directors to identify and evaluate potential director nominees, and recommends qualified nominees to the board of directors for consideration by the shareholders. The nominating and corporate governance committee also oversees our corporate governance policies and practices and manages the chief executive officer evaluation process. Each of the members of the nominating and corporate governance committee is independent as defined by applicable NASDAQ rules.

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Nominations of Directors

The nominating and corporate governance committee recommends to the full board of directors the nominees to stand for election at our annual meeting of shareholders and to fill vacancies occurring on the board. In this regard, the nominating and corporate governance committee regularly assesses the appropriate size of the board of directors and whether any vacancies on the board of directors are expected due to retirement or otherwise. In the event that vacancies are anticipated or otherwise arise, the committee utilizes a variety of methods to identify and evaluate director candidates. Candidates may come to the attention of the committee through current directors, professional search firms, shareholders or other persons.

The committee evaluates prospective nominees in the context of the then current constitution of the board of directors and considers all factors it believes appropriate, which include those set forth in our governance guidelines. Our governance guidelines provide that a majority of our board of directors should have diverse backgrounds with outstanding business experience, proven ability and significant accomplishments through other enterprises to enable the board of directors to represent a broad set of capabilities and viewpoints. The board of directors and the nominating and corporate governance committee believe the following minimum qualifications must be met by a director nominee to be recommended by the committee:

Each director must display the highest personal and professional ethics, integrity and values.

Each director must have the ability to exercise sound business judgment.

Each director must be highly accomplished in his or her respective field.

Each director must have relevant expertise and experience and be able to offer advice and guidance to our chief executive officer based on that expertise and experience.

Each director must be independent of any particular constituency, be able to represent all of our shareholders, and be committed to enhancing long-term shareholder value.

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- Each director must have sufficient time available to devote to activities of the board of directors and to enhance his or her knowledge of our business.

In addition, the nominating and corporate governance committee seeks to have at least one director who is an audit committee financial expert under Item 407(d)(5) of Regulation S-K under the Exchange Act, and we must have at least one director (who may also be an audit committee financial expert) who, in accordance with the NASDAQ Marketplace Rules, has past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

In making recommendations to the board of directors, the nominating and corporate governance committee examines each director candidate on a case-by-case basis regardless of who recommended the candidate. The committee will consider shareholder-recommended director candidates in accordance with the foregoing and other criteria set forth in our governance guidelines and the Nominating and Corporate Governance Committee Charter. Recommendations for consideration by the committee must be submitted in writing to the chairman of the board and/or president and the chairman of the nominating and corporate governance committee together with appropriate biographical information concerning each proposed candidate. The committee does not evaluate shareholder-recommended director candidates differently than any other director candidate.

Our by-laws include a provision pursuant to which a shareholder, or group of up to 20 shareholders, owning continuously for at least three years shares of our stock representing an aggregate of at least 3% of our outstanding shares may nominate and include in our proxy material director nominees constituting up to 20% of our board of directors so called proxy access. Alternatively, a shareholder may nominate director nominees under our by-laws that the shareholder does not intend to have included in our proxy materials. In either case, such shareholders must comply with the procedures set forth in our by-laws, including that

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the shareholders and nominees satisfy the requirements in our by-laws and our corporate Secretary receives timely written notice, in proper form, of the intent to make a nomination at an annual meeting of shareholders. The detailed requirements for nominations are set forth in our by-laws, which were attached as an exhibit to our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 19, 2016. A copy of our by-laws will be provided upon written request to our corporate Secretary. Additional requirements regarding shareholder proposals and director nominations, including the dates by which notices must be received, are described below under the heading Other Matters Shareholder Proposals for the 2020 Annual Meeting.

Risk Oversight

Our management is responsible for managing risk, and our board of directors is responsible for overseeing management. To discharge this responsibility, the board seeks to be informed about the risks facing the company so that it may evaluate actual and potential risks and understand how management is addressing such risks. To this end, the board, as a whole and at the committee level, regularly receives reports from management about risks faced by the company. For example, the board of directors regularly receives reports directly from our chief executive officer about, among other matters, developments in our industry so that the board may evaluate the competitive and other risks faced by the company. In addition, our chief financial officer, at each meeting of the board, presents information regarding our financial performance and condition in an effort to understand financial risks faced by the company.

Cybersecurity is a significant area of focus for our board of directors. The board of directors regularly receives cybersecurity updates regarding cybersecurity events, evolving cybersecurity threats, the status of our ongoing cybersecurity programs, and planned initiatives designed to continue to enhance our cybersecurity practices. The audit committee of the board receives reports at each in-person meeting from our chief risk officer, our chief information officer, the head of our corporate audit function, and senior management regarding our operations, including operational risks and security matters. Our chief risk officer oversees

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Fiserv s enterprise risk management program. The program encompasses our business continuity planning, incident management, risk assessment, operational regulatory compliance, insurance and information security policies across all Fiserv businesses and support functions. Our corporate audit function audits, among other matters, our compliance with Fiserv operating protocols and ensures the remediation of variations. These regular reports are periodically augmented with presentations focused on cybersecurity.

As discussed above, the positions of chief executive officer and chairman currently are held by different individuals. We believe that historically a separate chairman position has enhanced the effectiveness of our board s risk oversight function by providing leadership to the board that is independent from those tasked with managing the risk profile of our company. After the effective time of our proposed acquisition of First Data, the positions of chief executive officer and chairman will be held by the same individual, and we will also have a lead independent director. We believe that the lead independent director will continue to enable effective board oversight of risk by providing leadership to the board that is independent from management.

The committees of the board also play a critical role in the board s ability to collect and assess information. The audit committee s charter charges it with a variety of risk-related oversight duties, including:

coordinating the board s oversight of our significant internal controls and disclosure controls and procedures;

administering our code of business conduct and ethics;

- reviewing legal and regulatory matters that could have a material impact on the financial statements;
- considering and approving related party transactions as required by our related party transactions policy; and
- establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

Our compensation committee regularly receives reports about our compensation programs and policies to enable it to oversee management s administration of compensation-related risks.

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The nominating and corporate governance committee also works closely with our chief legal officer and the members of the board to seek to manage risks associated with director and executive officer succession, the independence of the directors, conflicts of interest and other corporate governance related matters.

Communications with the Board of Directors

Shareholders may communicate with our board of directors or individual directors by submitting communications in writing to us at 255 Fiserv Drive, Brookfield, Wisconsin 53045, Attention: Lynn S. McCreary, Chief Legal Officer and Secretary. Communications will be delivered directly to our board of directors or individual directors, as applicable.

Review, Approval or Ratification of Transactions with Related Persons

We have adopted a written policy requiring that any related person transaction that would require disclosure under Item 404(a) of Regulation S-K under the Exchange Act be reviewed and approved by our audit committee or, if the audit committee is not able to review the transaction for any reason, a majority of our disinterested directors. Compensation matters regarding our executive officers or directors are reviewed and approved by our compensation committee. The policy also provides that, at least annually, any such ongoing, previously approved related person transaction is to be reviewed by the body that originally approved the transaction: to ensure that it is being pursued in accordance with all of the understandings and commitments made at the time that it was previously approved; to ensure that the commitments being made with respect to such transaction are appropriately reviewed and documented; and to affirm the continuing desirability of and need for the related person arrangement.

All relevant factors with respect to a proposed related person transaction will be considered, and such a transaction will only be approved if it is in our and our shareholders best interests or, if an alternate standard of review is imposed by applicable laws, statutes, governing documents or

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listing standards, if such alternate standard of review is satisfied.

First Data Transaction

On January 16, 2019, we announced that we had entered into a definitive merger agreement to acquire First Data Corporation in an all-stock transaction for an equity value of approximately $22 billion as of the announcement. The transaction is expected to close during the second half of 2019, subject to customary closing conditions, regulatory approvals and shareholder approval for both companies.

Fiserv and First Data have agreed to certain governance terms in the merger agreement which would become effective upon the completion of the proposed acquisition.

Chairman and Chief Executive Officer. The merger agreement provides that, at the effective time, the Fiserv chief executive officer will continue to serve as the chief executive officer of Fiserv and will become the chairman of the Fiserv board.

President and Chief Operating Officer. The merger agreement provides that, at the effective time, the First Data chief executive officer will become the president and chief operating officer of Fiserv and will serve as a Fiserv director.

Fiserv Amended By-laws. Fiserv and First Data have agreed to certain other governance terms in the merger agreement and that, prior to the closing, Fiserv will take all actions necessary to cause the by-laws of Fiserv as in effect immediately prior to the closing, to be amended and restated as of the effective time to reflect such governance terms. Pursuant to such amended and restated by-laws, the governance terms described below will remain in place beginning on the closing date and ending immediately following the conclusion of the second annual meeting of Fiserv s shareholders following the closing date (the specified period), and any changes to such governance terms in the by-laws during the specified period will require the approval of at least 70% of the Fiserv board.

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Board of Directors. During the specified period, the Fiserv board will be comprised of ten directors, of which:

- six will be continuing Fiserv directors, one of whom will be the Fiserv chief executive officer
- four will be continuing First Data directors, one of whom will be the First Data chief executive officer and one of whom will be nominated by New Omaha Holdings L.P. (New Omaha), which is expected to own approximately 16% of our outstanding shares upon the closing of the merger, in accordance with a shareholder agreement between Fiserv and New Omaha

As of the date of this proxy statement, other than as indicated above, the individuals to serve on the Fiserv board at the effective time have not been determined.

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Lead Director and Committees of the Fiserv Board of Directors. During the specified period:

- a continuing Fiserv director will serve as the lead director of Fiserv
- the Fiserv board will maintain the following standing committees: an audit committee, a compensation committee and a nominating and corporate governance committee, and each committee of the Fiserv board (including each standing committee) will be comprised of three or four members, with at least one qualified continuing First Data director on each committee
- a continuing First Data director will be the chair of the compensation committee

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Director Compensation

Objectives for Director Compensation

Quality non-employee directors are critical to our success. We believe that the two primary duties of non-employee directors are to effectively represent the long-term interests of our shareholders and to provide guidance to management. As such, our compensation program for non-employee directors is designed to meet several key objectives:

- Adequately compensate directors for their responsibilities and time commitments and for the personal liabilities and risks that they face as directors of a public company
- Attract the highest caliber non-employee directors by offering a compensation program consistent with those at peer companies
- Align the interests of directors with our shareholders by providing a significant portion of compensation in equity and requiring directors to own our stock
- Provide compensation that is simple and transparent to shareholders and reflects corporate governance best practices
- Where possible, provide flexibility in form and timing of payments

Elements of Director Compensation

The compensation committee of the board of directors reviews non-employee director compensation every other year and considers our financial performance, general market conditions and non-employee director compensation at the peer group companies set forth below under Compensation Discussion and Analysis Structuring Compensation Peer Group. In May 2018, our compensation committee recommended, and our board approved, awarding equity to our non-employee directors solely in the form of restricted stock units, rather than stock options and restricted stock units, and increasing the value of the annual equity award received by our

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non-employee directors by $20,000 to better align our director compensation with market practice. In addition, to promote share ownership and to further align our directors long-term interests with those of our shareholders, in 2018, we amended our stock ownership policy to more than double the total value of our common stock that directors are required to own.

We believe that the following components of our director compensation program support the objectives above:

We provide cash compensation through retainers for board and committee service, as well as separate retainers to the chairpersons of our board committees. Compensation in this manner simplifies the administration of our program and creates greater equality in rewarding service on committees of the board. The committee and committee chair retainers compensate directors for the additional responsibilities and time commitments involved with those positions.

To compensate the chairman for his involvement in board and committee matters, he receives an annual cash retainer in addition to the standard board retainer. The chairman receives equity grants in the same manner and amount as the other non-employee directors.

Annually, non-employee directors receive a grant of restricted stock units which vest 100% on the earlier of (i) the first anniversary of the grant date or (ii) immediately prior to the first annual meeting of shareholders following the grant date.

Our stock ownership policy requires non-employee directors to own shares of our common stock having a total value equal to four times the sum of the annual board retainer amount plus the value of the annual equity award.

We maintain a non-employee director deferred compensation plan that provides directors with flexibility in managing their compensation and promotes alignment with the interests of our shareholders.

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Non-Employee Director Deferred

Compensation Plan

Under our non-employee director deferred compensation plan, each non-employee director may defer up to 100% of his or her cash fees. Based on his or her deferral election, the director is credited with a number of share units at the time he or she would have otherwise received the portion of the fees being deferred. In addition, each non-employee director may defer receipt of up to 100% of shares due upon vesting of restricted stock units, and based on his or her election, the director is credited with one share unit for the receipt of each such share that is deferred. Share units are equivalent to shares of our common stock except that share units have no voting rights.

Upon cessation of service on the board, the director receives a share of our common stock for each share unit. Directors elect whether the shares are received in a lump sum distribution or in annual installments over two to fifteen years, and any fractional share units are paid in cash. Share units credited to a director s account are considered awards granted under the Amended and Restated Fiserv, Inc. 2007 Omnibus Incentive Plan (the Incentive Plan) and count against that plan s share reserve.

Stock Ownership Requirements

Under our stock ownership policy, non-employee directors are required to accumulate and hold our common stock having a market value equal to at least four times the sum of the annual board retainer amount plus the value of the annual equity award.

Non-employee directors have five years after they become subject to the policy to meet the ownership requirements provided that interim ownership milestones are achieved during the five-year period. All non-employee directors are in compliance with our stock ownership policy.

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Director Compensation Program

Our 2018 non-employee director compensation program is summarized below on an annualized basis:

Element of Compensation[1]	2018
Board Retainer	$ 78,000
Chairman s Retainer	145,000
Committee Retainer	
Audit	15,000

Compensation	15,000
Nominating and Corporate Governance	15,000
Committee Chair Retainer	
Audit	10,000
Compensation	10,000
Nominating and Corporate Governance	10,000
Equity Awards ($)(2)	
Restricted Stock Units	192,000

(1) The chairman s retainer is in addition to the standard board retainer, and the committee chair retainer is in addition to the standard committee retainer.

(2) Upon being elected as a director at our annual meeting of shareholders in May 2018, each non-employee director received restricted stock units having approximately $192,000 in value. Upon being elected as a director at our annual meeting of shareholders in May 2017, each non-employee director received an annual grant of stock options and restricted stock units each having approximately $86,000 in value.

Unvested restricted stock units held by Fiserv directors who cease to serve on the Fiserv board of directors following the closing of our proposed acquisition of First Data may vest and up to the balance of the annual retainer may be paid, in either case, subject to the approval of our compensation committee. Please see above under Corporate Governance First Data Transaction for a description of how the proposed acquisition of First Data would impact the composition of our board of directors.

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2018 Director Compensation

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards ($)(2)	Total ($)
Alison Davis(3)	93,000	192,037		285,037
Harry F. DiSimone(4)	79,826	213,566	21,504	314,896
John Y. Kim(5)	93,000	192,037		285,037
Dennis F. Lynch(6)	114,071	192,037		306,108
Denis J. O Leary(7)	118,000	192,037		310,037
Glenn M. Renwick(8)	223,000	192,037		415,037
Kim M. Robak(9)	111,929	192,037		303,966
JD Sherman(10)	93,000	192,037		285,037
Doyle R. Simons(11)	103,000	192,037		295,037

(1) This column includes the following amounts that were deferred under our non-employee director deferred compensation plan, a non-qualified defined contribution plan: Mr. DiSimone $39,913; Mr. Kim $93,000; Mr. O Leary $118,000; Mr. Renwick $223,000; and Mr. Simons $103,000.

(2) In March 2018, we completed a two-for-one split of our common stock. Accordingly, all amounts are presented on a split-adjusted basis. Mr. DiSimone joined the board on February 21, 2018, and we granted him a pro rata number of restricted stock units (308) and stock options (960) based on the number of days between the date of his appointment and May 23, 2018, the date of the next annual meeting of shareholders, and (i) in the case of restricted stock units, using the closing price of our common stock on February 21, 2018 of $69.90 and (ii) in the case of stock options, using the binomial valuation of an option of one share of our common stock on February 21, 2018.

We granted each non-employee director, including Mr. DiSimone, a number of restricted stock units determined by dividing $192,000 by $71.87, the closing price of our common stock on May 23, 2018, the date of the grant, rounded up to the next whole restricted stock unit. Accordingly, each non-employee director received 2,672 restricted stock units. The restricted stock units vest 100% on the earlier of the first anniversary of the grant date or immediately prior to the first annual meeting of shareholders following the grant date.

The dollar amount shown in the table is the grant date fair value of the award. Information about the assumptions that we used to determine the fair value of equity awards is set forth in our Annual Report on Form 10-K in Note 8 to our Consolidated Financial Statements for the year ended December 31, 2018.

(3) As of December 31, 2018, Ms. Davis held 19,150 options to purchase shares of our common stock, all of which were vested, and 2,672 unvested restricted stock units.

(4) Mr. DiSimone s cash compensation includes pro rata compensation for service as a member of the board and our compensation committee beginning on February 21, 2018. As of December 31, 2018, Mr. DiSimone held 960 options to purchase shares of our common stock, all of which were vested, and 2,672 unvested restricted stock units.

(5) As of December 31, 2018, Mr. Kim held 8,388 options to purchase shares of our common stock, all of which were vested, and 2,672 unvested restricted stock units.

(6) Mr. Lynch s cash compensation includes pro rata compensation for service as chair of our nominating and corporate governance committee beginning on May 23, 2018. As of December 31, 2018, Mr. Lynch

held 42,008 options to purchase shares of our common stock, all of which were vested, and 2,672 unvested restricted stock units.

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(7) As of December 31, 2018, Mr. O Leary held 68,240 options to purchase shares of our common stock, all of which were vested, and 2,672 unvested restricted stock units.

(8) As of December 31, 2018, Mr. Renwick held 83,556 options to purchase shares of our common stock, all of which were vested, and 2,672 unvested restricted stock units.

(9) Ms. Robak s cash compensation includes pro rata compensation for service as chair of our nominating and corporate governance committee through May 23, 2018. As of December 31, 2018, Ms. Robak held 44,124 options to purchase shares of our common stock, all of which were vested, and 2,672 unvested restricted stock units.

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(10) As of December 31, 2018, Mr. Sherman held 12,252 options to purchase shares of our common stock, all of which were vested, and 2,672 unvested restricted stock units.

(11) As of December 31, 2018, Mr. Simons held 83,556 options to purchase shares of our common stock, all of which were vested, and 2,672 unvested restricted stock units.

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Background

Our board of directors is seeking shareholder approval of the Fiserv, Inc. Amended and Restated Employee Stock Purchase Plan (the Amended ESPP). We originally adopted the Fiserv, Inc. Employee Stock Purchase Plan (the ESPP) effective January 1, 2000 to allow our eligible employees and those of our designated participating subsidiaries to purchase shares of our common stock at a discount. Effective as of January 1, 2010, we amended and restated the ESPP upon shareholder approval to extend the term of the ESPP until January 1, 2020, among other amendments. On February 19, 2019, our compensation committee approved the Amended ESPP, subject to shareholder approval, to further extend the term to July 1, 2029, among other amendments. The Amended ESPP is subject to the requirements of Section 423 of the Internal Revenue Code of 1986, as amended (the Code).

A copy of the Amended ESPP is attached to this proxy statement as Appendix B.

Key Amendments

We amended and restated the ESPP primarily to:

- Extend the term of the Amended ESPP until July 1, 2029
- Set the maximum number of shares available under the Amended ESPP at 25,000,000
- Remove the provision that each year automatically increased the number of shares reserved for issuance
- Provide greater flexibility in administration of the Amended ESPP

Description of the Amended ESPP

Purpose of the Amended ESPP

The purpose of the Amended ESPP is to allow employees to continue to have the opportunity to purchase shares of our common stock on favorable terms and thereby acquire and enlarge their stake in our growth and earnings which further aligns their interests with the interests of our shareholders.

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Shares Subject to the ESPP

Under the Amended ESPP, a total of 25,000,000 shares of our common stock will be available for purchase by participants from and after July 1, 2019, including the shares purchased under any sub-plans. This share limit is subject to appropriate adjustments to reflect stock splits and other changes in our capitalization as described under Adjustments below. This share reserve amount represents approximately 6.4% of our outstanding shares as of March 1, 2019.

Previously, the ESPP provided for an automatic increase each year to the shares available for purchase, based on a formula set forth in the plan. This type of automatic increase is often referred to as an evergreen provision. We have removed that evergreen provision from the Amended ESPP.

Eligibility and Participation

All of our employees and the employees of our designated subsidiaries are eligible to participate in the Amended ESPP. Designated subsidiaries include all of our subsidiaries which are located in the United States, unless we determine otherwise. We may, however, exclude any or all of the following employees from participation: (1) employees who normally work five or fewer months per year, (2) employees who normally work 20 or fewer hours per week, (3) employees who have been employed by us or our designated subsidiaries for less than 2 years, (4) employees who are officers within the meaning of Rule 16a-1(f) under the Exchange Act, and (5) employees who are highly compensated employees under Section 423 of the Code.

Participants may elect, prior to the beginning of each offering period, to have up to 10% (or a lesser amount as we determine) of their gross compensation deducted from their pay during the offering period. The amounts withheld from payroll may be used by us for any corporate purpose, are not segregated and do not earn interest. On the last business day of the offering period, unless the participant has previously withdrawn from the plan or terminated employment, the amounts withheld from the participant s compensation are used to purchase shares of our common stock at a price equal to 85% of its then current fair market value. The offering periods are quarterly, although our

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compensation committee may change the duration of the offering period to no more than 27 months (or such period as may be permitted under Section 423 of the Code) for the Amended ESPP or any limit imposed by applicable law for any sub-plan. We may shorten any offering period as needed to properly administer the Amended ESPP, such as, for example, upon the termination of the Amended ESPP or upon the occurrence of a change in control of the company.

No employee may, however, purchase more than $25,000 in market value of our common stock (determined on the respective purchase dates) during any calendar year. Furthermore, no employee may purchase common stock under the Amended ESPP if, after the purchase, he or she would own, or would hold options to purchase, 5% or more of the total outstanding shares of our common stock.

Delivery of Shares

Shares purchased by a participant under the Amended ESPP are deposited into an account with a transfer agent or securities brokerage firm chosen by us. Once the shares are deposited into the account, the participant may sell some or all of the shares, although we may require a participant to hold those shares in their account for a specified period of time.

Sub-Plans

The Amended ESPP allows us to implement sub-plans to permit employees outside of the United States to purchase shares under the Amended ESPP. Any such sub-plans would not be considered qualified plans under Section 423 of the Code. Shares purchased under any sub-plan would count against the Amended ESPP s overall share reserve, and employees eligible to purchase shares would be subject to the same individual limits on purchases as described above, including the limit that no more than 10% of their compensation may be used to purchase shares. The terms of the sub-plan may differ from the Amended ESPP, provided that if any sub-plan provides that we will issue matching shares or provide a matching contribution to a participant who purchases shares under the sub-plan, then the price at which the participant may purchase such shares must be the

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fair market value of a share on the date of purchase and the number of matching shares or the amount of the matching contribution may not exceed 25% of the participant s share purchase.

Adjustments

Our board of directors or compensation committee will adjust the maximum number or type of shares available for purchase under the Amended ESPP as well as the maximum number or type of shares a participant may purchase each offering period to reflect any change to our common stock resulting from a stock split, reverse stock split, stock dividend, combination or reclassification of our common stock, or any other increase or decrease in the number of issued shares of our common stock, excluding conversion of any convertible securities.

Administration, Amendment and Duration of the ESPP

The Amended ESPP is administered by our compensation committee and by our officers.

Our board of directors or compensation committee may amend the Amended ESPP, provided that any amendment which increases the number of shares issuable under the Amended ESPP or changes the eligibility requirements for employees requires shareholder approval.

The Amended ESPP will remain in effect until July 1, 2029, unless terminated earlier by our board of directors or compensation committee or extended by our board of directors and compensation committee upon shareholder approval.

United States Federal Income Tax Treatment

For United States tax purposes, the Amended ESPP is intended to qualify as an employee stock purchase plan within the meaning of Section 423 of the Code. Participant contributions to the Amended ESPP in the form of payroll deductions are after-tax contributions and are subject to normal income and payroll tax withholding requirements. However, there are no tax consequences associated with the acquisition and ownership of shares of common stock purchased under the

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Amended ESPP until the participant sells the shares, disposes of them by gift, or dies. The tax treatment upon disposition of the shares depends on whether the shares are disposed of within the two year required holding period, which is measured from the date the option to purchase such shares was granted to the participant. The required holding period is also satisfied if the participant dies while holding shares acquired under the Amended ESPP.

A participant who does not satisfy the two-year holding period must pay ordinary income tax, at the time of the disposition of the shares, on the 15% discount on the purchase price, even if the market price of the stock at the time the stock is disposed of is lower than the purchase price. The difference between the amount received at disposition and the fair market value of the shares on the date of purchase will be a capital gain or loss.

If the participant holds the shares of common stock for at least two years, or dies while owning the shares, at the time of disposition of the shares, ordinary income tax must be paid on an amount equal to the lesser of: (1) 15% of the fair market value of a share on the date the option to purchase such stock was granted to the participant; or (2) the amount, if any, by which the market price at the time of disposition exceeds the purchase price. The basis of the shares of common stock purchased will be the purchase price plus any ordinary income recognized. Any amount received at disposition in excess of the adjusted basis of the stock will be capital gain. If the shares are sold for less than the purchase price, the difference between the sale price and the purchase price will be a capital loss.

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If the disposition does not satisfy the required two-year holding period, the disposition is called a disqualifying disposition. If a disqualifying disposition occurs, we will be entitled to a tax deduction equal to the amount that the participant includes as ordinary income in the year in which the disqualifying disposition occurs. We do not receive a deduction at the time of disposition if the participant meets the holding period requirements.

Future Plan Benefits

The Amended ESPP does not have any outstanding grants subject to shareholder approval and no future issuances of common stock which may be awarded have been determined, approved or granted. Each of our executive officers is eligible to purchase up to $25,000 worth of our common stock each calendar year under the Amended ESPP at a discount to the applicable market price. Non-employee directors are not eligible to purchase shares under the Amended ESPP. Participation in the Amended ESPP is voluntary and depends on each eligible employee s election to participate and on his or her election regarding payroll deductions. Accordingly, future purchases by executive officers and other eligible employees under the Amended ESPP are not determinable. We currently have approximately 19,000 employees who are eligible to participate in the Amended ESPP.

On March 25, 2019, the closing price per share of our common stock on the Nasdaq Global Select Market was $85.26.

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Equity Compensation Plan Information

The table below sets forth information with respect to compensation plans under which equity securities are authorized for issuance as of December 31, 2018.

Plan Category	(a) Number of shares to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of shares remaining available for future issuance under equity compensation pla (excluding securities reflected in column (a))
Equity compensation plans approved by our shareholders[1]	12,715,853[2]	$33.96[3]	35,491,411[4]
Equity compensation plans not approved by our shareholders	N/A	N/A	N/A
Total	12,715,853	$33.96[3]	35,491,411

(1) Columns (a) and (c) of the table above do not include 1,681,038 unvested restricted stock units outstanding under the Amended and Restated Fiserv, Inc. 2007 Omnibus Incentive Plan (the Incentive Plan) or 25,336,020 shares authorized for issuance under the

(3) Represents the weighted average exercise price of outstanding options and does not take into account outstanding performance share units or non-employee

ESPP as of December 31, 2018. The ESPP will expire on January 1, 2020 unless Proposal 2 is approved, in which case the shares authorized for issuance under the Amended ESPP will be 25,000,000 from and after July 1, 2019.

(2) Consists of options outstanding under the Incentive Plan as well as 524,290 shares subject to performance share units at the target award level under the Incentive Plan and 140,009 shares subject to non-employee director deferred compensation notional units under the Incentive Plan.

director deferred compensation notional units.

(4) Reflects the number of shares available for future issuance under the Incentive Plan.

Vote Required and Recommendation of the Board of Directors

To approve the Amended ESPP, the votes cast for the proposal must exceed the votes cast against the proposal. Unless otherwise specified, the proxies solicited hereby will be voted to approve the Amended ESPP.

The board of directors recommends that you vote FOR Proposal 2.

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Background

We are conducting a non-binding, advisory vote to approve the compensation of our named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, in accordance with Section 14A of the Exchange Act (commonly referred to as Say-on-Pay). Our shareholders previously expressed a preference that we hold Say-on-Pay votes on an annual basis, and our board of directors accordingly determined to hold Say-on-Pay votes every year until the next required advisory vote on the frequency of future Say-on-Pay votes.

Proposed Resolution

We encourage shareholders to review the Compensation Discussion and Analysis section of this proxy statement as well as the tabular and narrative disclosure under the heading Executive Compensation. Our compensation program for our named executive officers is designed to create long-term shareholder value by rewarding performance and includes the following key factors for 2018:

We delivered solid results in 2018 highlighted by GAAP revenue growth of 2% and internal revenue growth of 4.5% compared to 2017 as well as a slight increase in GAAP earnings per share from continuing operations and a 25% increase in adjusted earnings per share, compared to 2017, in each case adjusted for the two-for-one split of our common stock completed in March 2018. Net cash provided by operating activities and free cash flow also increased 5% and 7%, respectively, compared to the prior year. We also made progress in strategic areas that we believe will enhance our future results, and we continued to enhance our level of competitive differentiation which we believe is essential to sustaining future growth. Internal revenue growth, adjusted earnings per share and free cash flow are non-GAAP financial measures. See Appendix A to this proxy statement for information regarding these measures and reconciliations to the most directly comparable GAAP measures.

Our compensation committee seeks to structure compensation that incentivizes our leaders to strive for market-leading performance, which we expect will translate into long-term value for our shareholders, and is balanced by the risk of lower performance-based compensation when we do not meet our performance objectives.

We provided compensation in the form of cash incentive awards based on achievement of annual performance objectives and equity compensation that promotes long-term financial, operating and strategic performance by delivering incremental value to executive officers based on financial results and to the extent our stock price increases over time. Specifically:

We continued using financial performance measures focused on driving revenue growth and profitability to determine cash incentive awards, and we added a performance objective based on the compensation committee s assessment of our progress with respect to strategic initiatives.

Our compensation committee granted performance share units to all named executive officers. The number of shares issued at vesting will be determined by the company s achievement of performance goals over a three-year period.

We have: (i) a stock ownership policy that requires our executive officers to maintain a substantial investment in Fiserv; (ii) a policy that prohibits executive officers from hedging or pledging our stock; and (iii) a compensation recoupment, or clawback, policy, all of which we believe align the interests of our named executive officers with those of our shareholders.

About three-quarters of the compensation that we awarded to our named executive officers was in the form of equity.

About three-quarters of the aggregate equity awards granted to our named executive officers was in the form of performance share units and stock options.

We do not have excise tax gross-up arrangements with any of our executive officers.

We generally did not provide significant perquisites to our named executive officers in 2018.

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The board endorses the compensation of our named executive officers and recommends that you vote in favor of the following resolution:

RESOLVED, that the shareholders hereby approve, on an advisory basis, the compensation of the company s named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including under the heading Compensation Discussion and Analysis and in the tabular and narrative disclosures under the heading Executive Compensation.

Vote Required, Effect of Vote and Recommendation of the Board of Directors

To approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement, the number of votes cast for

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the proposal must exceed the number of votes cast against the proposal. Unless otherwise specified, the proxies solicited hereby will be voted in favor of this proposal.

Because the vote is advisory, it will not be binding upon the board or the compensation committee, and neither the board nor the compensation committee will be required to take any action as a result of the outcome of the vote on this proposal. Although the outcome of this vote is advisory, the compensation committee will carefully consider the outcome of the vote when considering future executive compensation decisions to the extent it can determine the cause or causes of any significant negative voting results.

The board of directors recommends that you vote FOR Proposal 3.

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Compensation Discussion and Analysis

Executive Summary

Named Executive Officer	Title
Jeffery W. Yabuki	President and Chief Executive Officer
Robert W. Hau	Chief Financial Officer and Treasurer
Lynn S. McCreary	Chief Legal Officer and Secretary
Devin B. McGranahan	Senior Group President
Byron C. Vielehr	Chief Administrative Officer

Overview

The Compensation Discussion and Analysis portion of this proxy statement is designed to provide you with information regarding our executive compensation philosophy, how we determine and structure executive compensation, including the factors we consider in making compensation decisions, and our executive compensation policies. The Compensation Discussion and Analysis focuses on the compensation of the executive officers identified above (our named executive officers).

help us achieve our objectives by paying for performance, thereby aligning the interests of our executive officers with those of our shareholders.

Stock Split

In March 2018, we completed a two-for-one split of our common stock. Accordingly, all per share amounts are presented on a split-adjusted basis and, where applicable, rounded up to the nearest whole cent.

Our Business

Our aspiration is to move money and information in a way that moves the world. Our purpose is to deliver superior value for our clients through leading technology, targeted innovation and excellence in everything we do. We are focused on operating businesses where we have: deep industry expertise that enables us to serve the market with high effectiveness; a strong competitive position, currently or via a clear path in the foreseeable future; long-term, trusted client relationships that are based on recurring services and transactions; differentiated solutions that deliver value to our clients through integration and innovation; and strong management to execute strategies in a disciplined manner. We face significant competition from domestic and international companies that are aggressive and well financed. Our industry is characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. In order to implement our strategic plan, we need to assemble and maintain a leadership team with the integrity, skills and dedication to execute our initiatives. We believe that executive officer compensation can be used to

2018 Business Highlights

In 2018, we generated GAAP revenue growth of 2% and internal revenue growth of 4.5% compared to 2017 as well as GAAP earnings per share from continuing operations of $2.87 and adjusted earnings per share of $3.10. This represents a slight increase in GAAP earnings per share from continuing operations, and a 25% increase in adjusted earnings per share, compared to 2017, in each case as adjusted for the two-for-one split of our common stock completed in March 2018. We had net cash provided by operating activities of $1.55 billion and free cash flow of $1.31 billion in 2018, a 5% and 7% increase, respectively, compared to the prior year. We also made progress in strategic areas that we believe will enhance our future results, and we continued to enhance our level of competitive differentiation which we believe is essential to sustaining future growth. Executive officer compensation for 2018 was paid or awarded in the context of these results.

Internal revenue growth, adjusted earnings per share and free cash flow are non-GAAP financial measures. See Appendix A to this proxy statement for information regarding these measures and reconciliations to the most directly comparable GAAP measures.

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Executive Compensation Practices

Our compensation program is designed to create long-term value for our shareholders by rewarding performance and sustainable growth. The table below summarizes our current compensation practices as well as those practices we have not implemented because we do not believe they advance the goals of our compensation program:

What We Do

Our compensation committee seeks to structure compensation that incentivizes our leaders to strive for market-leading performance, which we expect will translate into long-term value for our shareholders, and is balanced by the risk of lower performance-based compensation when we do not meet our performance objectives.

In furtherance of our pay-for-performance philosophy, we grant performance share units. The number of shares issued at vesting will be determined by the achievement of performance goals over a three-year period.

We have a stock ownership policy that requires our directors and executive officers to acquire and maintain a significant amount of Fiserv equity to further align their interests with those of our long-term shareholders.

We provide cash incentive awards based on achievement of annual performance objectives and equity compensation that promotes long-term financial, operating and strategic performance by delivering incremental value to executive officers based on financial results and to the extent our stock price increases over time.

We have a policy that prohibits our directors and executive officers from hedging or pledging Fiserv stock.

We have a compensation recoupment, or clawback, policy.

What We Don t Do

We don t provide separate pension programs or a supplemental executive retirement plan to our named executive officers.

We generally don t provide significant personal-benefit perquisites to our named executive officers.

We don t have excise tax gross-up arrangements with any of our executive officers.

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2018 Compensation Matters

For 2018, we continued using financial performance measures focused on driving revenue growth and profitability to determine cash incentive awards, and we added a performance objective based on the compensation committee s assessment of our progress with respect to strategic initiatives. With respect to the financial results that impacted compensation in 2018, we generally met or exceeded the performance goals for cash incentive awards.

In 2018, we granted performance share units to all our named executive officers with a three-year performance period. The number of shares issued at vesting will be based on the company s achievement of internal revenue growth goals (60% weighting) and total shareholder return as compared to the S&P 500 Index (40% weighting), subject to attaining a threshold level of adjusted income from continuing operations over such three-year period, and will range from 0% to 200% of target.

About three-quarters of the compensation we awarded to all our named executive officers was in the form of equity and about three-quarters of the aggregate equity awards granted to all our named executive officers was in the form of performance share units and stock options. Our named executive officers with a target annual equity incentive award received such awards in 2018 above target levels, which included performance share units.

In addition, in 2018, our compensation committee approved amendments to the Amended and Restated Fiserv, Inc. 2007 Omnibus Incentive Plan (the Incentive Plan) to, among other things, impose a one-year minimum vesting requirement for equity awards, prohibit the cash buyout of underwater stock options, and clarify that certain shares cannot be re-credited to the Incentive Plan reserve.

Determining and Structuring Compensation

Compensation Philosophy and Objectives

Our executive officers are critical to our long-term success; therefore, we need to be competitive with companies that require talent aligned to our product, technology and service roadmaps. We

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seek to pay our executive officers at levels that are competitive with other employers, both within and outside of our industry, to secure the best talent possible for all our stakeholders. Consistent with Fiserv s pay for performance philosophy, the compensation committee seeks to structure compensation that incentivizes our leaders to strive for market-leading performance, which we expect will translate into long-term value for our shareholders, and is balanced by the risk of lower performance-based compensation when we do not meet our performance objectives. We also seek to structure our compensation plans in a manner that is understandable to our shareholders and that is consistent with good corporate governance practices.

The goal of our executive compensation program is the same as our goal for operating our company: to create long-term value for our shareholders and clients. To this end, we design our compensation program to reward our executive officers for sustained financial, operating and strategic performance, to align their interests with those of our shareholders, and to encourage them to remain with the company for long and productive careers.

Determining Compensation

The Compensation Committee s Role

The compensation committee of the board of directors is responsible for:

- approving executive officer compensation
- approving compensation programs and plans in which our executive officers participate
- reviewing compensation-related risk
- administering our equity incentive plans including compliance with executive stock ownership requirements
- approving severance or similar termination payments to executive officers
- overseeing regulatory compliance with respect to compensation matters

With respect to executive officers, at the beginning of each year, the compensation committee sets base salaries, approves cash incentive awards for the prior year s performance, approves equity

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incentive awards, and establishes objective performance targets.

Management s Role

Our chief executive officer makes recommendations to our compensation committee concerning the compensation of executive officers other than himself, although performance measures included in his recommendations may apply generally to all executive officers. For example, when formulating recommendations to the compensation committee regarding the compensation of a group president, our chief executive officer considers, among other factors, the group s internal revenue growth, adjusted operating income, strategic progress, talent development, operational excellence and market data. Our chief executive officer annually completes a self-appraisal of his performance. For 2018, his self-appraisal focused on strategic impact, growth, leadership development, risk management and financial results. The appraisal, and the recommendations of the nominating and corporate governance committee, which administers the annual evaluation of the chief executive officer by the board, is considered by the compensation committee in its annual review of our chief executive officer s performance and compensation. Our chief executive officer does not attend the portion of any compensation committee meeting during which the committee deliberates on matters related specifically to his compensation.

Consultant s Role

In 2018, the compensation committee engaged Meridian Compensation Partners, LLC (Meridian) to advise it regarding the structure of our performance-based equity, including the performance metrics applicable to our performance share unit awards. In addition, Meridian provided management with market compensation data, assistance with tally sheet calculations and advice regarding director stock ownership requirements. Management also obtained market compensation

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data from Willis Towers Watson in 2018 pursuant to a standard data subscription. As further described herein, management used this market data to make recommendations to the committee regarding compensation matters. The committee reviewed Meridian s work and its policies and procedures regarding ensuring independence and concluded that Meridian was able to provide independent advice regarding executive compensation matters.

Tally Sheets

The compensation committee reviews executive officer compensation tally sheets each year. These summaries set forth the dollar amount of all components of each named executive officer s compensation, including base salary, annual target cash incentive compensation, annual target equity incentive compensation, value of unvested equity, potential severance, and employer contributions to 401(k) savings plans, allowing the committee to see what an executive officer s total compensation is and how a potential change to an element of our compensation program would affect an executive officer s overall compensation.

Shareholder Advisory Vote on Named Executive Officer Compensation

At our 2018 annual meeting, our shareholders approved, by approximately 94% of the votes cast, the compensation of our named executive officers as disclosed in our 2018 proxy statement. The compensation committee considered the results of the 2018 advisory vote at its meeting in February 2019. Because a substantial majority of our shareholders approved the compensation program described in the proxy statement for the 2018 annual meeting, the compensation committee did not implement changes to our executive compensation program as a result of the shareholder advisory vote. The compensation committee will continue to consider the results of shareholder advisory votes about our named executive officer compensation.

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Structuring Compensation

Components of Compensation

The elements of compensation that we provided to our named executive officers for 2018 were base salary, annual cash incentive awards and equity incentive awards.

Type	Elements	Description
Short-Term Compensation		
	Base Salary	Fixed annual amount Provides a level of income security Used to determine pay-based incentives
	Annual Cash Incentive	Annual cash award based on achievement of annual performance objectives
Long-Term Compensation	Stock Options and Restricted Stock Units	Equity grants that vest over a period of several years
	Performance Share Units	Equity grants where the number of shares issued at vesting will be determined by the achievement of performance goals over a multi-year period

Base Salary

We provide base salary to compensate an executive officer for his or her regular work. When determining base salaries, the compensation committee considers market data, an executive officer s scope of responsibilities, the market value of their experience, overall effectiveness, and, except in the case of the base salary of our chief executive officer, the recommendations of our chief executive officer.

Cash Incentive Awards

We believe it is important to provide annual cash incentives to motivate our executive officers to achieve short-term financial and strategic performance objectives that, in turn, further our achievement of long-term objectives. We seek to offer cash awards in large enough proportion to base salary to ensure that a significant portion of each executive officer s cash compensation is at risk and payable only upon the achievement of defined objectives. Our compensation committee annually determines the performance objectives for and potential amounts of our cash incentive awards.

Equity Incentive Awards

We use three forms of equity to deliver compensation to our named executive officers: time-vesting stock options, time-vesting restricted stock units and performance share units.

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Stock options deliver compensation to an executive officer only to the extent our stock price increases over the term of the award. Restricted stock units are settled in shares of common stock upon vesting. We believe restricted stock units serve as a strong reward and retention device, encouraging our executive officers to stay with the company until the restricted stock units vest.

Performance share units further align the long-term interests of our named executive officers with those of our shareholders. Our performance share units have a three-year performance period. The number of shares issued at vesting ranges from 0% to 200% of the target award based on the company s achievement of financial and strategic performance goals.

When making equity award decisions, we do not consider existing equity ownership because we do not want to discourage executive officers from holding significant amounts of our common stock. We also do not review realized compensation from prior equity awards when making current compensation decisions. If the value of equity awards granted in prior years increases significantly in future years, we do not believe that this positive development should impact current compensation decisions.

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Mix of Compensation Components

We believe that the mix of compensation that we pay helps us to achieve our compensation objectives.

Components	Objectives
Fixed and variable compensation	We seek to increase the percentage of total pay that is at risk as executive officers move to greater levels of responsibility, with direct impact on company results.
Short-term and long-term focus	We seek to create incentives to achieve near-term goals by providing annual cash incentives, which are based on annual performance objectives. We seek to create incentives to achieve long-term goals by granting equity awards with multi-year performance periods to promote the achievement of long-term performance objectives linked to our enterprise strategic goals. We also grant equity awards with multi-year vesting periods, the ultimate value of which depends on our share price. These awards promote retention and further align the interests of our executive officers and shareholders.
Cash and equity compensation	We believe that executive officers in positions that more directly affect corporate performance should have as their main priority profitably growing the company. Accordingly, we generally structure the target compensation of these executive officers so that they receive a significant portion of their compensation in the form of equity. Using equity in this manner further aligns executive officers interests with those of our shareholders, encourages retention and rewards our executive officers if we succeed.

Peer Group

In setting compensation levels for our executive officers, the committee considers, among other things, the compensation of similarly situated executives at companies in our peer group. To determine peer group compensation for an executive officer, the committee reviewed publicly available proxy and survey data regarding comparable executive officer positions and the compensation paid to our other executive officers in light of their relative functional responsibilities and experience. Notwithstanding the use of benchmarking as a tool to set compensation, comparison data only provides a context for the decisions that the compensation committee makes. The committee may also consider, among other matters, market trends in executive compensation, the percentage that each component of compensation comprises of an executive officer s total compensation and the executive officer s tenure in position.

After a comprehensive review, the committee updated the peer group that it considered in determining 2018 compensation to reflect changes in our industry, our businesses and at peer group companies. The compensation committee-approved peer group that we used for 2018 compensation is set forth below:

Alliance Data Systems Corporation	First Data Corporation	PayPal Holdings, Inc.
Automatic Data Processing, Inc.	Global Payments Inc.	Total System Services, Inc.
Broadridge Financial Solutions, Inc.	Intuit Inc.	Unisys Corporation
Discover Financial Services	Jack Henry & Associates, Inc.	Visa Inc.
Equifax Inc.	MasterCard Incorporated	The Western Union Company
Fidelity National Information Services, Inc.	Paychex, Inc.	Worldpay, Inc.

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We believe our peer group is comprised of companies comparable to ours based on our industry, company size and competition for talent. In this regard, we include: companies that compete with us for talent; companies that directly compete with us in our primary businesses; companies with similar business models in similar industries because they reflect the complexities inherent in managing an organization with multiple business lines and revenue sources; and other publicly traded business-to-business, service-based companies that are of similar size based primarily on annual revenue and market capitalization.

2018 Named Executive Officer Compensation

Base Salaries

The compensation committee did not increase the base salaries of any named executive officers in 2018. It has not increased the base salary of our chief executive officer since he joined our company.

Cash Incentive Awards

Certain Terminology

Adjusted earnings per share, internal revenue growth and adjusted operating income are non-GAAP financial measures. See Appendix A to this proxy statement for a definition of these measures.

Messrs. Yabuki and Hau

The cash incentive payments to Messrs. Yabuki and Hau for 2018 were based 80% on financial metrics and 20% on the committee s assessment of the executive officer s progress with respect to strategic initiatives including employee engagement and client initiatives. With respect to financial metrics, the committee uses adjusted earnings per share as a performance measure because it believes that there is a direct correlation between an increase in adjusted earnings per share and shareholder value. The committee uses internal revenue growth because it believes that the long-term value of our enterprise depends on our ability to grow revenue without regard to acquisitions. For 2018, the committee set the target adjusted earnings per share performance goal at $3.05, which represented a 23% increase over our 2017 adjusted earnings per share. For 2018, we set the target internal revenue growth performance goal at 4.2% compared to internal revenue growth of 3.7% in 2017. For 2018, the committee gave each financial measure equal weight in determining the final award. With respect to the 20% of the award based on strategic initiatives, the committee considered a number of factors and determined the level of achievement in its judgment.

The threshold, target, maximum and actual amounts for Messrs. Yabuki and Hau for 2018 were as follows:

Performance Objective (weighting)	**Threshold**	**Target**	**Maximum**	**Actual**
Adjusted Earnings Per Share (40%)	$2.98	$3.05	$3.33 or more	$3.10

Internal Revenue Growth (40%)	2.0%	4.2%	6.7% or more	4.5%
Strategic Initiatives (20%)				
Award as a Percentage of Base Salary				
J. Yabuki	88%	175%	350%	173%
R. Hau	55%	110%	220%	110%

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Mr. Vielehr and Ms. McCreary

The cash incentive payment to each of Mr. Vielehr and Ms. McCreary for 2018 was weighted 70% on achievement of financial metrics and 30% on the committee s assessment of his or her progress with respect to strategic initiatives including employee engagement and client initiatives. In addition to adjusted earnings per share and internal revenue growth, the committee considers adjusted operating income as both a key performance objective and a primary indicator of free cash flow growth. The compensation committee uses common corporate financial performance measures to ensure alignment across its functional leaders. With respect to the 30% of the award based on strategic initiatives, the committee considered a number of factors and determined the level of achievement in its judgment.

For 2018, the threshold, target, maximum and actual amounts for Mr. Vielehr were as follows:

Performance Objective (weighting)	**Threshold**	**Target**	**Maximum**	**Actual**
Adjusted Earnings Per Share (10%)	$2.98	$3.05	$3.33 or more	$3.10
Internal Revenue Growth (30%)	2.0%	4.2%	6.7% or more	4.5%
Adjusted Operating Income (in millions) (30%)	$1,755	$1,805	$1,905	$1,800
Strategic Initiatives (30%)				
Award as a Percentage of Base Salary	58%	115%	230%	111%

For 2018, the threshold, target, maximum and actual amounts for Ms. McCreary were as follows:

Performance Objective (weighting)	**Threshold**	**Target**	**Maximum**	**Actual**
Adjusted Earnings Per Share (10%)	$2.98	$3.05	$3.33 or more	$3.10
Internal Revenue Growth (35%)	2.0%	4.2%	6.7% or more	4.5%
Adjusted Operating Income (in millions) (25%)	$1,755	$1,805	$1,905	$1,800
Strategic Initiatives (30%)				
Award as a Percentage of Base Salary	48%	95%	190%	96%

Mr. McGranahan

The cash incentive payment to Mr. McGranahan for 2018 was weighted 70% on the achievement of financial metrics and 30% on the committee s assessment of his progress with respect to strategic initiatives including employee engagement and client initiatives. In addition to adjusted earnings per share, internal revenue growth and adjusted operating income, the committee considers group adjusted revenue given Mr. McGranahan s ability to directly impact the results of the businesses for which he is responsible. The committee set the performance goals for group adjusted revenue such that it believed that it would be unlikely that Mr. McGranahan would achieve the top end of the range, but it would be reasonably likely that the target could be achieved. With respect to the 30% of the award based on strategic initiatives, the committee considered a number of factors and determined the level of achievement in its judgment.

For 2018, the threshold, target, maximum and actual amounts for Mr. McGranahan were as follows:

Performance Objective (weighting)	**Threshold**	**Target**	**Maximum**	**Actual**
Adjusted Earnings Per Share (10%)	$2.98	$3.05	$3.33 or more	$3.10
Internal Revenue Growth (10%)	2.0%	4.2%	6.7% or more	4.5%
Adjusted Operating Income (in millions) (25%)	$1,755	$1,805	$1,905	$1,800
Group Adjusted Revenue (25%)				
Strategic Initiatives (30%)				
Award as a Percentage of Base Salary	58%	115%	230%	103%

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Equity Incentive Awards

Overview

In 2018, we granted equity awards to the named executive officers based on the level of an executive officer s responsibilities within the company and the committee s judgment of each executive s performance with respect to strategic impact, building of organizational capacity, talent development, risk management, financial results, including adjusted earnings per share and internal revenue growth, and, other than with respect to his own awards, the recommendation of our chief executive officer. About three-quarters of the compensation we awarded to all our named executive officers was in the form of equity.

The equity mix awarded by the compensation committee to each of our named executive officers is consistent with our objective of emphasizing performance-based compensation and aligning our executive officers economic interests with those of our shareholders. The mix of options and restricted stock units granted is determined by the committee based in part on the recommendation of the chief executive officer and an understanding of individual preference. The number of performance share units that would vest at target is based on the ability to drive high quality revenue growth and shareholder returns over the three-year performance period. The grant date fair value of performance share units, at target, and stock options granted to all named executive officers is about three-quarters of the aggregate value of all equity awards made to our named executive officers in 2018.

2018 Equity Awards

In February 2018, the compensation committee granted Mr. Yabuki performance share units having a grant date fair value of approximately $2 million at the target award level, stock options having a grant date fair value of approximately $4 million and restricted stock units having a grant date fair value of approximately $4 million. The committee considered Mr. Yabuki s performance with respect to strategic impact, building of organizational capacity, leadership development, risk management and financial results, including adjusted earnings per share and internal revenue growth, in connection with his award.

In February 2018, the compensation committee set threshold, target and maximum annual equity awards for Messrs. Hau, McGranahan and Vielehr and Ms. McCreary at levels commensurate with their experience and responsibilities and comparable to the equity compensation available to individuals holding similar positions at our peer companies. The grant date fair value of the annual equity incentive awards performance share units at target, restricted stock units and options as a percentage of base salary were as follows:

	Percent of Base Salary (%)			
	Threshold	**Target**	**Maximum**	**Actual Award**[(1)]

R. Hau	100%	320%	480%	452%
L. McCreary	75%	133%	200%	180%
D. McGranahan	100%	196%	400%	398%
B. Vielehr	100%	200%	400%	398%

(1) The actual awards expressed as a percentage of base salary include the grant date fair value of the performance share units granted in February 2018 at the target award level.

Each of Messrs. McGranahan and Vielehr also received a performance share unit award with a grant date fair value of approximately $1.1 million and $2.2 million at target, respectively, in connection with their respective promotions to Senior Group President and Chief Administrative Officer. These performance share units have the same performance period and performance measures as the annual performance share unit awards made earlier in 2018. In addition, as a result of their promotions, the target annual equity award going forward for each of Messrs. McGranahan and Vielehr was increased to 294% of base salary.

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2018 Performance Share Units

For performance share units granted in 2018, 60% of the shares subject to the award will be issuable based on a three-year cumulative annual internal revenue growth rate, and 40% of the shares will be issuable based on our company s total shareholder return over the three-year period as reported on the Nasdaq Global Select Market compared to the total shareholder return of the S&P 500 Index over the same period. The performance multipliers to be applied to the target number of shares issuable pursuant to each named executive officer s award at the threshold, target and maximum achievement levels are as follows:

	Internal Revenue Growth (60% Weighting)		**Total Shareholder Return (40% Weighting)**	
	Three-Year Cumulative Annual Growth Rate	**Performance Multiplier**	**Three-Year Company TSR v. S&P 500 TSR (percentage points)**	**Performance Multiplier**
Maximum	5.5% or greater	200%	+45 or greater	200%
Target	4.0%	100%	+/- 5	100%
Threshold	3.0%	25%	-25	50%

The three-year cumulative annual internal revenue growth rate will be calculated using the actual annual internal revenue growth rates for each of the three years in the performance period, and the company s total shareholder return relative to the S&P 500 will be calculated as the absolute difference between the two total shareholder return values over the three-year performance period. The performance share units are also subject to attaining a threshold level of adjusted income from continuing operations for the three-year period which, if not met, will result in no performance share units vesting. All named executive officers received a grant of performance share units in 2018.

The compensation committee uses adjusted income from continuing operations as the threshold performance measure because it believes there should be a minimum level of income generated before long-term, performance-based awards pay out. The committee focuses on internal revenue growth as a performance measure to determine 60% of the level of vesting because it believes that the long-term value of our enterprise is linked to our ability to grow revenue without regard to acquisitions, and it uses company total shareholder return on an absolute basis to determine 40% of the level of vesting because it believes that this metric further aligns our pay-for-performance philosophy with the creation of shareholder value.

2016 Performance Share Units

In 2016, the compensation committee granted 2,070 and 12,416 performance share units at target to each of Ms. McCreary and Mr. Vielehr, respectively, as part of their annual equity awards and 236,012 performance share units at target to Mr. Yabuki in connection with the renewal of his employment agreement. The vesting of the performance share units was subject to multiple criteria including the achievement of a threshold cumulative adjusted income from continuing operations goal of $2.5 billion, and a three-year cumulative annual internal revenue growth rate. In the case of Mr. Yabuki, in addition to the internal revenue growth rate (weighted 80%), there was a talent development goal (weighted 20%) to be determined by the committee in its discretion.

In February 2019, the compensation committee certified achievement of the threshold cumulative adjusted income from continuing operations goal, but the company s 3.9% cumulative annual internal revenue growth rate for the three-year period was below the threshold level of 4.0%. Accordingly, none of the performance share units granted to Ms. McCreary and Mr. Vielehr vested, and the 188,809 performance share units granted to Mr. Yabuki at target for financial performance also did not vest. With respect to the portion of Mr. Yabuki s award subject to a talent development goal, the committee determined that Mr. Yabuki exceeded the target for attracting, developing and motivating engaged management-level employees and creating a succession plan for his position, and the committee certified a performance multiplier of 200% for that portion of his award resulting in the vesting of 94,405 performance share units.

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Other Elements of Compensation

Employee Stock Purchase Plan

We maintain a tax-qualified employee stock purchase plan that is generally available to all employees, including executive officers, which allows employees to acquire our common stock at a discounted price on an after-tax basis. This plan allows employees to buy our common stock at a 15% discount to the market price with up to 10% of their salary and incentives (up to a maximum of $25,000 in any calendar year), with the objective of allowing employees to benefit when the value of our stock increases over time.

Post-Employment Benefits

We provide severance and change-in-control protections to our named executive officers through agreements which are discussed below under the heading Employment and Other Agreements with Executive Officers.

Perquisites

We generally do not provide significant personal-benefit perquisites to our named executive officers. More information regarding perquisites can be found in footnote 4 to the Summary Compensation Table below.

Retirement Savings Plan and Health and Welfare Benefits

We provide subsidized health and welfare benefits which include medical, dental, life insurance, disability insurance and paid time off on the same terms generally available to all salaried employees. Executive officers are entitled to participate in our health, welfare and 401(k) savings plans on generally the same terms and conditions as other employees, subject to limitations under applicable law. We do not provide a separate pension program or a supplemental executive retirement plan. Our employees, including executive officers, are immediately eligible for matching contributions under our 401(k) savings plan. Our matching contributions are capped at 3% of annual cash compensation and vest after two years.

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Non-Qualified Deferred Compensation Plan

Our named executive officers, along with other highly compensated employees, are eligible to participate in a non-qualified deferred compensation plan pursuant to which they can defer up to 75% of base salary, commissions and/or any cash payment earned pursuant to one of our written incentive plans. We do not make any contributions to this plan.

Participants wishing to participate in the plan must make a deferral election each year and choose the time and form of distribution. The participant may elect to have distributions begin on a specified date or following retirement. Distributions will also occur in connection with any other separation from service, or upon death or a change in control. Accounts are credited with earnings based on each participant s selection among investment choices that are similar to those available under our 401(k) plan. Investment allocations may be changed at any time by the participant.

Additional Compensation Policies

Securities Trading Policy

We prohibit our executive officers from trading in our common stock during certain periods at the end of each quarter until after we disclose our financial and operating results unless such trading occurs under an approved Rule 10b5-1 plan. We may impose additional restricted trading periods at any time if we believe trading by executive officers would not be appropriate because of developments that are, or could be, material. In addition, we require pre-clearance by our chief legal officer and our chief executive officer of all stock transactions by designated senior members of management and our board of directors, including the establishment of a Rule 10b5-1 trading plan.

We also prohibit our employees, officers and directors from hedging or engaging in short sales of our stock. Furthermore, directors and executive officers are prohibited from pledging our stock and from entering into transactions in derivative instruments in connection with our stock.

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Stock Ownership

We believe that stock ownership by our executive officers is essential for aligning management s long-term interests with those of our shareholders. To emphasize this principle, we maintain a stock ownership policy that requires our chief executive officer to own equity having a value of at least six times his base salary and our other executive officers to own equity having a value of at least four times their respective base salaries. We believe that these levels are sufficiently high to demonstrate a commitment to value creation, while satisfying our executive officers needs for portfolio diversification. All executive officers are expected to satisfy the stock ownership requirements within five years after they become subject to them with minimum attainment levels beginning at the end of the second year. All named executive officers are in compliance with these requirements.

Compensation Recoupment Policy

In the event that we restate our financial results, we may recover all or a portion of the incentive awards that we paid or granted, or that vested, on the basis of such results. Recovery may be sought, in the discretion of the board, from any person who was serving as an executive officer of the company at the time the original results were published. Both cash and equity incentive awards are subject to recoupment; there is no time limit on our ability to recover such amounts, other than limits imposed by law; and recoupment is available to us regardless of whether the individuals subject to recoupment are still employed by us when repayment is required. To the extent recoupment is sought, the board of directors may, in its discretion, seek to recover interest on amounts recovered and/or costs of collection, and we have the right to offset the repayment amount from any compensation owed by us to any executive officer. The independent members of our board of directors, or a committee thereof comprised solely of independent directors, are responsible for determining whether recoupment is appropriate and the specific amount, if any, to be recouped by us.

Equity Award Grant Practices

The compensation committee approves annual equity awards to members of the company s

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executive committee, including all named executive officers, during its regularly-scheduled February meeting, after we issue our financial results for the prior year. The compensation committee also delegates authority to the chief executive officer and chief financial officer to approve annual equity awards to employees who are not executive officers from an equity award pool approved by the committee for this purpose. In addition, in order to accommodate the need for periodic awards, such as in connection with newly hired employees, promotions or retention awards, the compensation committee delegates authority to our chief executive officer and chief financial officer to enable either of them to grant equity awards within certain parameters; provided that all grants to directors and executive officers are specifically made by the compensation committee. Our equity grant policy prescribes the timing of awards or specific grant dates. Under the Incentive Plan, the exercise price of all options to purchase shares of our common stock may not be less than the closing price of our common stock on the NASDAQ stock market on the grant date.

Deductibility of Compensation

Section 162(m) of the Internal Revenue Code places a limit of $1,000,000 on the amount of compensation that we may deduct from our taxable income for federal income tax purposes in any one year with respect to our covered employees, including our named executive officers. Pursuant to the Tax Cuts and Jobs Act of 2017 (the Act), performance-based compensation is no longer exempt from the deduction limit, except that, under the Act, certain performance-based compensation paid pursuant to written binding contracts in effect on November 2, 2017 and not modified thereafter may still qualify for an exception from the deduction limit and we continue to consider how and whether compensation we pay in the future could qualify for this transitional relief under the Act. Notwithstanding our intentions, because of uncertainties as to the application and interpretation of Section 162(m), as amended by the Act, and any regulations to be issued thereunder, no assurance can be given that such compensation intended to satisfy the transitional relief for deductibility under Section 162(m) will so qualify. The compensation committee may also establish compensation arrangements that otherwise may not be fully tax

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deductible under applicable tax laws if it believes such compensation arrangements will further the objectives of our executive compensation program.

Employment and Other Agreements with Executive Officers

Yabuki Employment Agreement

In 2016, we amended the employment agreement with Mr. Yabuki to provide that Mr. Yabuki will continue to serve as our president and chief executive officer for at least another three-year term and, subject to election by our shareholders, as a director. In March 2019, the agreement automatically renewed for a one-year term, and will continue to do so, unless either party gives the other 90 days prior written notice of his or its desire to terminate the agreement.

Under his employment agreement, as amended, Mr. Yabuki is entitled: (i) to receive an annual salary of at least $840,000; (ii) to participate in our executive incentive compensation plan with a target and maximum cash incentive award of not less than 175% and 350% of his base salary, respectively; (iii) to receive grants of options, restricted stock and/or other awards under our long-term incentive compensation program commensurate with his position, with each year s award having a grant date fair value of at least $8 million; and (iv) to participate in our employee benefit plans, welfare benefit plans, retirement plans and other standard benefits as are generally made available to our executive officers. In the event of a conflict between his employment agreement and the terms of an equity award agreement, his employment agreement will control unless the equity award agreement provides a more favorable benefit. The terms of Mr. Yabuki s employment agreement and key executive employment and severance agreement, or KEESA, resulted from an arm s-length negotiation, and, as a result, we believe the terms reflect the market terms for the leader of a company of our size in our industry.

Other Employment Agreements

We entered into an agreement with each of Messrs. Hau, McGranahan and Vielehr and Ms. McCreary in connection with the start of their

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employment with us. Under Mr. Hau s agreement, he is entitled to: (i) receive an annual salary of at least $625,000; (ii) participate in our annual cash incentive plan with a target and maximum award of 110% and 220% of base salary, respectively; (iii) participate in our annual equity incentive plan with an annual target of $2,000,000; (iv) a sign-on equity grant of $2,500,000 of restricted stock units and $3,000,000 of stock options, each of which will vest one-half on each of the third and fourth anniversaries of grant; (v) a one-time cash award of $500,000 which was paid in full in 2016; and (vi) reimbursement of relocation expenses.

Under his agreement, Mr. McGranahan is entitled to: (i) receive an annual salary of at least $510,000; (ii) participate in our annual cash incentive plan with a target and maximum award of 115% and 230% of base salary, respectively; (iii) participate in our annual equity incentive plan with an annual target of $1,000,000; (iv) a sign-on equity grant of $1,000,000 of restricted stock units and $2,200,000 of stock options, each of which will vest one-half on each of the third and fourth anniversaries of grant; (v) a one-time cash award of $500,000 which was paid in full in 2017; (vi) an additional equity award of $3,000,000 in February 2020, subject to his continued full-time employment in good standing, which will vest in equal installments on the third and fourth anniversaries of grant; and (vii) reimbursement of relocation expenses.

We agreed to employ each of Ms. McCreary and Mr. Vielehr under their respective employment agreements until one party provides the other with a notice of termination. Under their employment agreements, each of Ms. McCreary and Mr. Vielehr is entitled to: (i) receive an annual salary of at least $350,000 and $470,000, respectively; (ii) participate in our executive cash incentive compensation plan; and (iii) participate in our executive long-term equity incentive compensation program with an annual target of at least $300,000 and 200% of base salary, respectively.

In addition, Messrs. Hau, McGranahan and Vielehr and Ms. McCreary are entitled to participate in our employee benefit plans, welfare benefit plans, retirement plans and other standard benefits as are generally made available to our executive officers. The terms of each of their agreements and KEESAs resulted from arm s-length negotiations, and, as a

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result, we believe the terms reflect the market terms for a leader of a company of our size in our industry.

Key Executive Employment and Severance Agreements

We have entered into KEESAs, with our executive officers that provide for potential benefits in connection with a change in control. The closing of the proposed acquisition of First Data will not constitute a change in control under the KEESAs. A complete discussion of the terms of the KEESAs, together with an estimate of the amounts potentially payable under each KEESA, appears below under the heading Potential Payments Upon Termination or Change in Control.

Compensation Committee Report

The compensation committee has reviewed and discussed the *Compensation Discussion and Analysis* contained in this proxy statement with management. Based on our review and the discussions with management, the compensation committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference in our Annual Report on Form 10-K for the year ended December 31, 2018.

Doyle R. Simons, Chairman

Harry F. DiSimone

Dennis F. Lynch

Kim M. Robak

Compensation Committee Interlocks and Insider Participation

During the last fiscal year, there were no compensation committee interlocks between us and other entities involving our executive officers and directors who serve as executive officers or directors of such other entities. During the last completed fiscal year, no member of the compensation committee was a current or former officer or employee.

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Executive Compensation

Summary Compensation Table

The following table sets forth in summary form the compensation of our chief executive officer, our chief financial officer and our next three highest paid executive officers (collectively, our named executive officers) for the year ended December 31, 2018.

ame and rincipal Position	Year	Salary	Bonus	Stock Awards(1)(2)	Option Awards(1)	Non-Equity Incentive Plan Compensation(3)	All Other Compensation(4)	Total
effery W. Yabuki	2018	$ 840,000		$6,112,010	$4,000,013	$1,451,596	$ 7,150	$ 12,410,76
resident and Chief	2017	840,000		4,525,256	3,474,815	1,569,431	7,860	10,417,36
xecutive Officer	2016	840,000		14,680,135	4,320,031	1,389,679	11,937	21,241,78
obert W. Hau(5)	2018	625,000		1,678,043	1,150,016	684,462	131,520	4,269,04
hief Financial Officer	2017	625,000		1,500,148	800,023	749,788	83,139	3,758,09
d Treasurer	2016	499,599	$ 500,000	2,500,008	3,000,004	649,935	151,244	7,300,79
ynn S. McCreary								
	2018	450,000		511,343	300,026	434,219	8,250	1,703,83
hief Legal Officer								
d Secretary								

evin B. McGranahan[(5)]	2018	510,000		1,615,684	1,500,038	523,538	74,196	4,223,45
enior Group President	2017	510,000	500,000	500,011	400,012	524,285	84,992	2,519,30
	2016	86,961		1,000,064	2,200,009	179,339	11,508	3,477,88
yron C. Vielehr[(6)]								
	2018	510,000		2,703,383	1,500,038	567,561	8,250	5,289,23
hief Administrative	2017	500,000		1,000,022	500,005	472,954	8,916	2,481,89
fficer	2016	470,000		1,200,006	600,001	396,482	11,664	2,678,15

(1) Reflects the grant date fair value of the awards granted in the respective years under the Amended and Restated Fiserv, Inc. 2007 Omnibus Incentive Plan (the Incentive Plan). Information about the assumptions that we used to determine the fair value of equity awards is set forth in our Annual Report on Form 10-K in Note 8 to our Consolidated Financial Statements for the year ended December 31, 2018.

(2) The amounts shown in this column include the grant date fair value of performance share units granted to Messrs. Yabuki ($2,111,633), Hau ($527,908), McGranahan ($1,615,684) and Vielehr ($2,703,383) and Ms. McCreary ($211,193) in 2018 at the target award level. The value realized by each of them at the end of the three-year performance period will depend on the company s achievement of internal revenue growth and total shareholder return goals, subject to attaining a threshold level of adjusted income from continuing operations, over the three-year period and will range from 0% to 200% of the target award. If the highest level of performance conditions is met, the grant date fair value of these awards would be as follows: Mr. Yabuki - $4,223,266; Mr. Hau - $1,055,816; Ms. McCreary - $422,386; Mr. McGranahan - $3,231,368; and Mr. Vielehr - $5,406,766.

(3) These cash incentive payments were made pursuant to the Incentive Plan. These awards were earned in the year listed and paid in the following year.

(4) The amounts shown in this column include company matching contributions under our 401(k) savings plan. For 2018, the amount shown for each of Messrs. Hau and McGranahan also includes reimbursement for relocation-related expenses pursuant to the terms of his respective agreement. The amounts of Mr. Hau s and Mr. McGranahan s reimbursed relocation-related expenses in 2018 were $123,270 and $65,946, respectively. In addition, from

time to time, named executive officers may make personal use of company seats for sporting or other events at no incremental cost to the company and, if applicable, food and beverage expenses are valued at cost.

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(5) Messrs. Hau and McGranahan joined Fiserv on March 14, 2016 and October 31, 2016, respectively. For 2016, Mr. Hau s and Mr. McGranahan s base salaries were paid at an annualized rate of $625,000 and $510,000, respectively. The amount shown for each of them reflects the actual amount of base salary paid to him during 2016. In addition, Mr. McGranahan s non-equity incentive plan award for 2016 was pro-rated based on his period of service during the year.

(6) Mr. Vielehr s annualized base salary increased from $470,000 to $510,000 in April 2017. The amount shown for him reflects the actual amount of base salary paid to him during 2017.

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The material terms of the company s agreements with Messrs. Yabuki, Hau, McGranahan and Vielehr and Ms. McCreary are set forth above under the heading Compensation Discussion and Analysis Employment and Other Agreements with Executive Officers.

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Grants of Plan-Based Awards in 2018

	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1) Threshold ($)	Target ($)	Maximum ($)	Estimated Future Payouts Under Equity Incentive Plan Awards(1)(2) Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)(1)(3)	All Other Option Awards: Number of Securities Underlying Options (#)(1)(4)	Exercise or Base Price of Option Awards ($/Sh)(1)	Gr Da Va Sto an Op Av ($
i		739,200	1,470,000	2,940,000							
	02/21/2018							57,230			4
	02/21/2018								178,572	69.90	4
	02/21/2018				7,154	28,616	57,232				2
		343,750	687,500	1,375,000							
	02/21/2018							16,454			1
	02/21/2018								51,340	69.90	1
	02/21/2018				1,789	7,154	14,308				

eary		216,000	427,500	855,000							
	02/21/2018							4,294			
	02/21/2018								13,394	69.90	
	02/21/2018				716	2,862	5,724				
ahan		295,800	587,000	1,174,000							
	02/21/2018								66,966	69.90	1
	02/21/2018				1,789	7,154	14,308				
	03/29/2018				3,506	14,024	28,048				1
ar		295,800	587,000	1,174,000							
	02/21/2018								66,966	69.90	1
	02/21/2018				1,789	7,154	14,308				
	03/29/2018				7,012	28,047	56,094				2

(1) We made all of the awards reported above pursuant to the Incentive Plan. In March 2018, we completed a two-for-one split of our common stock. Accordingly, all share-based amounts are presented on a split-adjusted basis.

(4) One-third of the stock options reported above vest on each anniversary of the grant date. The options have an exercise price equal to the closing price of our common stock on the grant date and expire on the 10 year anniversary of the grant date.

(2) The performance share units reported above have a three-year performance period. The number of shares issued at vesting will be determined as described above under Compensation Discussion and Analysis 2018 Named Executive Officer Compensation Equity Incentive Awards 2018 Performance Share Units, and will range from 0% to 200% of the target award.

(3) One-third of the restricted stock units reported above vest on each of the second, third and fourth anniversaries of the grant date.

(5) The amounts in the table represent the grant date fair value of the restricted stock unit and stock option awards and, in the case of performance share units, the grant date fair value at the target award level. Information about the assumptions that we used to determine the grant date fair value of the awards is set forth in our Annual Report on Form 10-K in Note 8 to our Consolidated Financial Statements for the year ended December 31, 2018.

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Outstanding Equity Awards at December 31, 2018

Name	Option Awards[1]				Stock Awards[1]			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested ($)[2]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)[3]	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)[2]
J. Yabuki					184,584[4]	13,565,078	57,232[5]	4,205,980
		178,572[6]	69.90	02/21/2028				