

Fidelity National Information Services, Inc.

Form S-4/A

September 19, 2006

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As filed with the Securities and Exchange Commission on September 18, 2006.

Registration No. 333-135845

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

**AMENDMENT NO. 1
TO
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FIDELITY NATIONAL INFORMATION SERVICES, INC.
(Exact name of Registrant as specified in its Charter)

Georgia

*(State or other jurisdiction of
incorporation or organization)*

7389

*(Primary Standard Industrial
Classification Code Number)*

58-2606325

*(I.R.S. Employer
Identification Number)*

**601 Riverside Avenue
Jacksonville, Florida 32204
(904) 854-8100**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Jeffrey S. Carbiener
Executive Vice President and Chief Financial Officer
601 Riverside Avenue
Jacksonville, Florida 32204
(904) 854-8100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

**Robert S. Rachofsky, Esq.
Gary D. Boss, Esq.**

LeBoeuf, Lamb, Greene & MacRae LLP
125 West 55th Street
New York, NY 10019
(212) 424-8000

Approximate date of commencement of proposed sale to public: As soon as practicable following the effective date of this Registration Statement and the date on which all other conditions to the merger described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.01 per share	96,624,336	Not Applicable	\$3,295,914,450	\$352,663

- (1) Represents the maximum number of shares that may be issued by the registrant to holders of Fidelity National Financial, Inc. common stock, par value \$0.0001 per share, in connection with the merger described in this proxy statement/prospectus.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f).
- (3) Of this registration fee, \$351,058 has been previously paid and \$1,605 is being paid herewith.
- (4) The registration fee is calculated pursuant to Rule 457(f) by multiplying the proposed maximum aggregate offering price for all securities to be registered by 0.000107.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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TO THE SHAREHOLDERS OF FIDELITY NATIONAL INFORMATION SERVICES, INC. AND THE STOCKHOLDERS OF FIDELITY NATIONAL FINANCIAL, INC.

The boards of directors of Fidelity National Information Services, Inc., which we refer to as FIS, and Fidelity National Financial, Inc., which we refer to as FNF, have each unanimously approved a business combination of the two companies. FIS and FNF have entered into an agreement and plan of merger, dated as of June 25, 2006, as amended and restated as of September 18, 2006, whereby FNF would merge into FIS. We refer to the agreement and plan of merger, dated as of June 25, 2006 (prior to its amendment and restatement) as the original merger agreement and the agreement and plan of merger as amended and restated as of September 18, 2006 as the merger agreement. The merger agreement contemplates that the merger will be consummated approximately two weeks after the completion of the transactions contemplated under a securities exchange and distribution agreement, which we refer to as the distribution agreement, dated as of June 25, 2006, as amended and restated as of September 18, 2006, between FNF and Fidelity National Title Group, Inc., which we refer to as FNT. We refer to the securities exchange and distribution agreement dated as of June 25, 2006 (prior to its amendment and restatement) as the original distribution agreement. The distribution agreement, which was entered into at the same time as the merger agreement, provides for the contribution of substantially all of FNF's assets and liabilities other than its ownership interest in FIS to FNT in exchange for shares of FNT's Class A common stock and the conversion of shares of FNT's Class B common stock held by FNF into FNT's Class A common stock, followed immediately by the distribution by FNF to its stockholders of all FNT shares then held by FNF. We refer to this distribution of the FNT shares as the spin-off. Shortly after the spin-off, FNF Capital Leasing, Inc., which we refer to as FNF Leasing, will merge with and into a newly formed wholly owned subsidiary of FIS, which we refer to as the Leasing merger. Immediately prior to the merger, FNF's only asset would be its equity ownership in FIS.

If the merger is completed, FNF stockholders will have the right to receive a number of shares of FIS common stock, par value \$0.01 per share, in exchange for each share of FNF common stock, par value \$0.0001 per share, that they hold equal to 96,521,877 (subject to increase under certain circumstances as described herein) divided by the number of FNF shares outstanding immediately prior to the effective time of the merger. On the date of this proxy statement/prospectus, FNF and its subsidiaries own approximately 51.3% of the issued and outstanding shares of FIS common stock. Based upon the outstanding shares of FNF common stock on August 31, 2006, FIS would be obligated to issue 0.547 shares of FIS common stock in the merger for each outstanding FNF share (assuming the number of outstanding shares of FNF common stock was the same immediately prior to the effective time of the merger), representing in the aggregate approximately 50.6% of the issued and outstanding FIS common stock after the merger.

This proxy statement/prospectus is being furnished to the stockholders of FNF in connection with the solicitation of proxies by the board of directors of FNF for use at the FNF Annual Meeting of stockholders to be held on October 23, 2006, and any adjournment or postponement thereof. At the FNF Annual Meeting, stockholders will be asked to consider and vote upon a proposal seeking adoption of the merger agreement as well as other proposals related to the business of FNF. All of these proposals are discussed in greater detail in this proxy statement/prospectus.

This proxy statement/prospectus also constitutes an information statement of FIS being furnished to FIS shareholders in connection with the FIS Annual Meeting of shareholders to be held on October 23, 2006, and any adjournment or postponement thereof. ***Because of FNF's controlling interest in FIS, the board of directors of FIS is not soliciting proxies from FIS shareholders with respect to the FIS Annual Meeting.*** At the FIS Annual Meeting, FIS shareholders will be voting on (i) the issuance of shares of FIS common stock in the merger, (ii) the amendment and restatement of the Amended and Restated Certegy Inc. Stock Incentive Plan to increase the total number of shares available and (iii) the other annual meeting items identified below. All of these proposals are discussed in greater detail in this proxy statement/prospectus. ***Subject to the approval of the merger by its stockholders at its annual meeting, FNF intends to vote the FIS shares that it owns and that represent FNF's controlling interest in FIS at***

the FIS Annual Meeting in favor of all proposals, and accordingly the approval of these proposals is virtually assured.

Upon the completion of the merger, FNF will cease to exist as a separate entity. FIS's current shareholders will continue to own their existing shares, which will not be affected by the merger, except as otherwise described in this proxy statement/prospectus.

Shares of FIS common stock are listed on the New York Stock Exchange, which we refer to as the NYSE, under the trading symbol FIS. Upon completion of the merger, FNF common stock, which is listed on the NYSE under the trading symbol FNF, will be delisted. Once the FNF common stock is delisted, FNF will apply to have its shares listed and traded on the NYSE under the trading symbol FNF.

We cannot complete the merger unless the holders of FNF common stock approve the merger and the holders of FIS common stock approve the issuance of FIS common stock in connection with the merger. If you are an FNF stockholder, whether or not you plan to attend the FNF Annual Meeting, we request that you please take the time to vote by following the instructions on your proxy card(s).

We urge you to carefully read this proxy statement/prospectus, and the documents incorporated by reference into this proxy statement/prospectus. In particular, see Risk Factors beginning on page 29.

We are excited about the benefits the proposed merger brings to both FIS shareholders and FNF stockholders, and we thank you for your consideration and continued support.

Lee A. Kennedy
President and Chief Executive Officer
Fidelity National Information Services, Inc.

William P. Foley, II
Chairman of the Board and Chief Executive Officer
Fidelity National Financial, Inc.

This proxy statement/prospectus also constitutes a prospectus of FIS, filed with the United States Securities and Exchange Commission, which we refer to as the SEC, as part of a registration statement on Form S-4 under the Securities Act of 1933, as amended, hereinafter referred to as the Securities Act, with respect to the shares of FIS common stock to be issued in the merger pursuant to the merger agreement.

Neither the SEC nor any state securities commission has approved or disapproved of the merger or the securities to be issued in the merger, or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated September 18, 2006, and is first being mailed to FIS shareholders and FNF stockholders on or about September 22, 2006.

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about FIS and FNF from documents that are not included in or delivered with this proxy statement/prospectus. This information is available for you to review at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, DC 20549, and through the SEC's website, www.sec.gov. You can also obtain those documents incorporated by reference into this proxy statement/prospectus, without charge, by requesting them in writing or telephone or email from the appropriate company at the following addresses and telephone numbers or obtaining them from each company's website listed below:

Fidelity National Information Services, Inc.

601 Riverside Avenue
Jacksonville, Florida 32204
Attention: Corporate Secretary
(904) 854-8100
www.fidelityinfoservices.com

Fidelity National Financial, Inc.

601 Riverside Avenue
Jacksonville, Florida 32204
Attention: Corporate Secretary
(904) 854-8100
www.fnf.com

Information contained on the FIS and FNF websites other than the foregoing documents is expressly not incorporated by reference into this proxy statement/prospectus.

You can also obtain documents incorporated by reference into this proxy statement/prospectus by requesting them in writing or by telephone from Morrow & Co., FNF's proxy solicitor, at the following address and telephone number:

Morrow & Co.
470 West Avenue
Stamford, CT 06902
(800) 662-5200

If you would like to request documents, you must do so by October 16, 2006, so that you may receive them before the annual meetings.

See **Where You Can Find More Information** beginning on page 1.

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Fidelity National Information Services, Inc.

601 Riverside Avenue
Jacksonville, Florida 32204

September 18, 2006

**NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS**

To Be Held on October 23, 2006

To the Shareholders of Fidelity National Information Services, Inc.:

The 2006 Annual Meeting of shareholders of Fidelity National Information Services, Inc., which we refer to as FIS, will be held on October 23, 2006, at 10:00 a.m., local time, in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida 32204. At the meeting, shareholders will vote upon the following proposals:

1. To consider and vote upon a proposal to approve the issuance of shares of FIS common stock to the stockholders of Fidelity National Financial, Inc., which we refer to as FNF, in connection with the agreement and plan of merger, dated as of June 25, 2006, as amended and restated as of September 18, 2006, between FIS and FNF, which agreement provides for the merger of FNF with and into FIS with FIS being the surviving corporation;
2. To consider and vote upon a proposal to approve the Amended and Restated Certegy Inc. Stock Incentive Plan, which will, among other things, increase the total number of shares of common stock available for issuance under the plan by an additional 4,000,000 shares and increase the limits on the number of individual awards that may be granted under the plan;
3. To consider and vote upon a proposal to approve the FIS Employee Stock Purchase Plan;
4. To consider and vote upon a proposal to approve the FIS Annual Incentive Plan;
5. To consider and vote upon a proposal to elect four Class I directors to serve until the 2009 FIS Annual Meeting of shareholders;
6. To consider and vote upon a proposal to ratify the appointment of KPMG LLP as FIS's independent registered public accounting firm for its fiscal year ending December 31, 2006; and
7. To transact such other business as may properly be brought before the FIS Annual Meeting.

The board of directors of FIS is not aware of any other business to be presented for a vote at the FIS Annual Meeting.

In connection with the merger referenced in Proposal 1, FIS will issue an aggregate of 96,521,877 (subject to increase under certain circumstances as described in the proxy statement/prospectus accompanying this notice) shares of its common stock in exchange for the shares of FNF common stock outstanding at the effective time of the merger. The terms and provisions of the merger are more fully described in the accompanying proxy statement/prospectus. A copy of the merger agreement is attached to the proxy statement/prospectus as Annex A. Under Georgia law, dissenters rights will not be available to FIS shareholders in connection with the merger.

The affirmative vote of the holders of a majority of the votes cast at the FIS Annual Meeting is required to approve the issuance of shares required under the merger agreement. On the date of the proxy statement/prospectus FNF and its subsidiaries owned 97,646,500 shares of FIS common stock, representing approximately 51.3% of the issued and outstanding shares of FIS. FNF intends to vote all of its FIS shares (and cause its subsidiaries to vote all of their FIS shares) at the FIS Annual Meeting with respect to all of the proposals listed above. ***If FNF receives the requisite number of votes of its stockholders at the FNF Annual Meeting in favor of adoption of the merger agreement and approval of the merger, it intends to vote its FIS shares FOR Proposal 1 relating to the issuance of***

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shares of FIS common stock required under the merger agreement at the FIS Annual Meeting. In that case, FNF's vote of its FIS shares alone will suffice for approval by FIS shareholders of the issuance of shares of FIS common stock under the merger agreement. If FNF does not receive the requisite vote of its stockholders for adoption of the merger agreement and approval of the merger it will not vote its FIS shares **FOR** Proposal 1, relating to the issuance of FIS common stock under the merger agreement, at the FIS Annual Meeting.

Irrespective of the vote on the issuance of shares of FIS common stock pursuant to the merger agreement, FNF intends to vote all of its FIS shares **FOR** Proposals 2 through 6.

All FIS shareholders are cordially invited to attend the FIS Annual Meeting, although only those shareholders of record at the close of business on September 11, 2006 will be entitled to receive notice of, and to vote at, the FIS Annual Meeting or any adjournment thereof. Approval of Proposal 1 relating to the issuance of shares of FIS common stock pursuant to the merger agreement requires an affirmative vote of a majority of the votes cast at the FIS Annual Meeting, approval of Proposal 2 relating to the amendment of the Certegy Inc. Stock Incentive Plan requires an affirmative vote of a majority of the votes cast at the FIS Annual Meeting, approval of Proposal 3 relating to approval of the FIS Employee Stock Purchase Plan requires an affirmative vote of a majority of the votes cast at the FIS Annual Meeting, approval of Proposal 4 relating to the approval of the FIS Annual Incentive Plan requires an affirmative vote of a majority of the votes cast at the FIS Annual Meeting, approval of Proposal 5 relating to the election of directors requires an affirmative vote of a plurality of the votes cast at the FIS Annual Meeting and approval of Proposal 6 relating to the ratification of the appointment of KPMG LLP as FIS's independent auditors, as well as any other proposal that may be properly presented at the FIS Annual Meeting, requires an affirmative vote of a majority of the votes cast at the FIS Annual Meeting. Your attention is directed to the proxy statement/prospectus accompanying this notice for a more complete statement regarding the matters proposed to be acted upon at the meeting.

FIS's board of directors has unanimously approved the merger agreement, approved the transactions contemplated by the merger agreement and determined that the merger is in the best interests of FIS and its shareholders. FIS's board of directors recommends that you vote FOR proposal 1 relating to the issuance of FIS common stock pursuant to the merger agreement and the other proposals described above.

ON ACCOUNT OF FNF'S CONTROLLING INTEREST IN FIS, THE BOARD OF DIRECTORS OF FIS IS NOT SOLICITING PROXIES FROM SHAREHOLDERS OF FIS IN CONNECTION WITH THE PROPOSALS TO BE VOTED UPON AT THE FIS ANNUAL MEETING. FIS SHAREHOLDERS ARE NEVERTHELESS INVITED TO ATTEND AND VOTE AT THE FIS ANNUAL MEETING.

By Order of the Board of Directors

Todd C. Johnson
Secretary

September 18, 2006

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Fidelity National Financial, Inc.

601 Riverside Avenue
Jacksonville, Florida 32204

September 18, 2006

**NOTICE OF
ANNUAL MEETING OF STOCKHOLDERS**

To Be Held on October 23, 2006

To the Stockholders of Fidelity National Financial, Inc.:

The 2006 Annual Meeting of stockholders of Fidelity National Financial, Inc., which we refer to as FNF, will be held on October 23, 2006, at 9:00 a.m., local time, in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida 32204. At the meeting, stockholders will vote upon the following proposals:

1. To adopt the agreement and plan of merger, dated June 25, 2006, as amended and restated as of September 18, 2006, and approve the merger of FNF with and into Fidelity National Information Services, Inc., which we refer to as FIS, with FIS being the surviving corporation.
2. To elect two directors to serve until the earlier of the 2009 annual meeting of stockholders or the consummation of the proposed merger.
3. To ratify the appointment of KPMG LLP as FNF's independent registered public accounting firm for its fiscal year ending December 31, 2006.
4. To conduct any other matters as may properly come before the meeting and any adjournment or postponement of the meeting.

In connection with the merger referenced in Proposal 1, FNF stockholders will have the right to receive a number of shares of FIS common stock in exchange for each share of FNF common stock that they hold, equal to 96,521,877 (subject to increase under certain circumstances as described in the proxy statement/prospectus accompanying this notice) divided by the number of shares of FNF common stock outstanding immediately prior to the effective time of the merger. The terms and provisions of the merger are more fully described in the accompanying proxy statement/prospectus. A copy of the merger agreement is attached to the accompanying proxy statement/prospectus as Annex A. Under Delaware law, dissenters' rights will not be available to FNF stockholders in connection with the merger.

Your vote is very important. To ensure that your shares of FNF common stock are represented at the FNF Annual Meeting, please complete, date, sign and return the enclosed proxy card(s) and mail it promptly in the envelope provided, or vote your shares by telephone or over the Internet as described in the accompanying proxy statement/prospectus. Completing a proxy now will not prevent you from being able to vote at the FNF Annual Meeting by attending in person and casting a vote but will help to secure a quorum and avoid additional solicitation costs. However, if you do not return or submit the proxy or vote in person at the FNF Annual Meeting, the effect will be the same as a vote against the proposal to adopt the merger agreement and approve the merger. You may revoke your proxy at any time before it is voted. Any executed but unmarked proxy card(s) will be voted **FOR** adoption of the merger agreement and approval of the merger and **FOR** the other proposals properly brought before the FNF Annual Meeting.

All FNF stockholders are cordially invited to attend this FNF Annual Meeting, although only those stockholders of record at the close of business on September 11, 2006 will be entitled to receive notice of, and to vote at, the FNF Annual Meeting or any adjournment thereof. Approval of Proposal 1 relating to the adoption of the merger agreement and approval of the merger requires an affirmative vote of a majority of the outstanding shares of common stock of FNF, approval of Proposal 2 relating to the election of directors requires an affirmative vote of a plurality of the votes cast at the FNF Annual Meeting and approval of Proposal 3 relating to ratification of the

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appointment of KPMG LLP as FNF's independent auditors as well as any other proposal that may be properly presented at the FNF Annual Meeting requires an affirmative vote of a majority of the votes cast at the FNF Annual Meeting. Your attention is directed to the proxy statement/prospectus accompanying this notice for a more complete statement regarding the matters proposed to be acted upon at the meeting.

If the proposal relating to the adoption of the merger agreement and approval of the merger receives the requisite number of affirmative votes, it is expected that the merger would be consummated shortly thereafter. In that event, and if the proposal relating to the election of directors receives the requisite number of affirmative votes, the newly elected directors would serve only until such time as the merger is consummated, as FNF will no longer exist as a separate entity.

FNF's board of directors has unanimously adopted the merger agreement and approved the merger and determined that the transactions contemplated by the merger agreement are advisable and in the best interests of FNF and its stockholders. FNF's board of directors recommends that you vote FOR the adoption of the merger agreement and approval of the merger.

Your vote is very important. Whether or not you plan to be present at the FNF Annual Meeting, please complete, sign, date and return the enclosed proxy card(s) or vote by telephone or Internet as provided on the proxy card(s).

By Order of the Board of Directors,

Todd C. Johnson
Secretary

September 18, 2006

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