

Fidelity National Information Services, Inc.
Form SC 13D
October 09, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934*

FIDELITY NATIONAL INFORMATION SERVICES, INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

31620M106

(CUSIP Number)

Scott A. Arenare, Esq.

Managing Director and General Counsel

Warburg Pincus LLC

450 Lexington Avenue

New York, New York 10017

(212) 878-0600

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

Copies to:

Steven J. Gartner, Esq.

Edgar Filing: Fidelity National Information Services, Inc. - Form SC 13D

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, New York 10019-6099

(212) 728-8000

October 1, 2009

(Date of Event Which Requires Filing of this Statement)

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

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

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	Names of Reporting Persons WPM, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power -0-
8	Shared Voting Power 40,208,769
9	Sole Dispositive Power -0-
10	Shared Dispositive Power 40,208,769
11	Aggregate Amount Beneficially Owned by Each Reporting Person 40,208,769
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 10.8%*
14	Type of Reporting Person (See Instructions) PN

* Calculated assuming 372,659,755 shares of common stock outstanding as of October 1, 2009, which was calculated based on the sum of (a) 208,573,461 shares of Fidelity National Information Services, Inc. ("FIS") common stock outstanding on October 1, 2009 excluding treasury shares and any shares issued in the merger of Metavante Technologies, Inc. ("Metavante") with and into Cars Holdings, LLC, a wholly owned subsidiary of FIS (the "Merger"), and (b) assuming 164,086,294 shares of FIS common stock are issued in connection with the Merger in exchange for 121,545,403 shares of Metavante common stock outstanding on October 1, 2009. The foregoing computations were calculated based on information furnished by representatives of FIS to the Reporting Persons on October 8, 2009. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under a Stock Purchase Right Agreement (the "SPR Agreement") among WPM, L.P., FIS and Metavante, as further described herein. The shares that WPM, L.P. may purchase from time to time under the SPR Agreement are not included in the figures in the table above.

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1	Names of Reporting Persons WPM GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) N/A
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power -0-
8	Shared Voting Power 40,208,769
9	Sole Dispositive Power -0-
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13	Percent of Class Represented by Amount in Row (11) 10.8%*
14	Type of Reporting Person (See Instructions) CO

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1	Names of Reporting Persons Warburg Pincus Private Equity IX, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) N/A
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power -0-
8	Shared Voting Power 40,208,769
9	Sole Dispositive Power -0-
10	Shared Dispositive Power 40,208,769
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13	Percent of Class Represented by Amount in Row (11) 10.8%*
14	Type of Reporting Person (See Instructions) PN

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1	Names of Reporting Persons Warburg Pincus IX LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) N/A
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization New York
7	Sole Voting Power -0-
8	Shared Voting Power 40,208,769
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14	Type of Reporting Person (See Instructions) CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1	Names of Reporting Persons Warburg Pincus Partners, LLC
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3	SEC Use Only
4	Source of Funds (See Instructions) N/A
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization New York
7	Sole Voting Power -0-
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3	SEC Use Only
4	Source of Funds (See Instructions) N/A
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
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- 1 Names of Reporting Persons
Warburg Pincus LLC
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)