

MARTIRE FRANK R
Form 4
October 05, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIRE FRANK R

2. Issuer Name and Ticker or Trading Symbol
Fidelity National Information Services, Inc. [FIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 RIVERSIDE AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

JACKSONVILLE, FL 32204

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/01/2009 | | A | | 136,370 | A | (1) | 136,370 | D | |
| Common Stock | 10/02/2009 | | A | | 41,684 | A | (2) | 178,054 | D | |
| Common Stock | 10/01/2009 | | A | | 317 | A | (3) | 317 | I | By Retirement Program |
| Common Stock | 10/01/2009 | | A | | 719 | A | (4) | 719 | I | By IRA |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 17.63 | 10/01/2009 | | A | 160,733 (5) | 10/27/2007 | 10/27/2014 | Common Stock |
| Employee Stock Option (right to buy) | \$ 17.99 | 10/01/2009 | | A | 160,733 (6) | 10/28/2008 | 10/28/2015 | Common Stock |
| Employee Stock Option (right to buy) | \$ 20.2 | 10/01/2009 | | A | 144,659 (7) | 10/01/2009 ⁽⁸⁾ | 10/30/2016 | Common Stock |
| Employee Stock Option (right to buy) | \$ 17.29 | 10/01/2009 | | A | 1,012,500 (9) | (10) | 11/12/2017 | Common Stock |
| Employee Stock Option (right to buy) | \$ 10.4 | 10/01/2009 | | A | 148,500 (11) | (12) | 11/21/2018 | Common Stock |
| Stock Option (right to purchase) | \$ 23.99 | 10/02/2009 | | A | 1,000,000 | (13) | 10/02/2016 | Common Stock |
| Deferred Stock Units | (14) | 10/01/2009 | | A | 3,738 (14) | (14) | (14) | Common Stock |
| Deferred Stock Units | (15) | 10/01/2009 | | A | 3,375 (15) | (15) | (15) | Common Stock |
| Deferred Stock Units | (16) | 10/01/2009 | | A | 3,037 (16) | (16) | (16) | Common Stock |
| Deferred Stock Units | (17) | 10/01/2009 | | A | 3,375 (17) | (17) | (17) | Common Stock |
| Performance Shares | (18) | 10/01/2009 | | A | 37,125 (18) | (18) | (18) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIRE FRANK R 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | X | | President and CEO | |

Signatures

/s/ Stacey A. Lombardi, as
Attorney-in-Fact

10/05/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were acquired on October 1, 2009 (the "Effective Date"), pursuant to the Agreement and Plan of Merger, dated as of March 31, 2009, by and among Fidelity National Information Services, Inc. ("FIS"), Cars Holdings, LLC ("Merger Sub") and Metavante Technologies, Inc. ("Metavante") (the "Merger Agreement"), in exchange for 101,015.576 shares of Metavante common stock. On the Effective Date of the Merger (as defined below), the closing price on the New York Stock Exchange ("NYSE") of Metavante common stock was \$33.70 per share and the closing price of FIS common stock was \$24.85 per share.
- (2) Grant of restricted stock from FIS pursuant to the Amended and Restated Metavante 2007 Equity Incentive Plan vesting in three equal annual increments beginning October 1, 2010. The grant shall be 100% vested on October 1, 2012.
- (3) These shares were received in the Merger in exchange for 235,293 shares of Metavante common stock. On the Effective Date of the Merger, the closing price on the NYSE of Metavante common stock was \$33.70 per share and the closing price of FIS common stock was \$24.85 per share.
- (4) These shares were received in the Merger in exchange for 533 shares of Metavante common stock. On the Effective Date of the Merger, the closing price on the NYSE of Metavante common stock was \$33.70 per share and the closing price of FIS common stock was \$24.85 per share.
- (5) This option was received in the Merger in exchange for an option to acquire 119,062 shares of Metavante common stock for \$23.79 per share.
- (6) This option was received in the Merger in exchange for an option to acquire 119,062 shares of Metavante common stock for \$24.28 per share.
- (7) This option was received in the Merger in exchange for an option to acquire 107,155 shares of Metavante common stock for \$27.26 per share.
- (8) This option became fully vested on October 1, 2009, in connection with the Merger.
- (9) This option was received in the Merger in exchange for an option to acquire 750,000 shares of Metavante common stock for \$23.332 per share.
- (10) The option vests in four equal annual installments beginning November 12, 2007.
- (11) This option was received in the Merger in exchange for an option to acquire 110,000 shares of Metavante common stock for \$24.28 per share.
- (12) The option vests in four equal annual installments beginning November 21, 2009.
- (13) Option granted pursuant to the Amended and Restated Metavante 2007 Equity Incentive Plan. The option vests in three equal annual installments beginning October 1, 2010.
- (14) The deferred stock units were received in the Merger in exchange for 2,769 Metavante deferred stock units, each of which was the economic equivalent of one share of Metavante common stock and was payable in cash, having a market value of \$33.70 per share based on the closing price of Metavante common stock on the NYSE on the Effective Date of the Merger.

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- (15) The deferred stock units were received in the Merger in exchange for 2,500 Metavante deferred stock units, each of which was the economic equivalent of one share of Metavante common stock and was payable in cash, having a market value of \$33.70 per share based on the closing price of Metavante common stock on the NYSE on the Effective Date of the Merger.
- (16) The deferred stock units were received in the Merger in exchange for 2,250 Metavante deferred stock units, each of which was the economic equivalent of one share of Metavante common stock and was payable in cash, having a market value of \$33.70 per share based on the closing price of Metavante common stock on the NYSE on the Effective Date of the Merger.
- (17) The deferred stock units were received in the Merger in exchange for 2,500 Metavante deferred stock units, each of which was the economic equivalent of one share of Metavante common stock and was payable in cash, having a market value of \$33.70 per share based on the closing price of Metavante common stock on the NYSE on the Effective Date of the Merger.
- (18) The performance shares were received in the Merger in exchange for 27,500.25 Metavante performance shares, each of which was payable in Metavante common stock, having a market value of \$33.70 per share based on the closing price of Metavante common stock on the NYSE on the Effective Date of the Merger.

Remarks:

On October 1, 2009, Metavante and FIS closed their previously announced transaction whereby Metavante was merged with a

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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