

FIFTH THIRD BANCORP
Form 4
August 10, 2017

FORM 4

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

OMB APPROVAL

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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 *
FIFTH THIRD BANCORP

2. Issuer Name and Ticker or Trading Symbol
Vantiv, Inc. [VNTV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
38 FOUNTAIN SQUARE PLAZA

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2017

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below) (2)(5)

(Street)

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

CINCINNATI, OH 45263

(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
Class A Common Stock	08/09/2017		M ⁽²⁾		19,790,000	A	\$ 2
Class B Common Stock ⁽¹⁾	08/09/2017		D ⁽²⁾		19,790,000	D	\$ 2
Class A Common Stock	08/09/2017		D ⁽²⁾		19,790,000	D	\$ 64.04 0

By Fifth Third Bank ⁽³⁾
By Fifth Third Bank ⁽³⁾
By Fifth Third Bank ⁽³⁾

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A)	(D)			
Class B Units of Vantiv Holding, LLC	(4)	08/09/2017		M(2)		19,790,000	(4)	(4)	Class A Common Stock	19,790,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIFTH THIRD BANCORP 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263				(2)(5)

Signatures

James C. Leonard, Executive Vice President and Treasurer of Fifth Third Bancorp

08/10/2017

__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) The Class B Common Stock provides Fifth Third Bank with approximately 8.6% of the aggregate voting power of Vantiv, Inc.'s common stock but has no economic rights. If Fifth Third Bank acquires shares of Class A Common Stock in the future, the voting power of the Class B Common Stock will be reduced by an equivalent amount. Upon an exchange of Class B Units of Vantiv Holding, LLC for shares of Class A Common Stock of Vantiv, Inc. as described in note 4, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled.

(2) On August 9, 2017, pursuant to the Transaction Agreement, dated August 7, 2017 (the "Transaction Agreement"), by and among Vantiv, Inc., Vantiv Holding, LLC, Fifth Third Bank and Fifth Third Bancorp, Fifth Third Bank sold 19,790,000 shares of Class A Common Stock of Vantiv, Inc. to Vantiv, Inc. at a price per share of \$64.04. The shares of Class A Common Stock of Vantiv, Inc. sold by Fifth Third Bank were issued to Fifth Third Bank in exchange for 19,790,000 Class B Units of Vantiv Holding, LLC pursuant to the exchange right described in note 4. Simultaneously with the exchange, 19,790,000 shares of Class B Common stock of Vantiv, Inc. owned by Fifth Third Bank were automatically cancelled pursuant to the Exchange Agreement, as described in note 4. Immediately

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following completion of the transactions described in this note 2, Fifth Third Bank held 15,252,826 Class B Units of Vantiv Holding, LLC and 15,252,826 shares of Class B Common Stock of Vantiv, Inc.

- (3) Fifth Third Bank is a wholly owned direct subsidiary of Fifth Third Financial Corporation, which is a wholly owned direct subsidiary of Fifth Third Bancorp.

- (4) Fifth Third Bank has the right pursuant to and subject to the limitations in the Exchange Agreement, dated as of March 21, 2012, among Vantiv, Inc., Vantiv Holding, LLC, Fifth Third Bank and FTPS Partners, LLC (the "Exchange Agreement"), to exchange Class B Units of Vantiv Holding, LLC, a subsidiary of Vantiv, Inc., for shares of Class A Common Stock of Vantiv, Inc. on a one-for-one basis or, at Vantiv, Inc.'s option, for cash. Upon such an exchange of Class B Units for Class A Common Stock, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled. Fifth Third Bank is prohibited by the Exchange Agreement from owning more than 18.5% of the Class A Common Stock at any time.

Remarks:

- (5) At the time of the transactions described in note 2, the Reporting Person was a director by deputization of Vantiv, Inc. Fol

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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