

Fidelity National Information Services, Inc.  
Form SC 13G  
December 10, 2015

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No.    )\***

**Fidelity National Information Services, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**31620M106**

**(CUSIP Number)**

**November 30, 2015**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

\* 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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CUSIP No. 31620M106

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1. Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital Integral Investors, LLC

EIN No.: 04-3516394

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Citizenship or place of organization

Delaware

5. Sole voting power

Number of

shares 4,029,694

6. Shared voting power

beneficially

owned by 0

each 7. Sole dispositive power

reporting

person 4,029,694

8. Shared dispositive power

with

0

9. Aggregate amount beneficially owned by each reporting person

4,029,694

10. Check box if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row (9)

1.2%

12. Type of reporting person

PN

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CUSIP No. 31620M106

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1. Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP TCV, LLC

EIN No.: 06-1665410

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Citizenship or place of organization

Delaware

5. Sole voting power

Number of

shares 78,853

6. Shared voting power

beneficially

owned by 0

each 7. Sole dispositive power

reporting

person 78,853

8. Shared dispositive power

with

0

9. Aggregate amount beneficially owned by each reporting person

78,853

10. Check box if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row (9)

0.02%

12. Type of reporting person

PN

CUSIP No. 31620M106

## **ITEM 1.**

### **Item 1(a). Name of Issuer**

The name of the issuer to which this filing on Schedule 13G relates is Fidelity National Information Services, Inc. (the Company ).

### **Item 1(b). Address of Issuer's Principal Executive Offices**

The principal executive offices of the Company are located at 601 Riverside Avenue, Jacksonville, Florida 32204.

## **ITEM 2.**

### **Item 2(a). Name of Person Filing**

This statement is being filed on behalf of the following (collectively, the Reporting Persons ): (1) Bain Capital Integral Investors, LLC, a Delaware limited liability company ( BCII ) and, (2) BCIP TCV, LLC, a Delaware limited liability company ( BCIP TCV ).

Bain Capital Investors, LLC, a Delaware limited liability company ( BCI ), is the administrative member of both Reporting Persons.

The Reporting Persons have entered into a Joint Filing Agreement, dated December 10, 2015, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

### **Item 2(b). Address of Principal Business Office or, if none, Residence**

The principal business address of each of the Reporting Persons is John Hancock Tower, 200 Clarendon Street, Boston, MA 02116.

### **Item 2(c). Citizenship**

Each of BCII, BCIP TCV, and BCI is organized under the laws of the State of Delaware.

### **Item 2(d). Title of Class of Securities**

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common stock, par value \$0.01 per share ( Common Stock ).

Item 2(e). **CUSIP Number**

The CUSIP number of the Company's Common Stock is 31620M106.



**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO §240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:** Not applicable.

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

**ITEM 4. OWNERSHIP**

**Item 4(a). Amount beneficially owned**

This Schedule 13G is being filed on behalf of the Reporting Persons. As of the date of filing, the following shares were held by the Reporting Persons:

BCII owned 4,029,694 shares of Common Stock of the Company, representing 1.2% of the Company's outstanding shares of Common Stock.

BCIP TCV owned 78,853 shares of Common Stock of the Company, representing 0.02% of the Company's outstanding shares of Common Stock.

As a result of the foregoing and the relationships described in Item 2(a) above, the Reporting Persons may be deemed to beneficially own in the aggregate 4,108,547 shares of Common Stock of the Company, representing, in the aggregate, 1.3% of the Company's outstanding shares of Common Stock. The percentage of the Company's outstanding shares of Common Stock held by the Reporting Persons is based on 282,153,638 shares of Common Stock of the Company outstanding as of October 31, 2015, as reported in the Company's Form 10-Q filed with the Securities and Exchange Commission on November 5, 2015, plus 41,844,019 shares of Common Stock issued on November 30, 2015 in connection with the completion of the acquisition of SunGard and its subsidiaries.

The Reporting Persons, together with private equity funds affiliated with The Blackstone Group, Kohlberg Kravis Roberts & Co. L.P., Providence Equity Partners, Silver Lake Partners and TPG Capital (collectively, the Shareholders ) are parties to a coordination agreement (the Coordination Agreement ), which contains certain provisions relating to coordination of the transfer of Common Stock by the parties thereto.

By virtue of the Coordination Agreement and the obligations and rights thereunder, the Reporting Persons, the Shareholders and/or certain of their affiliates may be deemed to constitute a group for purposes of Section 13(d) of the Act. As of the date of this filing, based in part on information provided by the Company and such other Shareholders, such a group would be deemed to beneficially own an aggregate of 23,010,722 shares of Common Stock, or 7.1% of the Common Stock of the Company. This filing shall not be deemed an admission that any of such persons constitute a group for purposes of Section 13(d) of the Act and the Reporting Persons expressly disclaim beneficial ownership over any shares of Common Stock that they may be deemed to beneficially own solely by reason of the Coordination Agreement. Certain private equity funds affiliated with The Blackstone Group, Kohlberg Kravis Roberts & Co. L.P., Providence Equity Partners, Silver Lake Partners and TPG Capital have separately made Schedule 13G filings reporting their beneficial ownership of shares of Common Stock.

**Item 4(b). Percent of Class**

See Item 4(a) hereof.

**Item 4(c). Number of shares as to which such person has:**

(i) sole power to vote or to direct the vote:

BCII	4,029,694
BCIP TCV	78,853

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of:

BCII	4,029,694
BCIP TCV	78,853

(iv) shared power to dispose or to direct the disposition of: 0

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not Applicable.

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not Applicable.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

Not Applicable.

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

See Item 4(a) above.

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP**

Not Applicable.

**ITEM 10. CERTIFICATIONS**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: December 10, 2015

Bain Capital Integral Investors, LLC  
By: Bain Capital Investors, LLC  
its administrative member

BCIP TCV, LLC  
By: Bain Capital Investors, LLC  
its administrative member

By: /s/ Ian K. Loring  
Ian K. Loring  
Managing Director

**Exhibit A**

**Agreement Regarding the Joint Filing of Schedule 13G**

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: December 10, 2015

Bain Capital Integral Investors, LLC  
By: Bain Capital Investors, LLC  
its administrative member

BCIP TCV, LLC  
By: Bain Capital Investors, LLC  
its administrative member

By: /s/ Ian K. Loring  
Ian K. Loring  
Managing Director