

FIFTH THIRD BANCORP
Form 4
May 17, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2013

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

CINCINNATI, OH 45263

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			
Class A Common Stock	05/15/2013		M ⁽²⁾		16,396,310	A	②	16,396,310	I	By Fifth Third Bank ⁽³⁾
Class A Common Stock	05/15/2013		S ⁽²⁾		16,396,310	D	\$ 22.9188	0	I	By Fifth Third Bank ⁽³⁾
Class B Common Stock ⁽¹⁾	05/15/2013		D ⁽²⁾		16,396,310	D	\$ 0	53,822,826	I	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Units of Vantiv Holding, LLC	(4)	05/15/2013		M(2)	16,396,310	(4)	(4)	Class A Common Stock	16,396,310

Reporting Owners

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

Signatures

Paul L. Reynolds, Executive Vice President, Secretary and Chief Risk Officer of Fifth Third Bancorp 05/17/2013

__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).

The Class B Common Stock provides Fifth Third Bank with up to 18.5% of the aggregate voting power of Vantiv, Inc.'s common stock (other than in connection with a stockholder vote with respect to a change of control, in which event the Class B Common Stock will provide Fifth Third Bank with the full number of votes equal to the number of shares of Class B Common Stock it owns) but has no

(1) 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 May 15, 2013, Fifth Third Bank completed the sale of 16,396,310 shares of Class A Common Stock of Vantiv, Inc. as part of a registered secondary offering. All of the shares of Class A common stock sold by Fifth Third Bank were issued to Fifth Third Bank in exchange for 16,396,310 Class B Units of Vantiv Holding, LLC pursuant to the terms of the exchange right described in note 4. Simultaneously with the exchange, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. held by Fifth Third Bank

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automatically were cancelled. Immediately following completion of the secondary offering, Fifth Third Bank held 53,822,826 Class B Units of Vantiv Holding, LLC and 53,822,826 shares of Class B Common Stock of Vantiv, Inc.

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

Fifth Third Bank has the right, following the expiration of the 90-day underwriters' lock-up and pursuant to and subject to the limitations in the Exchange Agreement among Fifth Third Bank, FTPS Partners, LLC, Vantiv, Inc. and Vantiv Holding, 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

- (4) Vantiv, Inc. on a one-for-one basis or, at Vantiv, Inc.'s option, for cash. Upon such exchange 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.

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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