

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>FIFTH THIRD BANCORP</b>			2. Issuer Name and Ticker or Trading Symbol <b>Vantiv, Inc. [ VNTV ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/12/2012</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
38 FOUNTAIN SQUARE PLAZA			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	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	12/12/2012		M <sup>(2)(3)</sup>		5,679,034	A	(2)	5,679,034	I	By FTSP Partners, LLC <sup>(4)</sup>
Class A Common Stock	12/12/2012		M <sup>(2)(3)</sup>		8,020,966	A	(2)	8,020,966	I	By Fifth Third Bank <sup>(5)</sup>
Class A Common Stock	12/12/2012		S <sup>(2)(3)</sup>		5,679,034	D	\$19.3965	0	I	By FTSP Partners, LLC <sup>(4)</sup>
Class A Common Stock	12/12/2012		S <sup>(2)(3)</sup>		8,020,966	D	\$19.3965	0	I	By Fifth Third Bank <sup>(5)</sup>
Class B Common Stock <sup>(1)</sup>	12/12/2012		D <sup>(2)(3)</sup>		5,679,034	D	\$0	0	I	By FTSP Partners, LLC <sup>(4)</sup>
Class B Common Stock <sup>(1)</sup>	12/12/2012		D <sup>(2)(3)</sup>		8,020,966	D	\$0	70,219,136	I	By Fifth Third Bank <sup>(5)</sup>

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Units of Vantiv Holding, LLC	(6)	12/12/2012		M <sup>(2)(3)</sup>			5,679,034	(6)	(6)	Class A Common Stock	5,679,034	(2)	0	I	By FTSP Partners, LLC <sup>(4)</sup>
Class B Units of Vantiv Holding, LLC	(6)	12/12/2012		M <sup>(2)(3)</sup>			8,020,966	(6)	(6)	Class A Common Stock	8,020,966	(2)	70,219,136	I	By Fifth Third Bank <sup>(5)</sup>

Explanation of Responses:

- The Class B Common Stock provides Fifth Third Bank and FTSP Partners, LLC (together with their affiliates, the "Fifth Third Investors") 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 the Fifth Third Investors with the full number of votes equal to the number of shares of Class B Common Stock they own) but has no economic rights. If the Fifth Third Investors acquire 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 5, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled.
- On December 12, 2012, Fifth Third Bank and FTSP Partners, LLC completed the sale of an aggregate 13,700,000 shares of Class A Common Stock of Vantiv, Inc. as part of a registered secondary offering. In connection with the offering, Fifth Third Bank sold 8,020,966 shares of Class A common stock, and FTSP Partners, LLC sold 5,679,034 shares of Class A common stock. All of the shares of Class A common stock sold by Fifth Third Bank and FTSP Partners, LLC were issued to Fifth Third Bank and FTSP Partners, LLC, respectively, in exchange for 8,020,966 and 5,679,034 Class B Units of Vantiv Holding, LLC, respectively, pursuant to the terms of the exchange right described in note 5. Simultaneously with the exchange, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. held by Fifth Third Bank and FTSP Partners, LLC, respectively, automatically were cancelled.
- Immediately following completion of the secondary offering, Fifth Third Bank held 70,219,136 Class B Units of Vantiv Holding, LLC and 70,219,136 shares of Class B Common Stock of Vantiv, Inc., and FTSP Partners, LLC no longer held a beneficial interest in Vantiv, Inc. and Vantiv Holding, LLC.
- FTSP Partners, LLC is a wholly owned subsidiary of Fifth Third Bank, which is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.
- Fifth Third Bank is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.

6. The Fifth Third Investors have 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 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. The Fifth Third Investors are prohibited by the Exchange Agreement from owning more than 18.5% of the Class A Common Stock at any time.

**Remarks:**

Paul L. Reynolds, Executive  
Vice President, Secretary and  
Chief Risk Officer of Fifth Third 12/14/2012  
Bancorp

\*\* Signature of Reporting Person      Date

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

\* 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).

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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