

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Thompson Christopher A</u> (Last) (First) (Middle) VANTIV, INC. 8500 GOVERNORS HILL DRIVE (Street) CINCINNATI OH 45249 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vantiv, Inc. [VNTV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) SVP, Controller and CAO
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2015	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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			

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					
Employee Stock Option (right to buy)	\$37.1	02/24/2015		A		9,057		(1)	02/24/2025	Class A Common Stock	\$0	9,057	D	
Restricted Stock Units 2015	(2)	02/24/2015		A		1,347		(3)	(3)	Class A Common Stock	\$0	1,347	D	
Restricted Stock Units 2014	(2)							(4)	(4)	Class A Common Stock		798	D	
Restricted Stock Units Mid-Year 2014	(2)							(5)	(5)	Class A Common Stock		7,335	D	
Restricted Stock Units 2013	(2)							(6)	(6)	Class A Common Stock		1,538	D	
Employee Stock Option (right to buy)	\$31.02							(7)	02/18/2024	Class A Common Stock		7,276	D	
Employee Stock Option (right to buy)	\$21.95							(8)	02/27/2023	Class A Common Stock		12,676	D	

Explanation of Responses:

- The option vests in four equal (subject to rounding) annual installments beginning February 24, 2016.
- Each restricted stock unit represents a contingent right to receive one share of Vantiv, Inc. Class A Common Stock.
- The restricted stock units vest in four equal annual installments beginning February 24, 2016.
- The restricted stock units vest in three equal annual installments beginning February 18, 2016.
- Half of the restricted stock units vest on July 29, 2016, with the balance vesting in two equal annual installments beginning July 29, 2017.
- The restricted stock units vest in three equal annual installments beginning February 27, 2015.
- The options vest in four equal annual installments beginning February 18, 2015.
- The option became exercisable as to 3,169 shares on February 27, 2014, and becomes exercisable as to the remaining 9,507 shares in three equal annual installments beginning February 27, 2015.

Remarks:

[/s/ Luke Frutkin, attorney-in-fact for Christopher Thompson](#) [02/26/2015](#)

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.