

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Lima Carlos</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2014</u>			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		
C/O VANTIV, INC. 8500 GOVERNOR'S HILL DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) CINCINNATI OH 45249								
(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	07/02/2014		M		7,381	A	(1)	8,955	D	
Class A Common Stock	07/02/2014		F		2,278	D	\$33.72	6,677	D	

**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
Restricted Stock Units	(1)	07/02/2014		M			7,381	(2)	(2)	Class A Common Stock	7,381	\$0	7,380	D	
Restricted Stock Units 2014	(1)							(3)	(3)	Class A Common Stock	6,447		6,447	D	
Restricted Stock Units	(1)							(4)	(4)	Class A Common Stock	6,834		6,834	D	
Employee Stock Option (right to buy)	\$21.95							(5)	02/27/2023	Class A Common Stock	56,338		56,338	D	
Employee Stock Option (right to buy)	\$31.02							(6)	02/18/2024	Class A Common Stock	44,101		44,101	D	

**Explanation of Responses:**

- Each restricted stock unit converts into Vantiv, Inc. Class A common stock on a one-for-one basis.
- Half of the restricted stock units vested on July 2, 2014, with the balance vesting in two equal annual installments beginning July 2, 2015.
- The restricted stock units vest in four equal annual installments beginning February 18, 2015.
- On February 27, 2013, the reporting person was granted 9,111 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- The option vests in four equal annual installments beginning on February 27, 2014.
- The option vests in four equal annual installments beginning February 18, 2015.

**Remarks:**

/s/ Luke Frutkin, attorney-in-fact for Carlos Lima 07/07/2014

\*\* 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.**