SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

	tions may contin tion 1(b).	lue. See		File	d pursua	ant to Sectior	n 16(a	a) of the S	ecurit	ies Exchang	e Act of 19	34		hours	per resp	ionse:	0.5	
1. Name and Address of Reporting Person* <u>Heimbouch Mark L</u>						or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol Fidelity National Information Services, Inc. FIS 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (ring title Other (creative)												
(Last) (First) (Middle) 601 RIVERSIDE AVE				X Olice (give title Other (specify below)					
(Street) JACKSONVILLE FL 32204													idual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person					
(City) (State) (Zip)					Form filed by More than One Reporting Person													
		-	Table I - Nor			1		quired,	Dis			-						
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year) 07/31/2019		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amount Securities Beneficial Owned Fo Reported	у	Form:	Direct I Indirect E tr. 4) C	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock								Code	v	Amount 136,578 ⁽¹	(A) o (D)	r Price	Transactio (Instr. 3 an 136,	d 4)		D		
Common	Stock		Table II - I			ecurities	Aca		isp					570				
				(e.g., p		alls, warra	ants	s, option	ıs, c	onvertib	le secu	rities)						
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	Code (Instr.		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)		e	7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisa	ble	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)				
Stock Option (Right to Buy)	\$21.74	07/31/2019		А		62,590 ⁽³⁾		02/27/2017 ⁽⁴⁾ 02/27/2023 Common Stock 62,590 \$21.74 ⁽¹⁾⁽³⁾		62,59	90	D						
Stock Option (Right to Buy)	\$30.72	07/31/2019		A		48,996 ⁽³⁾		02/18/2018 ⁽⁵⁾		02/18/2024	Common Stock	48,996	\$30.72 ⁽¹⁾⁽³⁾	48,996		D		
Stock Option (Right to Buy)	\$36.74	07/31/2019		А		45,741 ⁽³⁾		(6)		02/24/2025	Common Stock	45,741	\$36.74 ⁽¹⁾⁽³⁾	45,74	45,741 I			
Stock Option (Right to Buy)	\$49.52	07/31/2019		А		72,557 ⁽³⁾		(7)		02/17/2026	Common Stock	72,557	\$49.52 ⁽¹⁾⁽³⁾	72,5	2,557 D			
Stock Option (Right to Buy)	\$63.71	07/31/2019		А		68,838 ⁽³⁾		(8)		02/08/2027	Common Stock	68,838	\$63.71 ⁽¹⁾⁽³⁾	68,83	18 D			
Stock Option (Right to Buy)	\$81.26	07/31/2019		А		74,672 ⁽³⁾		(9)		03/02/2028	Common Stock	74,672	\$81.26 ⁽¹⁾⁽³⁾	74,63	74,672			
Stock Option (Right to Buy)	\$96.76	07/31/2019		A		87,764 ⁽³⁾		(10)		03/01/2029	Common Stock	87,764	\$96.76 ⁽¹⁾⁽³⁾	87,70	54	D		
Restricted Stock Units	\$0.0 ⁽¹¹⁾	07/31/2019		A		43,073 ⁽¹²⁾		(13)		(13)	Common Stock	43,073	(1)(12)	43,01	73	D		
Restricted Stock Units	\$0.0 ⁽¹¹⁾	07/31/2019		A		34,366 ⁽¹²⁾		(14)	4) (14) Common Stock 34,366 (1)(12) 34,3		34,30	56	D					
Restricted Stock Units	\$0.0 ⁽¹¹⁾	07/31/2019		A		168,335 ⁽¹²⁾		(13)		(13)	Common Stock	168,335	(1)(12)	168,3	35	D		

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated March 17, 2019, among Fidelity National Information Services, Inc. ("FIS"), Worldpay, Inc. ("Worldpay"), and Wrangler Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of FIS, on July 31, 2019 (the "Closing Date"), Merger Sub merged with and into Worldpay (the "Merger"), with Worldpay continuing as the surviving corporation and a wholly-owned subsidiary of FIS. On the Closing Date, each share of Worldpay common stock held by the reporting person was converted into the right to receive 0.9287 shares of FIS common stock and \$11.00 in cash and all restricted stock units held by the reporting person were simultaneously cancelled and converted into restricted stock units, denominated in FIS common stock at the Equity Award Exchange Ratio (as defined in the Merger Agreement) and immediately vested and settled in such shares of FIS common stock.

2. In connection with the Merger, pursuant to the Merger Agreement, restricted shares held by officers in respect of Worldpay common stock that were outstanding immediately prior to the consummation of the Merger were converted into restricted shares in respect of FIS common stock in an amount converted at the Equity Award Exchange Ratio. This amount includes a time-based restricted stock award of 39,245 shares, which vest on February 8, 2020.

3. In connection with the Merger, pursuant to the Merger Agreement, stock options with respect to Worldpay common stock that were outstanding immediately prior to the consummation of the Merger were converted into stock options in respect of FIS common stock in an amount converted at the Equity Award Exchange Ratio and an exercise price equal to the current exercise price divided by the Equity Award Exchange Ratio,

subject to the other terms and conditions (including the applicable vesting requirements, if any) as were applicable to such stock options immediately prior to the consummation of the Merger.

4. This option, which provided for vesting in four equal annual installments beginning on February 27, 2014, was assumed by FIS in the Merger and converted into an FIS option to purchase FIS shares of common stock on the same vesting schedule applicable to the original award pursuant to an exchange ratio designed to maintain the intrinsic value of the award immediately prior to the closing of the Merger (the"Equity Award Exchange Ratio").

5. This option, which provided for vesting in four equal annual installments beginning on February 18, 2015, was assumed by FIS in the Merger and converted into an FIS option to purchase FIS shares of common stock on the same vesting schedule applicable to the original award pursuant to the Equity Award Exchange Ratio.

6. This option, which provided for vesting in four equal annual installments beginning on February 24, 2016, was assumed by FIS in the Merger and converted into an FIS option to purchase FIS shares of common stock on the same vesting schedule applicable to the original award pursuant to the Equity Award Exchange Ratio.

7. This option, which provided for vesting in four equal annual installments beginning February 17, 2017, was assumed by FIS in the Merger and converted into an FIS option to purchase FIS shares of common stock on the same vesting schedule applicable to the original award pursuant to the Equity Award Exchange Ratio.

8. This option, which provided for vesting in three equal annual installments beginning February 8, 2018, was assumed by FIS in the Merger and converted into an FIS option to purchase FIS shares of common stock on the same vesting schedule applicable to the original award pursuant to the Equity Award Exchange Ratio.

9. This option, which provided for vesting in three equal annual installments beginning March 2, 2019, was assumed by FIS in the Merger and converted into an FIS option to purchase FIS shares of common stock on the same vesting schedule applicable to the original award pursuant to the Equity Award Exchange Ratio.

10. This option, which provided for vesting in three equal annual installments beginning March 1, 2020, was assumed by FIS in the Merger and converted into an FIS option to purchase FIS shares of common stock on the same vesting schedule applicable to the original award pursuant to the Equity Award Exchange Ratio.

11. Each restricted stock unit represents a contingent right to one share of FIS common stock.

12. In connection with the Merger, pursuant to the Merger Agreement, restricted stock units held by officers in respect of Worldpay common stock that were outstanding immediately prior to the consummation of the Merger were converted into restricted stock units in respect of FIS common stock in an amount converted at the Equity Award Exchange Ratio and, if applicable, at a performance level as set forth in the Merger Agreement, subject to other terms and conditions (including applicable vesting requirements) as were applicable to such restricted stock units immediately prior to the consummation of the Merger.

13. This restricted stock unit, which vests in full on March 2, 2021, was assumed by FIS in the Merger and converted into an FIS restricted stock unit on the same time-based vesting schedule applicable to the original award pursuant to the Equity Award Exchange Ratio (as defined in the Merger Agreement).

14. This restricted stock unit, which vests in full on March 1, 2022, was assumed by FIS in the Merger and converted into an FIS restricted stock unit on the same time-based vesting schedule applicable to the original award pursuant to the Equity Award Exchange Ratio (as defined in the Merger Agreement).

Remarks:

/s/ Marc M. Mayo, attorney-infact for Mark L. Heimbouch

07/29/2019

** 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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