

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**FIDELITY NATIONAL INFORMATION SERVICES, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Georgia**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**58-2606325**  
(I.R.S. Employer  
Identification No.)

**601 Riverside Avenue**  
**Jacksonville, Florida 32204**  
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

**AMENDED AND RESTATED CERTEGY INC. STOCK INCENTIVE PLAN**  
(Full Title of the Plan)

**Todd C. Johnson**  
**Vice President and Secretary**  
**Fidelity National Information Services, Inc.**  
**601 Riverside Avenue**  
**Jacksonville, Florida 32204**  
**(904) 854-8100**  
(Name, Address, and Telephone Number,  
Including Area Code, of Agent for Service)

Copies to:  
**Larry D. Ledbetter**  
**Kilpatrick Stockton LLP**  
**1100 Peachtree Street, N.E., Suite 2800**  
**Atlanta, Georgia 30309**  
**(404) 815-6500**

**Calculation of Registration Fee**

| <b>Title of Securities<br/>to be Registered</b> | <b>Amount to<br/>be Registered(1)</b> | <b>Proposed Maximum<br/>Offering Price<br/>Per Share(2)</b> | <b>Proposed Maximum<br/>Aggregate<br/>Offering Price(2)</b> | <b>Amount of<br/>Registration Fee</b> |
|---|---------------------------------------|---|---|---------------------------------------|
| Common Stock, \$.01 par value                   | 6,000,000                             | \$38.855  | \$233,130,000   | \$24,944.91                           |

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also relates to such indeterminate number of additional shares of Common Stock of the Registrant as may be issuable to prevent dilution in the event of a stock dividend, stock split, recapitalization, or other similar changes in the Registrant's capital structure, merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation, or other distribution of assets, issuance of rights or warrants to purchase securities, or any other corporate transaction or event having an effect similar to any of the foregoing.
- (2) Determined in accordance with Rules 457(h) and (c) under the Securities Act of 1933, based on \$38.855, the average of the high and low prices on the New York Stock Exchange on February 3, 2006.

**EXPLANATORY NOTE PURSUANT TO GENERAL INSTRUCTION E**

Fidelity National Information Services, Inc., a Georgia corporation, formerly known as Certegy Inc. (the "Company"), files this Registration Statement on Form S-8, pursuant to General Instruction E of Form S-8, in connection with an amendment and restatement of the Certegy Inc. Stock Incentive Plan (the "Plan") that increases the number of shares of the Company's common stock, par value \$.01 per share (the "Common Stock"), that may be issued or transferred under the Plan by 6,000,000 shares. The shares of Common Stock previously available for issuance or transfer under the Plan are covered by a Registration Statement on Form S-8 (Registration No. 333-63342), the contents of which are incorporated herein by reference.

**ITEM 8. EXHIBITS**

The following exhibits are filed with this Registration Statement:

| <b>Exhibit Number</b> | <b>Description</b> |
|-----------------------|--------------------|
|-----------------------|--------------------|

- 4.1 Amended and Restated Articles of Incorporation of Fidelity National Information Services, Inc. (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K filed on February 6, 2006 (File No. 001-16427))
- 4.2 Amended and Restated Bylaws of Fidelity National Information Services, Inc. (incorporated by reference from Exhibit 3.2 to the Company's Current Report on Form 8-K filed on February 6, 2006 (File No. 001-16427))
- 5 Opinion of Kilpatrick Stockton LLP as to the legality of the securities to be issued.
- 23.1 Consent of Kilpatrick Stockton LLP (included in the opinion filed as Exhibit 5 hereto).
- 23.2 Consent of Ernst & Young LLP.
- 23.3 Consent of Independent Public Registered Accounting Firm (KMPG LLP).
- 24 Power of Attorney is included on signature page.

**ITEM 9. UNDERTAKINGS**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the "SEC") pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference into this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

provisions, or otherwise, the registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

### SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on this 6<sup>th</sup> day of February, 2006.

### FIDELITY NATIONAL INFORMATION SERVICES, INC.

By: /s/Lee A. Kennedy  
Lee A. Kennedy  
President and Chief Executive Officer

**KNOW ALL PERSONS BY THESE PRESENTS**, that each individual whose signature appears below and on the following page constitutes and appoints Lee A. Kennedy and Jeffrey S. Carbiener and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitute or substitutes, may lawfully do our cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on this 6<sup>th</sup> day of February, 2006.

| <u>Signature</u>                                       | <u>Title</u>  |
|--|---|
| <u>/s/Lee A. Kennedy</u><br>Lee A. Kennedy             | President, Chief Executive Officer<br>and Director (Principal Executive Officer)  |
| <u>/s/Jeffrey S. Carbiener</u><br>Jeffrey S. Carbiener | Executive Vice President and Chief Financial<br>Officer (Principal Financial Officer and<br>Principal Accounting Officer) |
| <u>/s/William P. Foley, II</u><br>William P. Foley, II | Chairman of the Board of Directors  |

|  |          |
|--|----------|
| <u>/s/Terry N. Christensen</u><br>Terry N. Christensen | Director |
| <u>/s/Thomas M. Hagerty</u><br>Thomas M. Hagerty       | Director |
| <u>/s/Marshall Haines</u><br>Marshall Haines           | Director |
| <u>/s/Keith W. Hughes</u><br>Keith W. Hughes           | Director |
| <u>/s/David K. Hunt</u><br>David K. Hunt               | Director |
| <u>/s/Daniel D. Lane</u><br>Daniel D. Lane             | Director |

/s/Phillip B. Lassiter  
Phillip B. Lassiter

Director

/s/Cary H. Thompson  
Cary H. Thompson

Director

**EXHIBIT INDEX**

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| 24                    | Power of Attorney is included on signature page.   |



Suite 2800 1100 Peachtree St.  
Atlanta GA 30309-4530  
t 404 815 6500 f 404 815 6555  
www.KilpatrickStockton.com

February 6, 2006

Fidelity National Information Services, Inc.  
601 Riverside Avenue  
Jacksonville, Florida 32204

Re: Registration Statement on Form S-8 for Amended and Restated Certegy Inc. Stock Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to Fidelity National Information Services, Inc., a Georgia corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") relating to an aggregate of 6,000,000 shares (the "Shares") of the Company's Common Stock, par value \$.01 per share, issuable by the Company in accordance with the Amended and Restated Certegy Inc. Stock Incentive Plan (the "Plan"). This opinion letter is rendered pursuant to Item 8 of Form S-8 and Item 601(b)(5) of the Commission's Regulation S-K.

As such counsel, we have examined and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate.

The opinions expressed herein are limited in all respects to the laws of the State of Georgia, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon and subject to the foregoing, we are of the opinion that the Shares to be issued upon grant or exercise of awards, or to be purchased, under the Plan are duly authorized and, when issued by the Company in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

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This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur which could affect the opinions contained herein. This letter is being rendered solely for the benefit of the Company in connection with the matters addressed herein. This opinion may not be furnished to or relied upon by any person or entity for any purpose without our prior written consent.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Yours truly,

KILPATRICK STOCKTON LLP

By: /s/Larry D. Ledbetter  
Larry D. Ledbetter, A Partner

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Amended and Restated Certegy Inc. Stock Incentive Plan of Fidelity National Information Services, Inc. (formerly Certegy Inc.) of (a) our report dated March 11, 2005 (except for Note 2 with respect to the caption "Share-Based Compensation," as to which the date is October 10, 2005), with respect to the consolidated financial statements of Certegy Inc. appearing in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 12, 2005, and (b) our report dated March 11, 2005 with respect to Certegy Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Certegy Inc., appearing in its Annual Report (Form 10-K) for the year ended December 31, 2004, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

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Atlanta, Georgia  
February 3, 2006

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**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Fidelity National Information Services, Inc.:

We consent to the use of our report dated May 9, 2005, except as to notes 13(c) and 14, which are as of September 30, 2005, and note 13(d), which is as of February 1, 2006, with respect to the combined balance sheets of Fidelity National Information Services, Inc. as of December 31, 2004 and 2003, and the related combined statements of earnings, equity and comprehensive earnings, and cash flows for each of the years in the three-year period ended December 31, 2004, incorporated herein by reference.

Our report refers to a change in accounting for stock-based employee compensation effective January 1, 2003.

/s/ KPMG LLP

Jacksonville, FL  
February 1, 2006

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