

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

METAVANTE TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)
4900 West Brown Deer Road
Milwaukee, Wisconsin
(Address of Principal Executive Offices)

39-0968604
(I.R.S. Employer
Identification No.)

53223
(Zip Code)

**METAVANTE 2007 EMPLOYEE STOCK PURCHASE PLAN
(AS AMENDED)**
(Full title of the plan)

DONALD W. LAYDEN, JR.
Senior Executive Vice President,
General Counsel and Secretary
Metavante Technologies, Inc.
4900 West Brown Deer Road
Milwaukee, Wisconsin 53223

Copy to:
WALTER J. SKIPPER
RYAN P. MORRISON
Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

(Name and address of agent for service)

(414) 357-2290

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	2,000,000 shares	\$ 24.72(2)	\$49,440,000(2)	\$ 1,943.00

- (1) The Metavante 2007 Employee Stock Purchase Plan (as amended) (the "Plan") provides by its terms for the issuance of up to 2,400,000 shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"). The amendment of the Plan, which was approved by the Registrant's shareholders on May 20, 2008, increased the number of shares of Common Stock that may be subject to awards made under the Plan from 400,000 to 2,400,000 shares. By Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on September 27, 2007 (Commission File No. 333-146345), the Registrant registered 400,000 shares of Common Stock issuable under the Plan. Accordingly, this Registration Statement covers an additional 2,000,000 shares of Common Stock issuable under the Plan. The Plan provides for the possible adjustment of the number of shares outstanding under the Plan in the event of stock splits, reverse stock splits, stock dividends, combinations or reclassifications of the Common Stock or other changes affecting the Common Stock. Thus, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of shares that may become subject to the Plan by means of any such adjustment.
- (2) Pursuant to Rule 457(h), estimated solely for the purpose of computing the registration fee, based upon the average of the high and low sales prices of the Registrant's Common Stock on the New York Stock Exchange on May 16, 2008.

EXPLANATORY NOTE

This Registration Statement relates to the registration of additional securities under the Plan. In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statement on Form S-8 related to the Plan (filed with the Commission on September 27, 2007, Commission File No. 333-146345) are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by Metavante Technologies, Inc. (the "Registrant") (Commission File No. 001-33747) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008;
- (c) The Registrant's Current Report on Form 8-K filed January 11, 2008;
- (d) The information contained under Item 2.06 of the Registrant's Current Report on Form 8-K filed January 24, 2008; and
- (e) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A, dated October 16, 2007 and any amendment or report filed with the Commission for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

Item 8. Exhibits.

See the Exhibit Index following the signature page in this Registration Statement, which Exhibit Index is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Milwaukee, State of Wisconsin, on May 22, 2008.

Metavante Technologies, Inc.
(Registrant)

By: /s/ Timothy C. Oliver
Timothy C. Oliver
Senior Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Donald W. Layden, Jr., Stacey A. Bruckner and Cathleen A. Ebacher, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her 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 other documents in connection therewith, with the Securities and Exchange Commission, and any other regulatory authority, 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 and about the premises, 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 their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.*

<u>Name</u>	<u>Capacity</u>
<u>/s/ Frank R. Martire</u> Frank R. Martire	President and Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Timothy C. Oliver</u> Timothy C. Oliver	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Kenneth F. Best</u> Kenneth F. Best	Principal Accounting Officer (Principal Accounting Officer)

Name

Capacity

/s/ David Coulter

David Coulter

Director

/s/ L. Dale Crandall

L. Dale Crandall

Director

/s/ Michael D. Hayford

Michael D. Hayford

Director

/s/ Stephan A. James

Stephan A. James

Director

/s/ Ted D. Kellner

Ted D. Kellner

Director

/s/ Dennis J. Kuester

Dennis J. Kuester

Director

/s/ Shantanu Narayen

Shantanu Narayen

Director

/s/ Dianne M. Neal

Dianne M. Neal

Director

/s/ James Neary

James Neary

Director

/s/ Adarsh Sarma

Adarsh Sarma

Director

* Each of the above signatures is affixed as of May 20, 2008.

Metavante Technologies, Inc.
(the "Registrant")
(Commission File No. 001-33747)

EXHIBIT INDEX
TO
FORM S-8 REGISTRATION STATEMENT

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated Herein by Reference To</u>	<u>Filed Herewith</u>
4.1	Restated Articles of Incorporation of the Registrant	Exhibit 3.1 to the Registrant's Current Report on Form 8-K, dated October 31, 2007.	
4.2	Amended and Restated By-laws of the Registrant	Exhibit 3.2 to the Registrant's Current Report on Form 8-K, dated October 31, 2007.	
5	Opinion of Quarles & Brady LLP		X
23.1	Consent of Deloitte & Touche LLP		X
23.2	Consent of Quarles & Brady LLP		Contained in Opinion filed as Exhibit 5
24	Powers of Attorney		Contained in signature page to this Registration Statement

Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497
Phone: (414) 277-5000
Fax: (414) 271-3552
www.quarles.com

May 21, 2008

Metavante Technologies, Inc.
4900 West Brown Deer Road
Milwaukee, Wisconsin 53223

Re: Metavante 2007 Employee Stock Purchase Plan (as amended)

Ladies and Gentlemen:

We are providing this opinion in connection with the registration statement on Form S-8 (the "Registration Statement") to be filed by Metavante Technologies, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), with respect to the proposed issuance of an additional 2,000,000 shares of the Company's common stock, \$0.01 par value per share (the "Shares"), which may be issued pursuant to the Metavante 2007 Employee Stock Purchase Plan (as amended) (the "Plan").

We have examined: (i) the Registration Statement; (ii) the Company's Restated Articles of Incorporation and Amended and Restated By-laws, each as amended to date; (iii) the Plan; (iv) the corporate proceedings relating to the adoption and approval of the Plan and the authorization for the issuance of the Shares in accordance with the Plan; and (v) such other documents and records and matters of law as we have deemed necessary in order to render this opinion. In giving such opinion, with respect to factual matters, we have relied upon certificates or representations made by duly authorized representatives of the Company and certificates of public officials.

On the basis of the foregoing, we advise you that, in our opinion:

1. The Company is a corporation incorporated and validly existing under the laws of the State of Wisconsin.
2. The Shares to be sold from time to time pursuant to the Plan which are original issuance or treasury shares, including shares bought on the open market or otherwise for purposes of the Plan, when issued as and for the consideration contemplated by the Registration Statement and the Plan, will be validly issued, fully paid and nonassessable by the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not admit that we are “experts” within the meaning of Section 11 of the Securities Act, or that we come within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Quarles & Brady LLP
QUARLES & BRADY LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2008, relating to the financial statements and financial statement schedule of Metavante Technologies, Inc. appearing in the Annual Report on Form 10-K of Metavante Technologies, Inc. for the year ended December 31, 2007.

/s/ Deloitte & Touche LLP
DELOITTE & TOUCHE LLP

Milwaukee, Wisconsin
May 21, 2008