

**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>Cole Royal</u>  (Last) (First) (Middle) C/O VANTIV, INC. 8500 GOVERNOR'S HILL DRIVE  (Street) CINCINNATI OH 45249-1384  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Fin. Institutions</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2015</u>	

**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	02/27/2015		M		1,731	A	\$0 <sup>(1)</sup>	99,522	D	
Class A Common Stock	02/27/2015		F		519	D	\$36.99	99,003	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 2013	(2)	02/27/2015		M			1,731	(3)	(3)	Class A Common Stock	1,731	\$0	3,462	D	
Restricted Stock Units 2014	(2)							(4)	(4)	Class A Common Stock	3,627		3,627	D	
Employee Stock Option (right to buy)	\$37.1							(5)	02/24/2025	Class A Common Stock	30,797		30,797	D	
Employee Stock Option (right to buy)	\$31.02							(6)	02/18/2024	Class A Common Stock	33,076		33,076	D	
Employee Stock Option (right to buy)	\$21.95							(7)	02/27/2023	Class A Common Stock	42,816		42,816	D	

**Explanation of Responses:**

- Restricted stock units convert into Class A Common Stock on a one-for-one basis.
- Each restricted stock unit represents a contingent right to receive one share of Vantiv, Inc. Class A common stock.
- On February 27, 2013, the reporting person was granted 6,924 restricted stock units, vesting in four equal (subject to rounding) annual installments beginning on February 27, 2014.
- On February 18, 2014, the reporting person was granted 4,835 restricted stock units, vesting in four equal (subject to rounding) annual installments beginning on February 18, 2015.
- The option vests in four equal annual installments beginning February 24, 2016.
- The option vests in four equal annual installments beginning on February 18, 2015.
- The option vests in four equal annual installments beginning on February 27, 2014.

**Remarks:**

/s/ Luke Frutkin, attorney-in-fact for Royal Cole

03/03/2015

\*\* 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.**