

**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>Boeing Donald</u> _____ (Last) (First) (Middle) <u>C/O VANTIV, INC.</u> <u>8500 GOVERNOR'S HILL DRIVE</u> _____ (Street) <u>CINCINNATI OH 45249-1384</u> _____ (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, Merchant Services</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2015</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					

**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		1,595	A	\$0 <sup>(1)</sup>	161,547	D	
Class A Common Stock	02/27/2015		F		486	D	\$36.99	161,061	D	
Class A Common Stock								8,129	I	By the Donald R. Boeing Retained Annuity Trust dated March 20, 2012.
Class A Common Stock								3,492	I	By Children

**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						Amount or Number of Shares
Restricted Stock Units 2013	(2)	02/27/2015		M		1,595		(3)	(3)	Class A Common Stock	1,595	\$0	3,189	D	
Restricted Stock Units 2014	(2)							(4)	(4)	Class A Common Stock	3,506		3,506	D	
Employee Stock Option (right to buy)	\$37.1							(5)	02/24/2025	Class A Common Stock	25,362		25,362	D	
Employee Stock Option (right to buy)	\$31.02							(6)	02/18/2024	Class A Common Stock	31,973		31,973	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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$21.95							(7)	02/27/2023	Class A Common Stock	39,436		39,436	D	

**Explanation of Responses:**

1. Restricted stock units convert into Class A Common Stock on a one-for-one basis.
2. Each restricted stock unit represents a contingent right to receive one share of Vantiv, Inc. Class A common stock.
3. On February 27, 2013, the reporting person was granted 6,378 restricted stock units, vesting in four equal (subject to rounding) annual installments beginning on February 27, 2014.
4. On February 18, 2014, the reporting person was granted 4,674 restricted stock units, vesting in four equal (subject to rounding) annual installments beginning on February 18, 2015.
5. The option vests in four equal annual installments beginning February 24, 2016.
6. The option vests in four equal (subject to rounding) annual installments beginning on February 18, 2015.
7. The option vests in four equal (subject to rounding) annual installments beginning on February 27, 2014.

**Remarks:**

/s/ Luke Frutkin, attorney-in-fact for Donald Boeding      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.

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