

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>Happach Shane</u> (Last) (First) (Middle) <u>C/O WORLDPAY, INC.</u> <u>25 WALBROOK</u> (Street) <u>LONDON X0 EC4N8AF</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Worldpay, Inc. [WP]</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>Exec. VP, Global eCommerce</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	07/31/2019		D		12,796 ⁽¹⁾	D	\$0 ⁽²⁾	0	D	
Class A Common Stock	07/31/2019		D		3,984	D	\$0 ⁽²⁾	0	I	Held by a Trust

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
Employee Stock Option (right to buy)	\$82.07	07/31/2019		D			31,685	(3)	03/02/2028	Class A Common Stock	31,685	\$0 ⁽³⁾	0	I	By The Athena Trust
Employee Stock Option (right to buy)	\$82.07	07/31/2019		D			10,561	(3)	(3)	Class A Common Stock	10,561	\$0 ⁽³⁾	0	I	By The Athena Trust
Employee Stock Option (right to buy)	\$97.72	07/31/2019		D			26,068	(4)	03/01/2029	Class A Common Stock	26,068	\$0 ⁽⁴⁾	0	D	

Explanation of Responses:

- Includes 7,799 restricted stock units.
- These shares of Class A common stock were disposed of pursuant to a merger agreement between the issuer and Fidelity National Information Services, Inc. ("FIS"). Upon the closing of the merger, the shares were converted into shares of FIS common stock pursuant to an exchange ratio that is designed to maintain the intrinsic value of the shares immediately prior to the closing of the merger.
- This option, which provided for vesting in three equal annual installments beginning March 2, 2019 and expires on March 2, 2028, 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").
- 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.

Remarks:

/s/ Bryan A. Jacobs, attorney- 07/31/2019
in-fact for Shane Happach

** 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that in connection with the Closing of the pending transaction between Vantiv, Inc. and Worldpay Group PLC (the "Combined Company"), the undersigned hereby constitutes and appoints each of Nelson F. Greene, Jared M. Warner, and Bryan A. Jacobs, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) to apply for electronic access codes with the Securities and Exchange Commission on my behalf;
- (2) to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Combined Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Combined Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Combined Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of January, 2018.

By: /s/ Shane Happach
Name: Shane Happach