

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 26, 2007**

**METAVANTE HOLDING COMPANY**

(Exact name of registrant as specified in its charter)

**Wisconsin**  
(State or other jurisdiction  
of incorporation)

**001-33747**  
(Commission File Number)

**39-0968604**  
(IRS Employer  
Identification No.)

**770 North Water Street  
Milwaukee, Wisconsin 53202**  
(Address of Principal executive offices, including Zip Code)

**(414) 357-2290**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

On October 26, 2007, Metavante Holding Company (“Metavante”) made available on its website a presentation that will be discussed in connection with meetings with prospective investors and financial analysts. This presentation is furnished herewith as Exhibit 99 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99	Investor Presentation

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METAVANTE HOLDING COMPANY

Date: October 26, 2007

/s/ Gregory A. Smith

Name: Gregory A. Smith

Title: President

EXHIBIT INDEX

Exhibit No.  
99

Description  
Investor Presentation

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E-1

# Equity Road Show Investor Presentation

October/November 2007



[metavante.com](http://metavante.com)

FINANCIAL AND PAYMENT TECHNOLOGY SOLUTIONS FOR BUSINESS

# Forward-Looking Statements and Non-GAAP Financial Information



## Forward-Looking Statements

This presentation contains certain forward-looking statements and other information based on Metavante management's current expectations. These forward-looking statements include all statements other than those made solely with respect to historical fact. Additionally, this presentation contains graphical information regarding results of current or future fiscal periods, which representations are not intended, and should not be interpreted, to represent specific estimates regarding these periods. Numerous risks, uncertainties and other factors may cause actual results to differ materially from those expressed in any forward-looking statements or information. These factors include, but are not limited to, risks and other considerations that are set forth in the "Risk Factors," "Description of New Metavante," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the definitive proxy statement/prospectus--information statement contained in the registration statement on Form S-4 of Metavante Holding Company (Registration No. 333-143143), which was declared effective on September 14, 2007, and other reports filed by Metavante Holding Company with the Securities and Exchange Commission. Metavante undertakes no obligation to revise or update any forward-looking statements or information, or to make any other forward-looking statements or information, whether as a result of new information, future events or otherwise.

## Non-GAAP Financial Information

This presentation contains certain non-GAAP financial information. We refer you to the Appendix for the reconciliation of the non-GAAP measures to GAAP measures along with a discussion of why the management believes those measures are useful to investors.

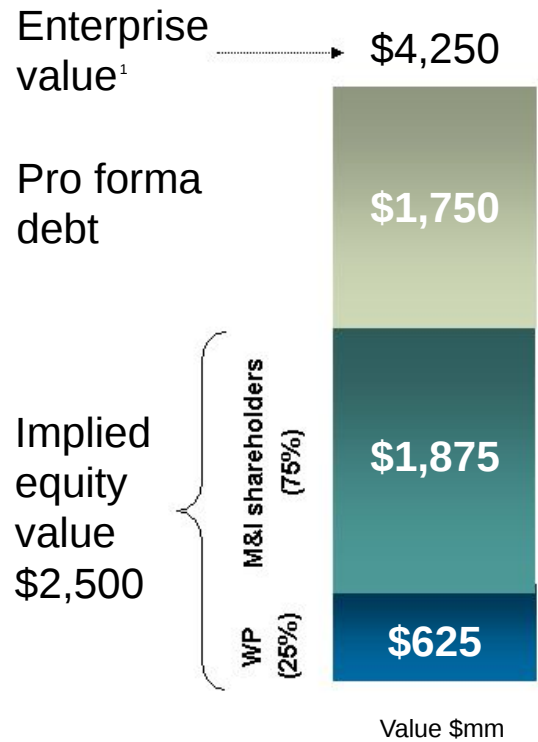
## Transaction description

- Sponsored spin-off from Marshall & Ilsley Corporation (M&I)
- Metavante becomes independent publicly traded company
- 75% owned by current M&I shareholders and 25% by Warburg Pincus

## Timeline

- Listing on NYSE with “MV” ticker symbol
- When-issued trading begins on October 29
- Closing and funding on November 1
- Regular-way trading begins on November 2

<sup>1</sup> Implied by Warburg Pincus purchase price of \$625 million for 25% of Metavante and \$1,750 million of debt; actual shares may trade at a different price



## An Industry Leader...

- 8,600 clients, including relationships with nearly all of the top 100 U.S. Banks
- 908 core clients representing over 12% of total bank assets, or \$1 trillion
- More than 4,000 financial institutions on the nation's first operational check image exchange network

## ... Providing Mission Critical Solutions

- System backbone for over 22 million client accounts
- Processing 74 million debit cards or 20% of total market
- 200 million annual bill payments
- Nationwide coverage of ATMs and POS locations through NYCE EFT/PIN-debit network

## A Proud Past ...

- Founded in 1964 as the data processing division of Marshall & Ilsley
- Growing over 43 years to more than \$1.5 billion in annual sales
- Headquartered in Milwaukee: 5,500 employees at 35 locations in the U.S. and Canada
- Loyal and growing client base: 8,600 clients in 32 countries

## ... And a Dynamic Present

Payment Solutions  
Group 60%

Financial Solutions  
Group 40%





# Highly Experienced Management Team



**Frank R. Martire, President and CEO**

- Joined Metavante in 2003
- Fiserv; Citigroup Information Resources



**Michael D. Hayford, Sr. EVP and Chief Operating Officer**

- Joined Metavante in 1992
- Andersen Consulting (now Accenture)



**Jim Bolton, Sr. EVP; Enterprise Solutions Group**

- Joined Metavante in 2007
- Accenture



**Frank G. D'Angelo, Sr. EVP; President, Payment Solutions Group**

- Joined Metavante in 1997
- Diebold; Burroughs Corporation, now Unisys



**Donald W. Layden, Jr., Sr. EVP; Corporate Development**

- Returned to Metavante in 2004
- NuEdge; Fiserv



**Timothy Oliver, Sr. EVP; Chief Financial Officer**

- Joined Metavante in 2007
- Rockwell Automation; Raytheon; Honeywell; Kidder Peabody; and Bear Stearns



**Debra Bronder, EVP; Human Resources**

- Joined Metavante in 1997
- Various human resources and consulting roles; most recently at James & Scott Associates and Johnson Controls



**Paul Danola, Sr. EVP; President, Financial Institutions Group**

- Joined Metavante in 2003
- Call Solutions; Fiserv, Inc.



**Norrie Daroga, EVP; Chief Administrative Officer and Corporate Secretary**

- Joined Metavante in 1997
- Quarles & Brady



**Jamie Geschke, EVP; President, Financial Solutions Group**

- Joined Metavante in 1984
- Management positions in product development, network operations, technology support and customer relations



**Brian Hurdis, Sr. EVP; President, Metavante Image Solutions**

- Joined Metavante in 1999
- Firststar Corporation



**Rachel Landrum, EVP; President, Bankway**

- Joined Metavante in 2004
- Kirchman Corp.



**Steve Rathgaber, EVP; President, Network Solutions**

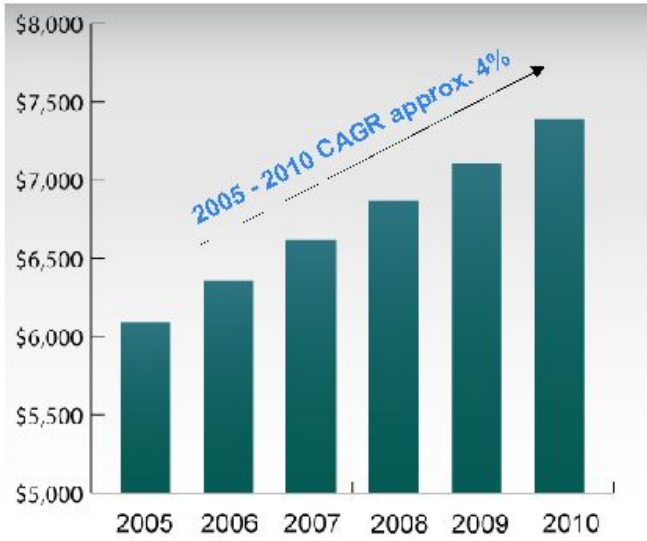
- Joined Metavante in 2004 in connection with the acquisition of NYCE Payment Network, LLC
- NYCE EVP and COO for 9 years prior to the acquisition



**Gary Refinski, EVP and Chief Information Officer**

- Joined Metavante in 1983
- Management positions in both development and sales support areas

## US Core Banking IT Spending (\$ millions)



Source: Financial Insights and IDC Company 2006

## U.S. Payment Trends

	2000	2010
Check	46%	22%
Paper settlement	37%	9%
Image	9%	13%
Cash	19%	17%
Credit card	24%	30%
Debit	7%	16%
Pin	3%	10%
Signature	4%	6%
Electronic transfer	4%	15%

Source: Federal Reserve 2006 – Kansas City; Feb/Mar 2004 – Nilson Reports, Florida State University, Unisys

## A Steady Growth Market...

## ...And a Rapidly Changing Market

## Customer Intimacy

- Beyond satisfaction to loyalty
- Unique relationship management model
- Broad user group networks
- Continuous management engagement

## Leverageable Expertise

- Strong industry knowledge
- Conversion and migration experts
- Professional services
- Business transformation capabilities

## Operational Excellence

- Commitment to service delivery
- Scalable model
- Enterprise integration
- Continuous infrastructure investment

## Strategic M&A

- Disciplined process
- Successful management and product
- Add product, distribution, or scale

“We’ve never had a vendor leave at the end of an engagement where our team became so emotional – usually it was just ‘goodbye’. With Metavante it was truly a partnership. They were part of our team, almost like family...the part of the family that you look forward to their return.”  
- Mark Bitter,  
Senior Vice President, Fifth Third Bank

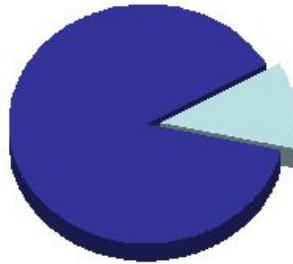
“The combination of Metavante’s technical and financial services expertise...helped Bank of Hawaii achieve substantial bottom-line results.”  
- Al Landon,  
Chief Executive Officer, Bank of Hawaii

“We have high expectations for all our partners. We want to out-product the small banks and out-service the big banks...Metavante can help us compete in this way.”  
- Scott McGlaun,  
Chief Information Officer, Synovus

## High Percentage of Recurring Revenue...

### 88% Recurring Revenue

- Data Processing
- Software Maintenance
- Professional Services



### 12% New Revenue

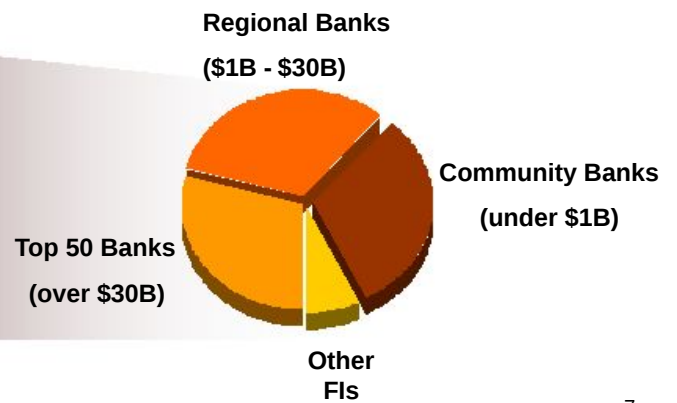
- Software License
- Professional Services
- Equipment Sales
- Buyouts / Other

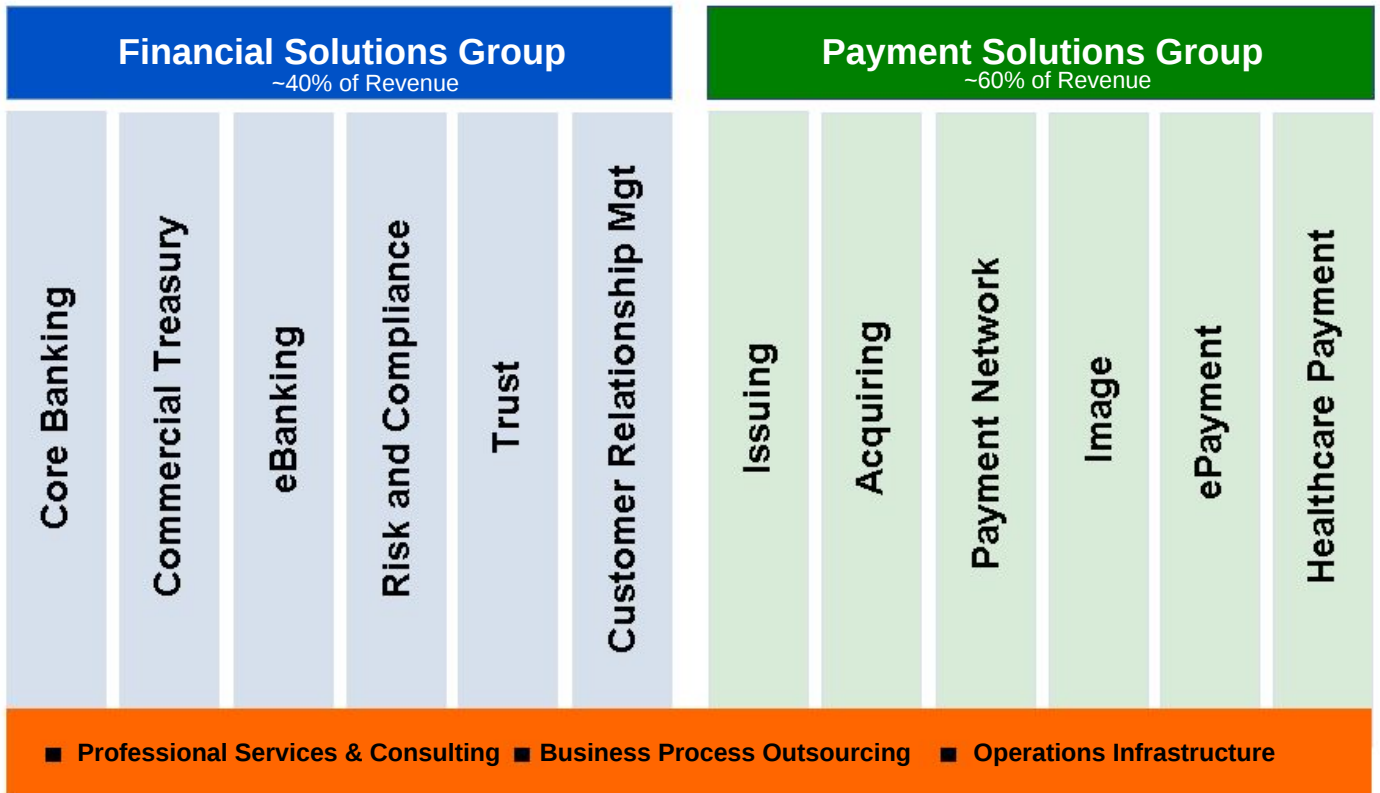
## ... And Increasingly Diversified Customer Base

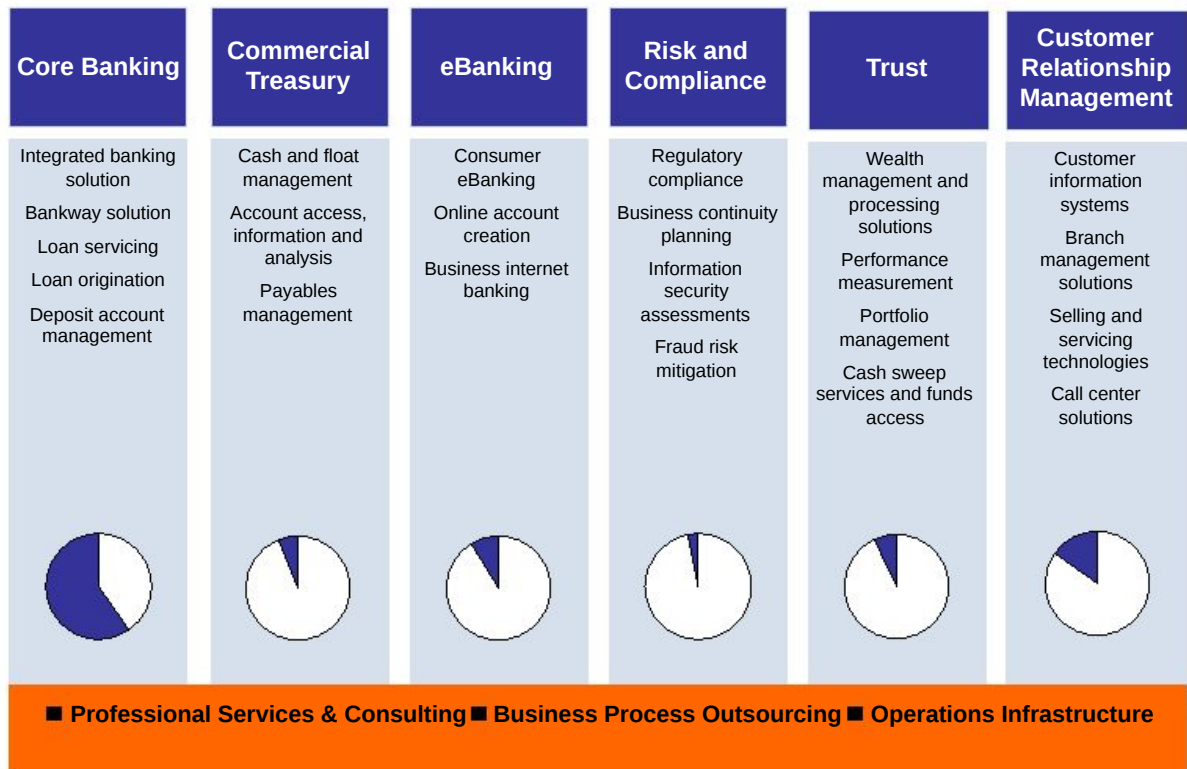
### By Client Vertical / Market Segment



### By Relative Size







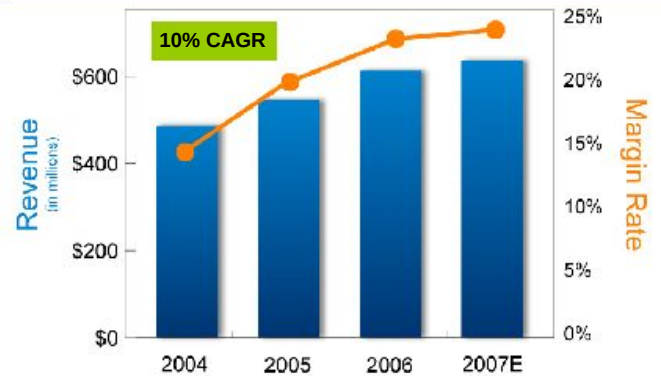
## Differentiators

- Single platform
- Integrated products
- Market-focused solutions
- Fully integrated payment offering

## Growth Drivers

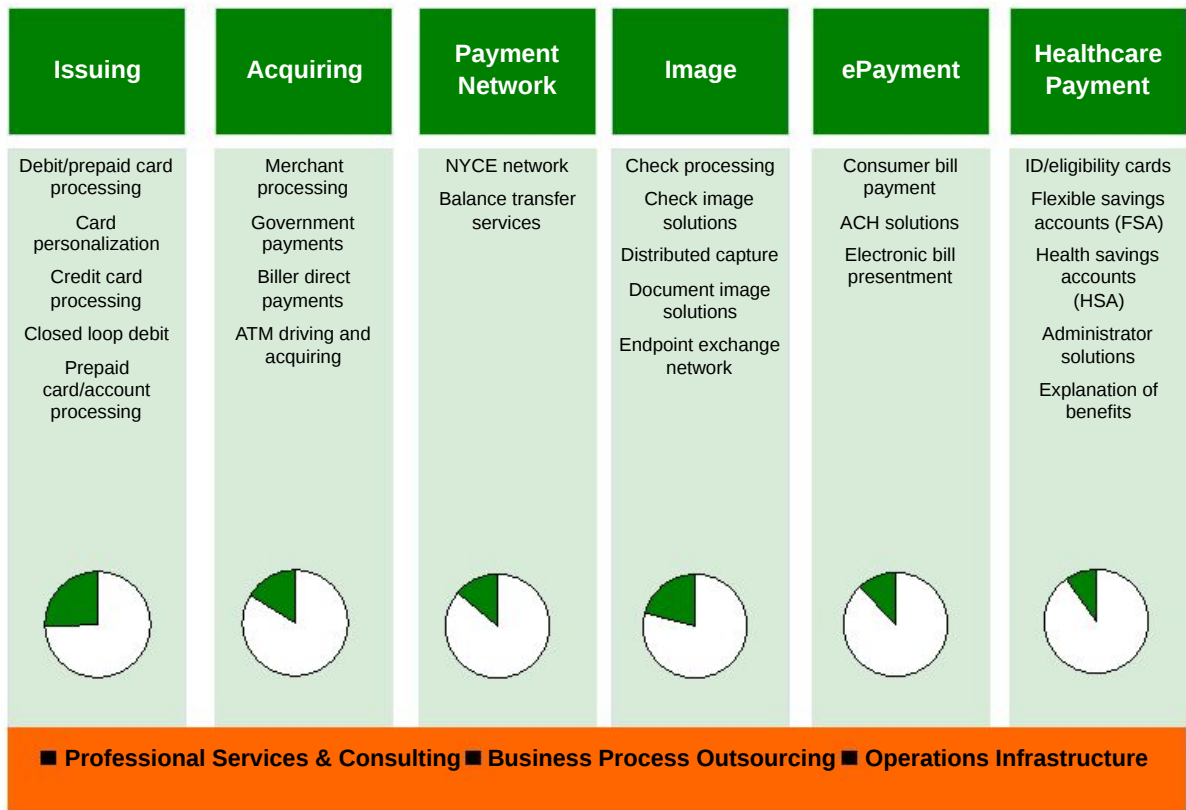
- Demand for systems rationalization, scalable solutions and outsourcing
- Demand for platform integration across channels and lines of business
- Need flexibility to add or change products and pricing structure
- Increased outsourcing by financial institutions to enhance competitive position

## Revenue and Operating Margin



## Metavante Opportunities

- Provide technology that enables banks to compete
- Drive back-office simplification
- Integration of all customer delivery points
- Front office–back office integration
- Workload flexibility/cost reduction





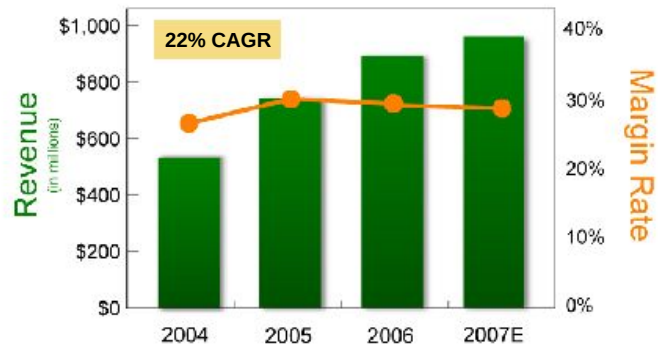
## Differentiators

- Broad set of payment solutions
- Integrated payments with financial account solutions
- Flexible solutions that enable clients to rapidly deliver new products with low cost of entry
- Comprehensive fraud monitoring and settlement functions
- High-levels of customer satisfaction and loyalty

## Growth Drivers

- Dramatic shift in U.S. payment methods from paper to cards and electronic
- Shift from checks to check images
- Integrated solutions are increasingly beating monoline product providers
- New legislative mandates and opportunities

## Revenue and Operating Margin



## Metavante Opportunities

- Drive transformation from paper to electronic
- High-value targeted products for specialty markets
- Innovative integrated services enabled by processing breadth
- Rapid response to legislative change and opportunity

- Primary
- ◐ Secondary

## Client Verticals / Market Segments

		Large Bank	Community Bank and Credit Union	Government	Healthcare	International and Other
<b>FSG</b>	CoreBanking	●	●			◐
	eBanking		●			
	Commercial Treasury	●	●			
	Trust		●			
	Risk and Compliance	●	●			●
	CRM		●			
<b>PSG</b>	Issuing	●	●		●	●
	Acquiring		●	●		●
	ePayment	●	●		●	◐
	Payment Network	●	●			
	Image	●	●		◐	●
	Healthcare Payment	◐	◐		●	
	Prof. Services & Consulting	●	●			
	Business Process Outsourcing	◐	●			
	Operations Infrastructure	●	●	●	●	

## Expand Core Relationships

- Leverage strong client engagement to expand relationships
- Cross-sell products and services to maximize share of wallet
- Offer value-added operational and advisory services

## Business Process Outsourcing

- Leverage existing relationships to expand size of wallet
- Convert fixed cost structure to variable
- Create flexible workload management

## Penetrate Large Bank Segment

- Dedicated relationship management teams focused on top 50 financial institutions
- Next-generation core development (Temenos)
- Strong point solutions increase wallet share

## Emerging Payment Markets

- Expand healthcare payment offerings
- Expand government payment offerings
- Continue to introduce innovative new payment capabilities (e.g., mobile)

## Expand Globally

- Leverage existing offerings for international markets
- Develop entry and localization strategy
- Identify acquisition candidates

- **Disciplined and repeatable process**
  - 25 transactions since 1998
  - Internal rate of return on equity investment of ~30% from 2003 to 2006
  - Return on total investment of nearly 20% from 2003 to 2006
- **Successful management and product integration**
  - Delivered business case targeted net income
  - Created an unparalleled product/solution offering
  - Influenced core decision wins
- **Characteristics of target companies**
  - Catalytic to growth
  - Strategically consistent
  - Solid financial performance
  - Strong management
  - Bolt-on or easily integrated

## Financial Solutions Group

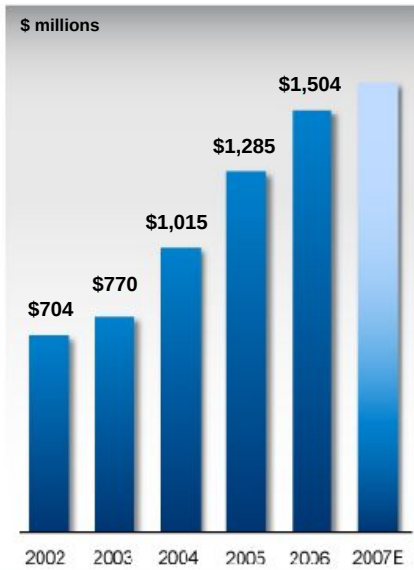
Strategic Objective	Banking Solutions			BPO			Image Solutions			Risk and Compliance Solutions	
	Kirchman	Brasfield	NuEdge	GHR	Firstsource <sup>1</sup>	VICOR	AFS	Endpoint Exchange Network	TREEV	VECTORs gi	Prime
Fill product gap	●			●	●	●	●	●	●		●
Enhance product line	●	●	●	●	●	●			●	●	●
Build businesses with adoption growth models							●	●		●	
Enhance economies of scale		●			●				●		
Expand customer base for cross-sell	●			●	●	●	●	●	●	●	●
Date closed	05/27/04	10/06/05	10/19/04	08/11/05	04/21/06	09/01/06	07/01/04	07/01/04	08/08/05	11/22/04	02/09/05

<sup>1</sup> 20% ownership in Firstsource

## Payment Solutions Group

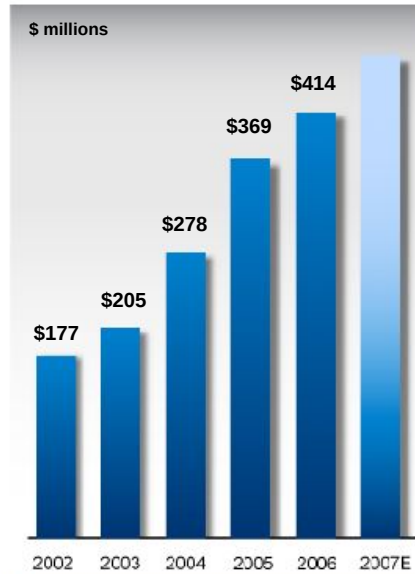
Strategic Objective	Network Solutions				Healthcare Solutions			EFT Solutions	ePayment Solutions
	NYCE	Everlink <sup>2</sup>	Response Data	CGI EFT Assets	PSI	MBI Benefits	AdminiSource	Valutec	LINK2GOV
Fill product gap					●			●	
Enhance product line	●	●	●	●	●	●	●		●
Build businesses with adoption growth models					●	●		●	●
Enhance economies of scale	●	●		●		●	●		●
Expand customer base for cross-sell	●	●	●	●	●	●	●	●	●
Date closed	07/30/04	07/30/04	09/08/04	01/04/06	11/14/03	06/22/05	01/03/06	01/17/07	11/18/05

<sup>2</sup> 51% ownership of Everlink



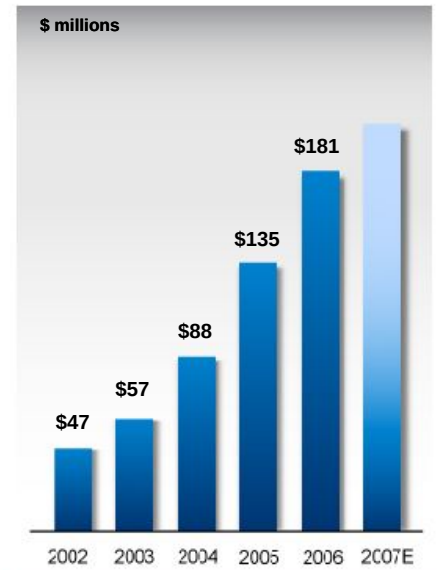
## Revenue

- 5 year CAGR approx. 18%
- Growth led by the Payment Solutions segment



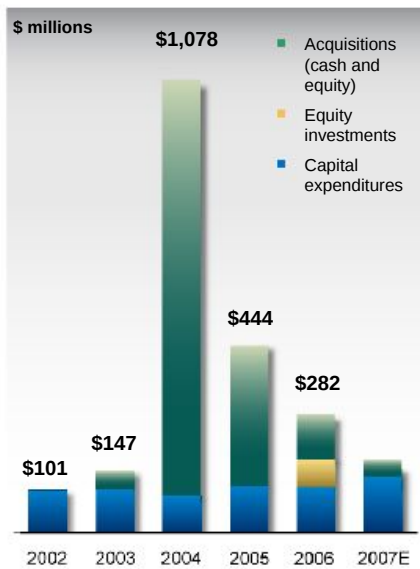
## EBITDA

- 5 year CAGR over 20%
- Significant margin expansion since 2002



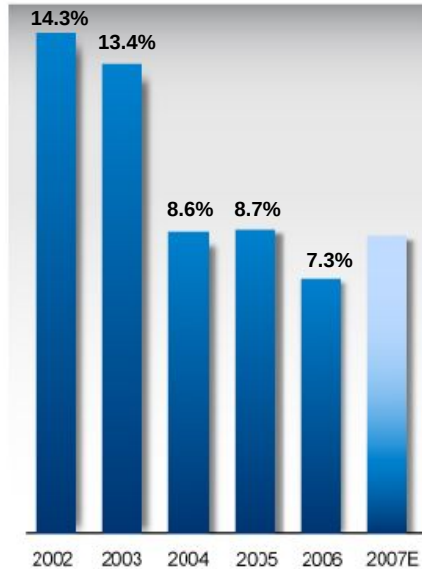
## Cash Net Income

- 5 year CAGR approx. 34%
- Consistent upward trend in margin rate since 2002



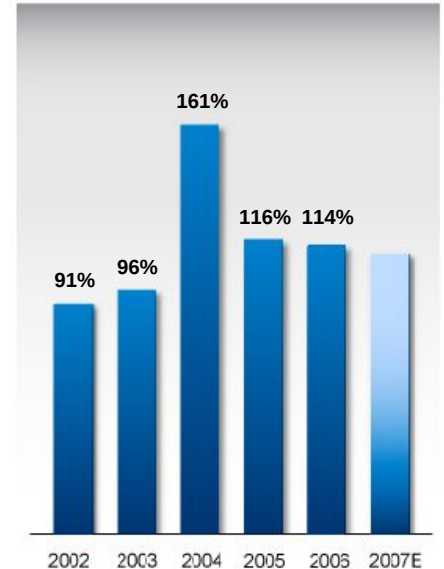
## Allocation of Capital

- Substantial investment in acquisitions since 2004
- Successful integration of acquired businesses contributed to strong financial performance



## Capex as % of Revenue

- Significant decline in capital expenditures as a percent of sales since 2002
- Not a physical capital intensive business model
- Increase in 2007 related to next generation core development



## Free Cash Flow Conversion

- Consistently strong free cash flow conversion
- Not a working capital intensive business model

1. → Prudent maintenance of debt rating and debt holder commitments
2. → Fund organic growth opportunities
3. → Fund acquisition strategy
4. → Repay debt or repurchase shares based on economic circumstances





## Revenue growth

	2007 Historical <sup>(1)</sup>	2007 Adjusted <sup>(2)</sup>	Preliminary 2008 Outlook
Organic	~4%	~4%	4% to 6%
Total	~6%	~6%	--

## Profitability

- |               | 2007 Historical <sup>(1)</sup>  | 2007 Adjusted <sup>(2)</sup>   | Preliminary 2008 Outlook   |
|---------------|---|--|--|
| Profitability | <ul style="list-style-type: none"> <li>Strong margin expansion vs. easy '06 comps.</li> </ul> | <ul style="list-style-type: none"> <li>Interest expense, transaction costs, and special items</li> </ul> | <ul style="list-style-type: none"> <li>Modest margin expansion, consistent with positive multi-year trend</li> </ul> |

## Net income

	2007 Historical <sup>(1)</sup>	2007 Adjusted <sup>(2)</sup>	Preliminary 2008 Outlook
Net income	>\$180M	>\$120M	<ul style="list-style-type: none"> <li>Double-digit growth</li> </ul>

## Cash net income <sup>(3)</sup>

	2007 Historical <sup>(1)</sup>	2007 Adjusted <sup>(2)</sup>	Preliminary 2008 Outlook
Cash net income <sup>(3)</sup>	>\$200M	>\$140M	<ul style="list-style-type: none"> <li>Double-digit growth</li> </ul>

(1) This guidance is presented on a basis consistent with the business plan information included in the registration statement on Form S-4 of Metavante Holding Company (the S-4). Therefore, this guidance does not include transaction costs or other pro forma effects of the transaction.

(2) This adjusted guidance reflects the impact to net interest expense in connection with the spinoff transaction. The interest adjustment is based on the pro forma adjustment included in the S-4 (~\$59 million, net of tax).

(3) See Appendix for a discussion of cash net income. The difference between net income and cash net income of approximately \$20 million relates to acquired intangible amortization, net of tax (~\$16 million) and stock-based compensation, net of tax (~\$4 million).



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FINANCIAL AND PAYMENT TECHNOLOGY SOLUTIONS FOR BUSINESS

# Appendix



# Historical Income Statements



(\$ millions)	2002	2003	2004	2005	2006
Financial Solutions Group	\$ 420.5	\$ 426.0	\$ 484.3	\$ 544.6	\$ 606.6
Payment Solutions Group	283.3	343.6	531.1	740.4	897.6
<b>Total Revenue</b>	<b>\$ 703.8</b>	<b>\$ 769.6</b>	<b>\$ 1,015.4</b>	<b>\$ 1,285.0</b>	<b>\$ 1,504.2</b>
<b>Segment Operating Income</b>					
Financial Solutions Group	\$ NA	\$ NA	\$ 69.5	\$ 108.1	\$ 145.1
Payment Solutions Group	NA	NA	150.9	219.8	267.4
Total	72.7	74.4	220.4	327.9	412.5
Corporate/other	NA	NA	(73.9)	(99.4)	(140.5)
Other (income) expense	NA	NA	(20.7)	(35.7)	(31.5)
Income before income taxes	68.9	69.7	125.8	192.8	240.5
Allocated income tax provision	27.2	18.5	49.0	73.3	80.4
<b>Net Income</b>	<b>\$ 41.7</b>	<b>\$ 51.2</b>	<b>\$ 76.8</b>	<b>\$ 119.5</b>	<b>\$ 160.1</b>
% margin	5.9%	6.7%	7.6%	9.3%	10.6%

Note: Effective in the third quarter of 2007, Metavante transferred its Image Solutions business from the Financial Solutions segment to the Payment Solutions segment. Prior periods have been restated for this transfer.

This presentation contains non-GAAP financial measures such as “EBITDA”, “Cash Net Income” and “Free Cash Flow”. These measures should not be considered substitutes for GAAP measures. The following is a specific discussion of each measure:

## Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) and EBITDA Margin

Metavante’s management believes that “EBITDA” and “EBITDA margin” are useful for evaluating performance against peer companies within its industry, as well as providing investors additional transparency to a financial measure used by management in its financial and operational decision-making. In addition, Metavante utilizes EBITDA and EBITDA margin in its evaluation and determination of the price of potential acquisition candidates, to explain trends in its operating performance and provides useful information about its ability to incur and service indebtedness. Also, EBITDA is expected to be included in the financial covenants applicable to Metavante’s credit facilities. EBITDA, as defined in the financial covenants, also excludes certain non-cash charges, such as impairment charges and stock option expense in addition to the items noted above.

## Cash Net Income

Metavante’s management defines “cash net income” as net income before (1) share-based compensation expense, net of tax, and (2) the amortization of intangible assets resulting from business acquisitions (net of tax). Metavante’s management believes that cash net income is useful for evaluating performance against peer companies within its industry, as well as providing investors additional transparency to a financial measure used by management in its financial and operational decision-making. Metavante’s definition of cash net income may differ from definitions used by other companies.

## Free Cash Flow

Metavante’s management defines “free cash flow” as cash flows provided by operating activities less capital expenditures. Management believes that free cash flow and free cash flow conversion (defined as free cash flow divided by net income) provide useful information to investors regarding Metavante’s ability to generate cash from business operations that is available for acquisitions and other investments, and debt service. This definition of free cash flow may differ from definitions used by other companies.

# Reconciliation of Non-GAAP Measures



(\$ millions)	2002	2003	2004	2005	2006
<b>Reconciliation of Net Income to EBITDA:</b>					
Net income	\$ 41.7	\$ 51.2	\$ 76.8	\$ 119.5	\$ 160.1
Add:					
Interest expense, net	3.8	4.6	21.8	37.3	28.6
Allocated income taxes	27.2	18.5	49.0	73.3	80.4
Depreciation and amortization	104.4	130.4	130.5	139.1	144.4
EBITDA	<u>\$ 177.1</u>	<u>\$ 204.7</u>	<u>\$ 278.1</u>	<u>\$ 369.2</u>	<u>\$ 413.5</u>
% of Revenue	25.2%	26.6%	27.4%	28.7%	27.5%
<b>Reconciliation of Net Income to Cash Net Income:</b>					
Net income	\$ 41.7	\$ 51.2	\$ 76.8	\$ 119.5	\$ 160.1
Add:					
Acquisition intangible amortization, net of tax	1.9	2.1	6.5	10.8	16.0
Stock-based compensation, net of tax	3.7	3.7	4.4	4.6	4.9
Cash net income	<u>\$ 47.3</u>	<u>\$ 57.0</u>	<u>\$ 87.7</u>	<u>\$ 134.9</u>	<u>\$ 181.0</u>
<b>Reconciliation of Cash Flows from Operating Activities to Free Cash Flow:</b>					
Cash flows from operating activities	\$ 138.8	\$ 152.7	\$ 211.2	\$ 250.3	\$ 292.4
Less capital expenditures					
Premises and equipment	(20.4)	(28.1)	(27.6)	(44.2)	(37.4)
Software and conversions	(80.4)	(75.5)	(59.8)	(67.7)	(72.0)
Free cash flow	<u>\$ 38.0</u>	<u>\$ 49.1</u>	<u>\$ 123.8</u>	<u>\$ 138.4</u>	<u>\$ 183.0</u>
Conversion (% of net income)	91%	96%	161%	116%	114%

