

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Thompson Christopher A</u>			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>SVP, Controller and CAO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2017</u>					
<u>VANTIV, INC.</u> <u>8500 GOVERNORS HILL DRIVE</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 Form filed by More than One Reporting Person		
(Street)	(City)	(State)	(Zip)	<u>CINCINNATI OH 45249</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	02/24/2017		M		337	A	\$0 ⁽¹⁾	9,517	D	
Class A Common Stock	02/24/2017		F		104 ⁽²⁾	D	\$65.79	9,413	D	
Class A Common Stock	02/27/2017		M		513	A	\$0 ⁽¹⁾	9,926	D	
Class A Common Stock	02/27/2017		F		159 ⁽³⁾	D	\$65.8	9,767	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 2015	(4)	02/24/2017		M			337	(5)	(5)	Class A Common Stock	337	\$0	674	D	
Restricted Stock Units 2013	(4)	02/27/2017		M			513	(6)	(6)	Class A Common Stock	513	\$0	0	D	

Explanation of Responses:

1. Restricted stock units convert into Class A Common Stock on a one-for-one basis.
2. These shares were withheld to cover tax withholding obligations upon the vesting of 337 restricted stock units on February 24, 2017.
3. These shares were withheld to cover tax withholding obligations upon the vesting of 513 restricted stock units on February 27, 2017.
4. Each restricted stock unit represents a contingent right to receive one share of Vantiv, Inc. Class A Common Stock.
5. On February 24, 2015, the reporting person was granted 1,347 restricted stock units, vesting in four equal (subject to rounding) annual installments beginning on February 24, 2016.
6. On February 27, 2013, the reporting person was granted 2,052 restricted stock units, vesting in four equal (subject to rounding) annual installments beginning on February 27, 2014.

Remarks:

/s/ Bryan A. Jacobs, attorney-
in-fact for Christopher Thompson 02/28/2017

** 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.