
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): December 5, 2017 (December 4, 2017)

Vantiv, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

001-35462
(Commission File Number)

26-4532998
(IRS Employer Identification No.)

**8500 Governor's Hill Drive
Symmes Township, Ohio 45249**
(Address of principal executive offices, including zip code)

(513) 900-5250
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

In connection with plans by certain subsidiaries of Vantiv, Inc. (“Vantiv”) to offer senior unsecured notes in a private financing transaction as part of the financing for Vantiv’s potential acquisition of Worldpay Group plc, a public limited company registered in England and Wales (“Worldpay”), Vantiv anticipates disclosing to prospective investors certain summary financial information for Worldpay and the combined company not previously publicly reported. This information is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information furnished on this Form 8-K pursuant to Item 7.01, including the attached Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, regardless of any general incorporation language in such filing.

Item 8.01 Other Events.

On December 4, 2017, Vantiv issued a press release announcing the executive leadership team appointments for the combined company. A copy of the press release is filed as Exhibit 99.2 to this current report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Certain summary financial information not previously reported to the public.
99.2	Management Announcement Press Release

EXHIBIT INDEX

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SIGNATURES

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.

VANTIV, INC.

Dated: December 5, 2017

By: /s/ NELSON F. GREENE

Name: Nelson F. Greene

Title: Chief Legal and Corporate Services Officer and Secretary

PRESENTATION OF FINANCIAL AND OTHER DATA**Financial Information Relating to Worldpay**

The disclosure herein includes historical consolidated financial data of Worldpay as of and for the years ended December 31, 2014, 2015 and 2016, and selected consolidated financial data of Worldpay as of and for the nine months ended September 30, 2016 and 2017. The data for the years ended December 31, 2014, 2015 and 2016, was derived from Worldpay's audited consolidated financial statements prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). The data as of the nine months ended September 30, 2016 and 2017 was derived from Worldpay's unaudited condensed consolidated financial statements. The operating results for the nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the full year.

Non-GAAP, non-IFRS and Pro Forma Financial Measures

The disclosure herein presents non-GAAP, non-IFRS and pro forma financial data including net revenue, EBITDA and Adjusted EBITDA. These are important financial performance measures for us, but are not financial measures as defined by GAAP or IFRS. The presentation of this financial data is not intended to be considered in isolation of or as a substitute for, or superior to, the financial data prepared and presented in accordance with GAAP. We use these non-GAAP, non-IFRS and pro forma financial performance measures for financial and operational decision making and as a means to evaluate period-to-period comparisons. We believe that they provide useful information about operating results, enhance the overall understanding of past financial performance and future prospects, and allow for greater transparency with respect to key metrics used by management in its financial and operational decision making.

In respect of Vantiv, we identify and explain the relevance of each of the non-GAAP measures referenced herein and how they are calculated under "*Summary Unaudited Pro Forma Condensed Consolidated Financial Information.*"

As used herein in respect of Worldpay only, (i) Adjusted EBITDA represents Worldpay's profit for the period before tax charges (credits), share of results of joint ventures, finance costs, and depreciation and amortization, and adjusted to exclude certain separately disclosed items to remove the effects of changes Worldpay believes are not indicative of its underlying operating performance, (ii) Adjusted EBITDA margin represents Adjusted EBITDA divided by net revenue and (iii) "constant currency" refers to the rebasing of prior period results by calculating the foreign exchange translation applied to the prior period using the average foreign exchange rate for the period under review in order to eliminate the effect of fluctuations arising from foreign exchange translation in comparisons of period-on-period financial performance.

**SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA OF VANTIV
AND WORLDPAY**

On August 9, 2017, pursuant to Rule 2.7 of the Takeover Code, Vantiv and Worldpay released the Acquisition Offer Announcement disclosing the terms on which Vantiv intends to make a recommended offer to acquire the issued and to be issued ordinary shares of Worldpay (the holders of such shares, the “Sellers”), both directly and indirectly through Vantiv UK, in a cash and stock transaction. Under the terms of the Acquisition Offer, Worldpay shareholders will be entitled to receive, for each Worldpay ordinary share held by such shareholders, £0.55 in cash and 0.0672 new shares of Vantiv Class A common stock. The Acquisition is to be effected by means of a court-sanctioned scheme of arrangement between Worldpay and Worldpay shareholders under the UK Companies Act. In addition to the consideration payable in connection with the Acquisition Offer, Worldpay shareholders received an interim dividend on October 23, 2017 of £0.008 per Worldpay ordinary share. Worldpay shareholders will furthermore be entitled to receive a special dividend of £0.042 per Worldpay ordinary share on the business day immediately preceding the effective date of the Acquisition (or such other time as Vantiv and Worldpay may agree).

On October 14, 2016, Vantiv, LLC entered into the Second Amended and Restated Credit Facilities Agreement governing the Senior Secured Credit Facilities. Subsequent to the announcement of and in connection with the Acquisition Offer, Vantiv, LLC has executed additional amendments to the loan agreement with various financial institutions and their affiliates, providing Vantiv, LLC with commitments to fund \$1,605 million of additional five-year term A loans, \$1,129 million of additional seven-year term B loans, and \$600 million of additional revolving credit commitments. The proceeds of the additional commitments provided under the Third Amended and Restated Credit Facilities Agreement will be used to, among other things, provide the cash consideration for the Acquisition, refinance certain existing debt of Worldpay, pay fees and expenses in connection with the foregoing and for working capital and general corporate purposes. Upon release from escrow on the Completion Date, the proceeds from the senior unsecured notes offered in connection with the Acquisition Offer will be used to refinance certain existing debt of Worldpay and pay certain fees and expenses in connection with the Acquisition and related financing (the “Transactions”), including fees and expenses to be incurred in connection with this Offering.

The following summary unaudited pro forma condensed combined financial data gives effect to the Transactions, which includes adjustments for the following:

- the conversion of Worldpay’s historical financial statements from pound sterling to U.S. dollars;
- the conversion of Worldpay’s historical financial statements prepared in accordance with IFRS as issued by the IASB to U.S. GAAP;
- certain reclassifications to conform Worldpay’s historical financial statement presentation to Vantiv’s presentation;
- application of the acquisition method of accounting under the provisions of Accounting Standard Codification (“ASC”) 805, and to reflect aggregate offer consideration of approximately \$11.0 billion in exchange for 100% of all outstanding Worldpay ordinary shares;
- proceeds and uses of the new and amended financing arrangements entered into including the senior unsecured notes offered in connection with the Acquisition Offer; and
- transaction costs in connection with the Acquisition and related financing (the “Transactions”).

The following summary unaudited pro forma condensed combined financial data and related notes are based on and should be read in conjunction with (i) the historical audited consolidated financial statements of Vantiv and the related notes for the year ended December 31, 2016 and the historical unaudited consolidated financial statements of Vantiv and related notes for the nine months ended September 30, 2017 and 2016, and (ii) the historical audited consolidated financial statements of Worldpay and the related notes for the year ended December 31, 2016 and the unaudited condensed consolidated financial statements of Worldpay and the related notes for the nine months ended September 30, 2017 and 2016.

The summary unaudited pro forma condensed combined financial data for the nine months ended September 30, 2017 and 2016 and the year ended December 31, 2016 combine the historical consolidated statements of income of Vantiv and Worldpay, giving effect to the Transactions as if it had been completed on January 1, 2016. The summary unaudited pro forma condensed combined statement of financial position as of September 30, 2017 combines the historical condensed combined statements of financial position of Vantiv and Worldpay, giving effect to the Transactions as if they had been completed on September 30, 2017.

The historical consolidated financial information has been adjusted in the pro forma financial data to give effect to pro forma events that are (1) directly attributable to the Transactions, (2) factually supportable and (3) with respect to the unaudited pro forma condensed combined statements of income, expected to have a continuing effect on the combined results of Vantiv and Worldpay. The statements contained herein do not reflect the costs of any integration activities or benefits that may result from the realization of future cost savings from operating efficiencies, or any other synergies that may result from the Transactions.

The summary unaudited pro forma condensed combined financial data is being provided for illustrative purposes only and do not purport to represent what the Combined Company's actual results of operations or financial position would have been had the Transactions been completed on the dates indicated, nor are they necessarily indicative of the Combined Company's future results of operations or financial position for any future period.

The pro forma adjustments are based upon available information and certain assumptions as described in the accompanying notes to the unaudited pro forma condensed combined financial information which management believes are reasonable under the circumstances. Actual results may differ materially from the assumptions within the accompanying unaudited pro forma condensed combined financial information.

Under ASC 805, generally all assets acquired and liabilities assumed are recorded at their acquisition date fair value. For pro forma purposes, the fair value of Worldpay's identifiable tangible and intangible assets acquired and liabilities assumed are based on a preliminary estimate of fair value. Any excess of the purchase price over the fair value of identified assets acquired and liabilities assumed will be recognized as goodwill. Management believes the fair values recognized for the assets acquired and liabilities assumed are based on reasonable estimates and assumptions.

The unaudited pro forma condensed consolidated financial data of the Combined Company for the twelve months ended September 30, 2017 presented in the following tables is calculated by (i) adding (x) the unaudited pro forma combined condensed consolidated financial data of the Combined Company for the nine months ended September 30, 2017 to (y) the unaudited pro forma combined condensed consolidated financial data of the Combined Company for the year ended December 31, 2016 and (ii) subtracting the unaudited pro forma combined condensed consolidated financial data of the Combined Company for the nine months ended September 30, 2016. Such financial data for the twelve months ended September 30, 2017 has not been audited, is not required by or presented in accordance with GAAP or IFRS or any other generally accepted accounting principles, has been prepared for illustrative purposes only and may not necessarily be representative of the results of the Combined Group for such prior period or any future period.

Pro forma Statement of Operations Data

	Unaudited Combined Condensed Pro Forma			
	Year ended	Nine Months		Twelve Months
	December 31, 2016	Ended September 30,		Ended September 30,
	2016	2016	2017	2017
	(\$ thousands)			
Revenue	5,570,191	4,115,128	4,524,269	5,979,332
Network fees and other costs	2,253,923	1,650,247	1,909,879	2,513,555
Net revenue ⁽¹⁾	3,316,268	2,464,881	2,614,390	3,465,777
Sales and marketing	920,296	695,733	737,961	962,524
Other operating costs	580,589	435,417	453,164	598,336
General and administrative	426,338	314,555	359,984	471,767
Depreciation and amortization	656,305	489,277	531,155	698,183
Income from operations	732,740	529,899	532,126	734,967
Interest expense—net	(309,672)	(229,318)	(241,289)	(321,643)
Finance income—Visa Europe	369,003	384,696	122,273	106,580
Finance costs—CVR liabilities	(219,690)	(228,140)	(93,073)	(84,623)
Non-operating income (expense)	(120,494)	(64,946)	14,487	(41,061)
Income before applicable income taxes	451,887	392,191	334,524	394,220
Income tax expense	225,104	208,798	89,496	105,802
Net income	226,783	183,393	245,028	288,418
Less: Net income attributable to non-controlling interests	(32,310)	(25,710)	(22,386)	(28,986)
Net income attributable to Vantiv, Inc	194,473	157,683	222,642	259,432

(1) Net revenue is revenue, less network fees and other costs which primarily consist of pass through expenses incurred in connection with providing processing services to clients, including Visa and Mastercard network association fees, payment network fees, third party processing expenses, telecommunication charges, postage and card production costs.

Pro Forma Balance Sheet Data	Unaudited Combined Condensed Pro Forma As of September 30, 2017
	(\$ thousands)
Cash and cash equivalents	662,313
Total assets	27,735,635
Total long-term liabilities	10,082,269
Non-controlling interests	494,364
Total equity	9,903,249

Other Pro Forma Financial Data

	Unaudited Combined Condensed Pro Forma			As of and for the Twelve Months Ended September 30, 2017
	Year Ended December 31,	Nine Months Ended September 30,		
	2016	2016	2017	
Pro forma EBITDA ⁽¹⁾ (\$ millions)	1,389.0	1,019.2	1,063.3	1,433.1
Pro forma adjusted EBITDA ⁽¹⁾ (\$ millions)	1,557.2	1,142.8	1,224.8	1,639.2
Pro forma adjusted EBITDA ⁽²⁾ margin	47.0%	46.4%	46.8%	47.3%
Pro forma outstanding debt ⁽³⁾ (\$ millions)				8,597.3
Pro forma cash ⁽³⁾ (\$ millions)				662.3
Pro forma net debt (\$ millions) ⁽³⁾				7,935.0
Pro forma total leverage ⁽⁴⁾				5.2x
Pro forma net leverage ⁽⁵⁾				4.8x

Other Pro Forma Data

	Year Ended December 31,			Nine Months Ended September 30,		Twelve Months Ended September 30, 2017
	2014	2015	2016	2016	2017	
	(billions)					
Total Transactions ⁽⁶⁾	31.6	36.1	39.9	29.2	31.0	41.7

(1) The following table reconciles pro forma adjusted EBITDA to pro forma EBITDA and pro forma EBITDA to pro forma net income. Adjusted EBITDA is an important financial performance measure for Vantiv, Inc. and Worldpay, but is not a financial measure as defined by GAAP or IFRS. Such financial measure should not be considered as an alternative to GAAP or IFRS net income, and such measure may not be comparable to those reported by other companies. See "Presentation of Financial and Other Data—Non-GAAP, non-IFRS and Pro Forma Financial Measures."

	Year Ended December 31,	Nine Months Ended September 30,		Twelve Months Ended September 30, 2017
	2016	2016	2017	
	(\$ thousands)			
Pro forma net income	226,783	183,393	245,028	288,418
Pro forma income tax expense	225,104	208,798	89,496	105,802
Pro forma interest expense—net	309,672	229,318	241,289	321,643
Pro forma finance income—Visa Europe ^(a)	(369,003)	(384,696)	(122,273)	(106,580)
Pro forma costs—CVR liabilities ^(a)	219,690	228,140	93,073	84,623
Pro forma costs non-operating (income) expense ^(b)	120,494	64,946	(14,487)	41,061
Pro forma depreciation and amortization	656,305	489,277	531,155	698,183
Pro forma EBITDA	1,389,045	1,019,176	1,063,281	1,433,150
Pro forma share based compensation ^(c)	45,789	33,570	42,585	54,804
Pro forma transition, acquisition and integration costs ^(d)	122,335	90,038	118,975	151,272
Pro forma adjusted EBITDA	1,557,168	1,142,784	1,224,841	1,639,225

(a) See the footnotes to "Summary Consolidated Historical Financial Data of Worldpay—Other Financial Data" for a summary of pro forma finance income—Visa Europe and pro forma costs—CVR liabilities.

- (b) Non-operating income for the year ended December 31, 2016 relates to the change in fair value of a TRA entered into with each of the pre-acquisition owners of Mercury Payment Systems, LLC (“Mercury”) as part of the Mercury Acquisition (the “Mercury TRA”) as well as expenses relating to the refinancing of the Senior Secured Credit Facilities in October 2016. Non-operating expenses for the nine months ended September 30, 2016 primarily related to the change in fair value of the Mercury TRA. Non-operating income for the nine months ended September 30, 2017 consists of an unrealized gain relating to the change in the fair value of a deal contingent forward entered into in connection with the pending Acquisition, partially offset by the change in fair value of the Mercury TRA.
 - (c) Represents share-based awards granted to certain employees and members of board of directors of Vantiv and Worldpay. Share-based awards will continue to be granted in the future.
 - (d) For Vantiv, pro forma transition, acquisition and integration costs relate to costs incurred in connection with acquisitions, charges related to employee termination benefits and other transition activities. For Worldpay, pro forma transition, acquisition and integration costs include separately disclosed items as set out in more detail in “*Summary Consolidated Historical Financial Data of Worldpay*”.
- (2) Represents pro forma adjusted EBITDA divided by pro forma net revenue.
 - (3) As adjusted for the Transactions.
 - (4) Pro forma outstanding debt to pro forma adjusted EBITDA for the twelve months ended September 30, 2017.
 - (5) Pro forma net debt to pro forma adjusted EBITDA for the twelve months ended September 30, 2017.
 - (6) Pro forma total transactions comprises transactions in the Merchant Services and Financial Institution Services segments for Vantiv and transactions in the Global eCom, WPUK and WPUS divisions for Worldpay.

SUMMARY CONSOLIDATED HISTORICAL FINANCIAL DATA OF WORLDPAY

The following tables set forth certain historical consolidated financial data of Worldpay as of and for the years ended December 31, 2014, 2015 and 2016, and selected consolidated financial data of Worldpay as of and for the nine months ended September 30, 2016 and 2017. The data for the years ended December 31, 2014, 2015 and 2016 was derived from Worldpay's audited consolidated financial statements prepared in accordance with IFRS. The data as of the nine months ended September 30, 2016 and 2017 was derived from Worldpay's unaudited condensed consolidated financial statements. The operating results for the nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the full year. Historical results are not necessarily indicative of the results to be expected in the future.

The unaudited condensed consolidated financial data of Worldpay for the twelve months ended September 30, 2017, presented in the following tables is calculated by (i) adding (x) the unaudited consolidated financial data of Worldpay for the nine months ended September 30, 2017 to (y) the consolidated financial data of Worldpay for the year ended December 31, 2016 and (ii) subtracting the unaudited consolidated financial data of Worldpay for the nine months ended September 30, 2016. Such financial data for the twelve months ended September 30, 2017 has not been audited, is not required by or presented in accordance with IFRS or any other generally accepted accounting principles, has been prepared for illustrative purposes only and may not necessarily be representative of the results of Worldpay for such prior period or any future period.

Statement of Operations Data	Year Ended December 31,			Nine Months Ended September 30,		Twelve Months Ended September 30,
	2014	2015	2016	2016	2017	2017
	(€ millions)					
Revenue	3,626.6	3,963.0	4,540.8	3,305.8	3,778.1	5,013.1
Interchange and scheme fees	(2,763.2)	(2,981.3)	(3,416.6)	(2,482.6)	(2,874.3)	(3,808.3)
Net revenue	863.4	981.7	1,124.2	823.2	903.8	1,204.8
Other cost of sales	(98.1)	(121.3)	(139.0)	(103.9)	(114.1)	(149.2)
Gross profit	765.3	860.4	985.2	719.3	789.7	1,055.6
Personnel expenses	(263.0)	(334.5)	(340.0)	(249.4)	(265.3)	(355.9)
General, selling and administrative expenses	(216.2)	(223.5)	(240.0)	(180.6)	(186.9)	(246.3)
Depreciation, amortization and impairment	(161.1)	(135.5)	(128.7)	(92.3)	(124.6)	(161.0)
Operating profit	125.0	166.9	276.5	197.0	212.9	292.4
Finance income—Visa Europe	—	195.7	271.6	275.5	95.9	92.0
Finance costs—CVR liabilities	—	(140.9)	(161.7)	(163.4)	(73.0)	(71.3)
Finance costs—other	(171.8)	(201.4)	(120.8)	(79.1)	(50.5)	(92.2)
Gain on disposal of investment and subsidiary	—	—	—	—	6.9	6.9
Share of results of joint venture and associate	(0.3)	(1.2)	(1.5)	(1.0)	(0.8)	(1.3)
Profit/(loss) before tax	(47.1)	19.1	264.1	229.0	191.4	226.5
Tax charge	(2.9)	(48.9)	(132.6)	(128.6)	(56.6)	(60.6)
Profit/(loss) after tax	(50.0)	(29.8)	131.5	100.4	134.8	165.9

	As of December 31,			As of September 30,	
	2014	2015	2016	2016	2017
Balance Sheet Data					
Cash and cash equivalents	168.7	165.3	714.4	386.1	730.6
Total assets	3,826.8	4,131.4	6,562.7	5,179.2	6,948.3
Total long-term liabilities	(2,411.7)	(1,712.2)	(1,769.6)	(1,756.2)	(1,752.5)
Total equity	(192.1)	671.1	831.9	763.6	910.2

	Year Ended December 31,			Nine Months Ended September 30,		Twelve Months Ended September 30, 2017
	2014	2015	2016	2016	2017	
Cash Flow Data						
	(£ millions)					
Net cash inflow from operating activities	232.0	337.1	318.6	261.0	216.1	273.7
Net cash inflow/(outflow) from investing activities	(242.1)	(195.6)	287.9	17.5	(141.9)	128.5
Net cash (used in)/from financing activities	5.8	(147.1)	(114.4)	(74.9)	(59.1)	(98.6)
Net increase/(decrease) in own cash and cash equivalents	(4.3)	(5.6)	492.1	203.6	15.1	303.6
Own cash and cash equivalents at beginning of the period	181.6	168.7	165.3	165.3	714.4	386.1
Effect of foreign exchange rate changes	(8.6)	2.2	57.0	17.2	1.1	40.9
Own cash and cash equivalents at end of the period	168.7	165.3	714.4	386.1	730.6	730.6

	Year Ended December 31,			Nine Months Ended September 30,		Twelve Months Ended September 30, 2017
	2014	2015	2016	2016	2017	
Other Financial Data						
Adjusted EBITDA(1) (£ millions)	374.7	406.1	467.6	337.8	377.6	507.4
Adjusted EBITDA margin(2)	49.0%	47.2%	47.5%	47.0%	47.8%	48.1%

	Year Ended December 31,			Nine Months Ended September 30,		Twelve Months Ended September 30, 2017
	2014	2015	2016	2016	2017	
Other Data						
	(billions)					
Transactions (Global eCom)	2.9	3.8	5.0	3.6	3.9	5.3
Transactions (WPUK)	5.0	5.4	5.8	4.2	4.6	6.2
Transactions (WPUS)	3.5	3.9	4.2	3.1	3.1	4.2
Total transactions	11.5	13.1	14.9	10.9	11.6	15.7

(1) The following table presents the calculation of Adjusted EBITDA, which is an important financial performance measure for Worldpay, but is not a financial measure as defined by IFRS or as applied by Vantiv under GAAP. Such financial measure should not be considered as an alternative to IFRS net income, and such measure may not be comparable to those reported by other companies. See “Presentation of Financial and Other Data—Non-GAAP, non-IFRS and Pro Forma Financial Measures.”

	Year Ended December 31,			Nine Months Ended September 30,		Twelve Months Ended
	2014	2015	2016	2016	2017	September 30, 2017
	(£ millions)					
Profit/(loss) for the period	(50.0)	(29.8)	131.5	100.4	134.8	165.9
Tax charge	2.9	48.9	132.6	128.6	56.6	60.6
Finance income—Visa Europe ^(a)	—	(195.7)	(271.6)	(275.5)	(95.9)	(92.0)
Finance costs—CVR liabilities ^(b)	—	140.9	161.7	163.4	73.0	71.3
Finance costs—other	171.8	201.4	120.8	79.1	50.5	92.2
Depreciation, amortization and impairment	161.1	135.5	128.7	92.3	124.6	161.0
Share of results of joint venture and associate	0.3	1.2	1.5	1.0	0.8	1.3
Gain on disposal of investment and subsidiary	—	—	—	—	(6.9)	(6.9)
Separately disclosed items ^(c)	88.6	103.7	62.4	48.5	40.1	54.0
Adjusted EBITDA	<u>374.7</u>	<u>406.1</u>	<u>467.6</u>	<u>337.8</u>	<u>377.6</u>	<u>507.4</u>

- (a) On June 21, 2016, Worldpay disposed of its equity interests in Visa Europe to Visa, Inc. Finance income—Visa Europe represents shares of Visa Europe which were accounted for as a financial asset until their disposal, after which the shares have been derecognized from Worldpay's balance sheet with a net gain on disposal recognized.
- (b) Holders of non-voting redeemable contingent value rights shares of Worldpay, a separate class of shares in Worldpay ("CVRs") are entitled to 90% of the net post-tax proceeds of the disposal of Visa Europe in accordance with the terms of the CVRs, with Worldpay retaining 10% of the net proceeds. The settlement of the CVR liabilities could take up to 12 years depending on the settlement of the claims under a loss sharing agreement entered into between Worldpay and the ten other largest U.K. members of Visa Europe. The CVRs are non-voting and are not convertible into ordinary shares. Given the nature of the CVRs, they are classified as financial liabilities recognized initially at fair value and subsequently at amortized cost, with the gain or loss recognized in Finance costs—CVR liabilities in Worldpay's income statement.
- (c) Separately disclosed items are costs or income that have been recognized in the income statement which, due to their nature or size, Worldpay believes should be excluded from the segmental analysis to give a more comparable view of the year-on-year underlying financial performance of each of the operating segments. For the presented periods, these costs are largely related to costs incurred in separating the business from RBS and include the non-capitalized costs of upgrading and migrating Worldpay's core systems. These include staff and maintenance costs and decommissioning costs payable to RBS. In addition, separately disclosed items includes restructuring costs incurred in the turnaround of WPUS and other business restructuring, and for the year ended December 31, 2015 and, to a lesser extent, for the year ended December 31, 2016, costs incurred in connection with the initial public offering of Worldpay.

(2) Represents Adjusted EBITDA divided by gross profit.

VANTIV AND WORLDPAY NAME EXECUTIVE LEADERSHIP TEAM FOR COMBINED COMPANY*New Executive Team Leverages Decades of Payments Expertise to Create Leading Global Integrated Omni-Commerce Payments Provider*

CINCINNATI and LONDON, Dec. 4, 2017 — Today, Vantiv, Inc. (NYSE: VNTV) and Worldpay Group plc (LSE: WPG) announced the executive leadership team appointments for the combined company, reaching another major milestone toward the completion of the transaction.

The combination of Vantiv and Worldpay will create a leading payment provider, powering global integrated omni-commerce through a unique combination of scale, global presence and complementary, distribution, technology and talent, which is reflected in the new executive team.

“Our new executive team leverages the strong talent of the two companies,” said Charles Drucker, President and Chief Executive Officer of Vantiv. “We’ve designed the combined company executive roles in line with the strategic rationale of the transaction, ensuring that we will capitalize on the revenue opportunities and cost synergies before us. Vantiv and Worldpay are stronger together, and we will be able to achieve more combined than either of us could do alone.”

Philip Jansen, Chief Executive Officer of Worldpay, noted “The executive talent we’ve brought together will provide great continuity for the business and will help us have a fast-start in the market as the transaction closes. Given the robust integration planning we’ve been conducting over the past several months, we expect our integration to be seamless for our clients and partners. With this new executive team, Charles and I look forward to creating and leading the world’s strongest global omni-commerce payments provider.”

Effective upon the close of the transaction, the new executive leadership team will be:

- Stephanie Ferris, who currently serves as Vantiv’s Chief Financial Officer, will serve as global CFO, as previously disclosed.
- Royal Cole, who currently leads Vantiv’s Merchant & Financial Institution Services businesses, will serve in an expanded role as Executive Vice President, Head of the North American region.
- Steve Newton, who currently serves as Worldpay’s Interim Chief Operating Officer, will serve as Executive Vice President, Head of the U.K. and European region.
- Shane Happach, who currently leads Worldpay’s Global eCommerce business, will continue leading this key and fast-growing segment globally as Executive Vice President, Head of Global Enterprise eCommerce.
- Matt Taylor, who currently leads Vantiv’s Integrated Payments and Emerging Payments businesses, will serve as Executive Vice President, Global Integrated Payments and SMB eCommerce. This new global business unit will focus on expanding Integrated Payments around the world and winning share of the fast-growing SMB eCommerce customer segment globally.

- Mark Heimboach, who currently serves as Vantiv's Chief Operating Officer, will serve as the combined company's COO, bringing all technology infrastructure, technology development, security and operations team together into one group.
- Mark Kimber, who currently serves as Worldpay's Chief Information Officer, will serve as the combined company's Chief Product Officer to drive the creation of customer-centric innovation and its delivery at scale.
- Kevin McCarten, who currently serves as Worldpay's Chief Strategy Officer, will serve as the combined company's global Chief Strategy Officer.
- Ron Kalifa, who currently serves as Worldpay's Executive Vice Chairman, will serve as Executive Director.
- Ned Greene, who currently serves as Vantiv's Chief Legal and Corporate Services Officer, will serve as the combined company's global CLO and Corporate Secretary of the Board of Directors.
- Kim Martin, who currently serves as Vantiv's Chief Human Resources Officer, will serve as the combined company's global CHRO.

The new company will be led by Charles Drucker as executive chairman and co-CEO, and Philip Jansen as co-CEO. Drucker will lead the company's strategic functions, including executing the integration of the combined business, and Jansen will lead the company's go to market and new sales efforts, including cross-selling across the combined client base.

Cincinnati, Ohio, will be the new company's global and corporate headquarters and London, U.K., will be its international headquarters. The new company's name will be Worldpay, Inc. Upon closing, the company's class A common stock will trade on the New York Stock Exchange under the symbol "WP" and on the London Stock Exchange via a standard listing under the symbol "WPY."

As previously disclosed in the Scheme of Arrangement, Vantiv and Worldpay expect the transaction to close on January 16, 2018 following respective shareholder votes and court approvals.

About Vantiv

Vantiv (NYSE: VNTV) is the largest merchant and PIN debit acquirer in the US, based on number of transactions, processing 25 billion transactions and nearly \$1 trillion in sales volume annually. A leading integrated payment processor, Vantiv offers a comprehensive suite of traditional and innovative payment processing and technology solutions to merchants and financial institutions of all sizes, enabling them to address their payment processing needs through a single provider.

Founded in 1971, Vantiv is using its scale, range of products and services, and technology to expand further into high-growth channels and verticals, including integrated payments, eCommerce, B2B payments, and merchant banking. Headquartered in Cincinnati, Ohio, Vantiv employs approximately 3,700 people.

About Worldpay

Worldpay is a leading payments company with global reach. Worldpay provides an extensive range of technology-led payment products and services to around 400,000 customers, enabling their businesses to grow and prosper. Worldpay manages the increasing complexity of the payments landscape for its customers, allowing them to accept the widest range of payment types around the world. Using its network and technology, Worldpay is able to process payments across 146 countries and 126 currencies. Worldpay helps its customers to accept more than 300 different payment types.

The UK transaction announcement, which contains further information and the terms and conditions of the transaction, can be found at the companies' respective investor relations websites.

Enquiries

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Additional Information

This announcement is being made in respect of a potential transaction involving Worldpay, Vantiv and Bidco. In connection with such transaction, Vantiv has filed a definitive proxy statement (the “**Definitive Proxy Statement**”) and other documents regarding such transaction with the SEC. **Before making any voting or investment decision, investors are urged to carefully read the entire Definitive Proxy Statement and any other relevant documents filed by Vantiv with the SEC, as well as any amendments or supplements to those documents, because they will contain important information about Vantiv, Worldpay and the transaction.** Investors and security holders are also urged to carefully review and consider Vantiv’s public filings with the SEC, including but not limited to its Annual Reports on Form 10-K, its proxy statements, its Current Reports on Form 8-K and its Quarterly Reports on Form 10-Q. Copies of the Definitive Proxy Statement will be mailed to the respective stockholders of Vantiv. A copy of the Definitive Proxy Statement also may be obtained free of charge at the SEC’s web site at <http://www.sec.gov>.

Participants in the Solicitation

Vantiv and its directors, officers and employees may be considered participants in the solicitation of proxies from Vantiv’s stockholders in respect of the potential transaction involving Worldpay and Vantiv. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of Vantiv’s stockholders in connection with such transaction, including names, affiliations and a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the Definitive Proxy Statement and other relevant materials which have been filed with the SEC. Information concerning the interests of Vantiv’s participants in the solicitation, which may, in some cases, be different than those of Vantiv’s stockholders generally, is set forth in the materials filed by Vantiv with the SEC, including in the proxy statement for Vantiv’s 2017 Annual Meeting of Stockholders, which was filed with the SEC on 15 March 2017, as supplemented by other Vantiv filings with the SEC, and is also set forth in the Definitive Proxy Statement.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote of approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Important notices relating to financial advisers

Morgan Stanley & Co. LLC, acting through its affiliate, Morgan Stanley & Co. International plc (“Morgan Stanley”) which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the UK is acting as financial adviser exclusively for Vantiv and no one else in connection with the matters set out in this announcement. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in connection with the contents of this announcement or any other matter referred to herein.

Credit Suisse Securities (USA) LLC, acting through its affiliate, Credit Suisse International (“Credit Suisse”), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting as financial adviser exclusively for Vantiv and Bidco and no one else in connection with the Transaction and/or other matters set out in this announcement and will not be responsible to any person other than Vantiv and Bidco for providing the protections afforded to clients of Credit Suisse, nor for providing advice in relation to the content of this announcement, the Transaction or any matter referred to herein. Neither Credit Suisse nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Credit Suisse in connection with the Transaction, this announcement, any statement contained herein or otherwise.

Notice to U.S. investors

The Transaction relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under Part 26 of the Companies Act. The Transaction, implemented by way of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the U.S. Exchange Act, as amended. Accordingly, the Transaction is subject to the disclosure requirements and practices applicable to a scheme of arrangement involving a target company in England listed on the London Stock Exchange, which differ from the disclosure requirements of U.S. tender offer and proxy solicitation rules. If, in the future, Vantiv exercises its right to implement the Transaction by way of a Takeover Offer and determines to extend the Takeover Offer into the U.S., the Transaction will be made in compliance with applicable U.S. laws and regulations.

The New Vantiv Shares to be issued pursuant to the Transaction have not been registered under the U.S. Securities Act, and may not be offered or sold in the U.S. absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act. The New Vantiv Shares to be issued pursuant to the Transaction will be issued pursuant to the exemption from registration provided by Section 3(a)(10) under the U.S. Securities Act. If, in the future, Vantiv exercises its right to implement the Transaction by way of a Takeover Offer or otherwise in a manner that is not exempt from the

registration requirements of the U.S. Securities Act, it will file a registration statement with the SEC that will contain a prospectus with respect to the issuance of New Vantiv Shares. In this event, Worldpay Shareholders are urged to read these documents and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information, and such documents will be available free of charge at the SEC's website at www.sec.gov or by directing a request to Vantiv's contact for enquiries identified above.

Neither the SEC nor any U.S. state securities commission has approved or disapproved of the New Vantiv Shares to be issued in connection with the Transaction, or determined if this announcement is accurate or complete. Any representation to the contrary is a criminal offence in the U.S.

Worldpay is incorporated under the laws of England and Wales. In addition, some of its officers and directors reside outside the U.S., and some or all of its assets are or may be located in jurisdictions outside the U.S. Therefore, investors may have difficulty effecting service of process within the U.S. upon those persons or recovering against Worldpay or its officers or directors on judgments of U.S. courts, including judgments based upon the civil liability provisions of the U.S. federal securities laws. It may not be possible to sue Worldpay or its officers or directors in a non-US court for violations of the U.S. securities laws.

Forward Looking Statements

This announcement contains certain forward-looking statements with respect to Vantiv, Bidco and Worldpay. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "aim", "will", "may", "would", "could" or "should" or other words of similar meaning or the negative thereof. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial conditions, dividend policy, losses and future prospects, (ii) business and management strategies and the expansion and growth of the operations of the Vantiv Group or the Worldpay Group, and (iii) the effects of government regulation on the business of the Vantiv Group or the Worldpay Group. There are many factors which could cause actual results to differ materially from those expressed or implied in forward looking statements. Among such factors are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals.

These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. By their nature, these forward-looking statements involve known and unknown risks, uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this announcement may cause the actual results, performance or achievements of any such person, or industry results and developments, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that such expectations will prove to have been correct and persons reading this announcement are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. All subsequent oral or written forward-looking statements attributable to Vantiv, Bidco or Worldpay or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. None of Vantiv, Bidco or Worldpay undertakes any obligation to update publicly or revise forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required.

No profit forecast or estimates

No statement in this announcement is intended as a profit forecast or estimate for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per ordinary share, for Vantiv or Worldpay, respectively for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per ordinary share for Vantiv or Worldpay, respectively.

Dealing and Opening Position Disclosure Requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in one per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in Worldpay securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

Publication on website

A copy of this announcement and the documents required to be published pursuant to Rule 26.1 and Rule 26.2 of the Code will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions) on Vantiv's website at www.vantiv.com by no later than 12 noon London time on 5 December 2017.

Neither the contents of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this announcement.

Requesting hard copy documents

In accordance with Rule 30.3 of the Code, a person so entitled may request a copy of this announcement (and any information incorporated into it by reference to another source) in hard copy form free of charge. A person may also request that all future documents, announcements and information sent to that person in relation to the Transaction should be in hard copy form. For persons who have received a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested from Vantiv by contacting Danielle Pointing at Morgan Stanley on +44 20 7425 9523.

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Page 7 of 7