

**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>Thompson Christopher A</u>  (Last) (First) (Middle) VANTIV, INC. 8500 GOVERNORS HILL DRIVE  (Street) CINCINNATI OH 45249  (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 X Officer (give title below) Other (specify below) <u>SVP, Controller and CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2015	
		6. Individual or Joint/Group Filing (Check Applicable Line)  X 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	02/18/2015		M		265	A	\$0 <sup>(1)</sup>	27,211	D	
Class A Common Stock	02/18/2015		F		80	D	\$38.29	27,131	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 2014	(2)	02/18/2015		M			265	(3)	(3)	Class A Common Stock	265	\$0	798	D	
Restricted Stock Units Mid-Year 2014	(2)							(4)	(4)	Class A Common Stock	7,335		7,335	D	
Restricted Stock Units	(2)							(5)	(5)	Class A Common Stock	1,538		1,538	D	
Employee Stock Option (right to buy)	\$21.95							(6)	02/27/2023	Class A Common Stock	12,676		12,676	D	
Employee Stock Option (right to buy)	\$31.02							(7)	02/18/2024	Class A Common Stock	7,276		7,276	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 18, 2014, the reporting person was granted 1,063 restricted stock units, vesting in four equal (subject to rounding) annual installments beginning on February 18, 2015.
4. Half of the restricted stock units vest on July 29, 2016, with the balance vesting in two equal annual installments beginning July 29, 2017.
5. The restricted stock units vest in three equal annual installments beginning February 27, 2015.
6. The option became exercisable as to 3,169 shares on February 27, 2014, and becomes exercisable as to the remaining 9,507 shares in three equal annual installments beginning February 27, 2015.
7. The options vest in four equal annual installments beginning February 18, 2015.

**Remarks:**

/s/ Luke Frutkin, attorney-in-fact for Christopher Thompson 02/20/2015

\*\* Signature of Reporting Person Date

\* 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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