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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 1, 2016

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**Vantiv, Inc.**

(Exact name of registrant as specified in its charter)

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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)

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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))
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**Item 2.02 Results of Operations and Financial Condition.**

On February 3, 2016, Vantiv, Inc. issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2015. A copy of the press release is furnished as Exhibit 99.1 to this current report and is incorporated herein by reference.

The information furnished on this Form 8-K, including the exhibit attached, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) As previously reported, on June 19, 2015, Boon Sim was elected to the Company’s board of directors. At the time of the filing of the original report, the board had not yet determined Mr. Sim’s committee assignments. On February 1, 2016, Mr. Sim was appointed to the Nominating & Corporate Governance Committee. This disclosure should be read in conjunction with the original report on Form 8-K, filed June 23, 2015, describing Mr. Sim’s election to the Company’s board of directors.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                   |
|--------------------|--------------------------------------|
| 99.1               | Press Release dated February 3, 2016 |



**EXHIBIT INDEX**

**Exhibit No.**

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**Description**

99.1

Press Release dated February 3, 2016

## Vantiv Reports Fourth Quarter and Full-Year 2015 Results

- ***Fourth quarter net revenue increased 13% to \$453 Million and pro forma adjusted net income per share increased 23% to \$0.65***
- ***Fourth quarter Merchant Services net revenue increased 14% and Financial Institution Services net revenue increased 7%***
- ***Fourth quarter adjusted EBITDA margin expanded by 100 basis points to 49.1%***
- ***Full-year net revenue increased 20% to \$1,682 Million and pro forma adjusted net income per share increased 20% to \$2.24***

**CINCINNATI, Feb. 3, 2016** - Vantiv, Inc. (NYSE: VNTV) (“Vantiv” or the “company”) today announced financial results for the fourth quarter and full-year ended December 31, 2015. For the fourth quarter, revenue increased 16% to \$852 million as compared to \$734 million in the prior year period. Net revenue increased 13% to \$453 million as compared to \$402 million in the prior year period, reflecting strong growth in both of our segments. On a GAAP basis, net income attributable to Vantiv, Inc. was \$51 million or \$0.31 per diluted share as compared to \$69 million or \$0.35 per diluted share in the prior year period. Pro forma adjusted net income increased 22% to \$128 million as compared to \$105 million in the prior year period. Pro forma adjusted net income per share increased 23% to \$0.65 as compared to \$0.53 in the prior year period. (See Schedule 2 for pro forma adjusted net income and Schedule 6 for GAAP net income reconciliation to pro forma adjusted net income.)

For the full-year 2015, revenue increased 23% to \$3,160 million as compared to \$2,577 million in the prior year. Net revenue increased 20% to \$1,682 million as compared to \$1,403 million in the prior year. On a GAAP basis, net income attributable to Vantiv, Inc. was \$148 million or \$0.95 per diluted share in 2015 as compared to \$125 million or \$0.75 per diluted share in the prior year. Pro forma adjusted net income increased 21% to \$449 million as compared to \$372 million in the prior year. Pro forma adjusted net income per share increased 20% to \$2.24 as compared to \$1.87 in the prior year. (See Schedule 2 for pro forma adjusted net income and Schedule 7 for GAAP net income reconciliation to pro forma adjusted net income.)

Vantiv’s scale and superior cost structure continue to drive high levels of profitability. For the fourth quarter, adjusted EBITDA margin expanded by 100 basis points to 49.1% as compared to 48.1% in the prior year period, primarily due to cost synergies created by the on-going integration of Mercury Payment Systems (“Mercury”). For the full-year 2015, adjusted EBITDA margin was flat as compared to the prior year, primarily due to impacts from the Mercury acquisition, which were offset by cost synergies realized during the year. (See Schedule 8 for a reconciliation of GAAP net income to adjusted EBITDA.)

“Our strong results in 2015 demonstrate how our strategy to invest in our core strengths while expanding into high-growth channels and verticals has successfully generated sustainable organic growth across our business,” said Charles Drucker, president and chief executive officer at Vantiv. “I am proud of the way that our people have navigated the changes in the payments industry to make this a great year while simultaneously positioning us for continued future success.”

### **Merchant Services**

For the fourth quarter, Merchant Services net revenue increased 14% to \$363 million as compared to \$318 million in the prior year period, primarily due to an 8% increase in transactions and a 5% increase in net revenue per transaction as our high growth channels continued to grow at above market rates. Sales and marketing expenses increased 16% to \$125 million in the fourth quarter as compared to \$108 million in the prior year period, primarily due to new sales growth.

For the full-year 2015, Merchant Services net revenue increased 25% to \$1,336 million as compared to \$1,067 million in the prior year, primarily due to a 17% increase in transactions and a 7% increase in net revenue per transaction. The Mercury acquisition was completed during the second quarter of 2014. On a pro forma organic basis, Merchant Services net revenue would have increased 14% for full-year 2015 as compared to the prior year if we had owned Mercury throughout both years. Sales and marketing expenses increased 30% to \$479 million for the full-year as compared to \$368 million in the prior year, due to new sales growth, as well as impacts from the Mercury acquisition.

### **Financial Institution Services**

For the fourth quarter, Financial Institution Services net revenue increased 7% to \$90 million as compared to \$84 million in the prior year period, primarily due to a 4% increase in transactions and a 3% increase in net revenue per transaction primarily due to value added services including the impact of EMV card reissuance. Sales and marketing expenses decreased 14% to \$7 million in the fourth quarter as compared to \$8 million in the prior year period.

For the full-year 2015, Financial Institution Services net revenue increased 3% to \$346 million as compared to \$336 million in the prior year as a 6% increase in transactions was partially offset by lower net revenue per transaction. Sales and marketing expenses decreased 11% to \$25 million for the full-year from \$28 million in the prior year.

### **Full-Year and First Quarter 2016 Financial Outlook**

Based on the current level of transaction trends and new business activity, net revenue for the full-year 2016 is expected to be \$1,795 to \$1,825 million, representing an increase of 7% to 9% above the prior year. Pro forma adjusted net income per share is expected to be \$2.55 to \$2.61 for the full-year, representing an increase of 14% to 17% above the prior year. GAAP net income per share attributable to Vantiv, Inc. is expected to be \$1.27 to \$1.33 for the full-year 2016.

For the first quarter of 2016, net revenue is expected to be \$405 to \$410 million, representing an increase of 8% to 9% above the prior year period. Pro forma adjusted net income per share for the first quarter of 2016 is expected to be \$0.51 to \$0.53, representing an increase of 13% to 18% above the prior year period. GAAP net income per share attributable to Vantiv, Inc. is expected to be \$0.18 to \$0.20 for the first quarter of 2016.

### **Earnings Conference Call and Audio Webcast**

The company will host a conference call to discuss the fourth quarter and full-year 2015 financial results today at 8:00 a.m. EST. The conference call can be accessed live over the phone by dialing (800) 967-0627, or for international callers (913) 981-5549, and referencing conference code 806419. A replay will be available approximately two hours after the call concludes and can be accessed by dialing (888) 203-1112, or for international callers (719) 457-0820, and entering replay passcode 806419. The replay will be available through Wednesday, Feb. 17, 2016. The call will also be webcast live from the company's investor relations website at <http://investors.vantiv.com>. Following completion of the call, a recorded replay of the webcast will be available on the website.

### **ABOUT VANTIV**

Vantiv, Inc. (NYSE: VNTV) is a leading payment processor differentiated by an integrated technology platform. 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. We build strong relationships with our customers, helping them become more efficient, more secure and more successful. Vantiv is the second largest merchant acquirer and the largest PIN debit acquirer based on number of transactions in the U.S. The company's growth strategy includes expanding further into high-growth channels and verticals, including integrated payments, ecommerce, and merchant bank. Visit us at the new [www.vantiv.com](http://www.vantiv.com), or follow us on Twitter, Facebook, LinkedIn, Google+ and YouTube.

### **Non-GAAP and Pro Forma Financial Measures**

This earnings release presents non-GAAP and pro forma financial information including net revenue, adjusted EBITDA, pro forma adjusted net income, and pro forma adjusted net income per share. These are important financial performance measures for the company, but are not financial measures as defined by GAAP. The presentation of this financial information is not intended to be considered in isolation of or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. The company uses these non-GAAP and pro forma financial performance measures for financial and operational decision making and as a means to evaluate period-to-period comparisons. The company believes 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. Reconciliations of these measures to the most directly comparable GAAP financial measures are presented in the attached schedules.

### **Forward-Looking Statements**

This release contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this release are forward-looking statements including any statements regarding guidance and statements of a general economic or industry specific nature. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, guidance, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "should," "can have," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this release are based on assumptions that we have made in light of our industry experience and our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. As you review and consider information presented herein, you should understand that these statements are not guarantees of future performance or results. They depend upon future events and are subject to risks, uncertainties (many of which are beyond our control) and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual future performance or results and cause them to differ materially from those anticipated in the forward-looking statements. Certain of these factors and other risks are discussed in the company's filings with the U.S. Securities and Exchange Commission (the "SEC") and include, but are not limited to: (i) our ability to adapt to developments and change in our industry; (ii) competition; (iii) unauthorized disclosure of data or security breaches; (iv) systems failures or interruptions; (v) our ability to expand our market share or enter new markets; (vi) our ability to identify and complete acquisitions, joint ventures and partnerships; (vii) failure to comply with applicable requirements of Visa, MasterCard or other payment networks or changes in those requirements; (viii) our ability to pass along fee increases; (ix) termination of sponsorship or clearing services; (x) loss of clients or referral partners; (xi) reductions in overall consumer, business and government spending; (xii) fraud by merchants or others; (xiii) a decline in the use of credit, debit or prepaid cards; (xiv) consolidation in the banking and retail industries; (xv) the effects of governmental regulation or changes in laws; and (xvi) outcomes of future litigation or investigations. Should one or more of these risks or uncertainties materialize, or should any of these assumptions prove incorrect, our actual results may vary in material respects from those projected in these forward-looking statements. More information on potential factors that could affect the company's financial results and performance is included from time to time in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the company's periodic reports filed with the SEC, including the company's most recently filed Annual Report on Form 10-K and its subsequent filings with the SEC.

Any forward-looking statement made by us in this release speaks only as of the date of this release. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

## **CONTACTS**

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**Schedule 1**  
**Vantiv, Inc.**  
**Consolidated Statements of Income**  
*(Unaudited)*  
*(in thousands, except share data)*

|   | Three Months Ended |              |          | Year Ended   |              |          |
|---|--------------------|--------------|----------|--------------|--------------|----------|
|   | December 31,       | December 31, | % Change | December 31, | December 31, | % Change |
|   | 2015               | 2014         |          | 2015         | 2014         |          |
| Revenue   | \$ 852,334         | \$ 733,785   | 16 %     | \$ 3,159,938 | \$ 2,577,203 | 23%      |
| Network fees and other costs  | 399,159            | 331,635      | 20 %     | 1,478,202    | 1,174,665    | 26%      |
| Net revenue   | 453,175            | 402,150      | 13 %     | 1,681,736    | 1,402,538    | 20%      |
| Sales and marketing   | 132,488            | 116,169      | 14 %     | 503,949      | 396,353      | 27%      |
| Other operating costs   | 72,213             | 64,657       | 12 %     | 284,066      | 242,439      | 17%      |
| General and administrative  | 45,974             | 47,406       | (3)%     | 182,369      | 173,986      | 5%       |
| Depreciation and amortization   | 70,843             | 70,893       | — %      | 276,942      | 275,069      | 1%       |
| Income from operations  | 131,657            | 103,025      | 28 %     | 434,410      | 314,691      | 38%      |
| Interest expense—net  | (26,967)           | (27,612)     | (2)%     | (105,736)    | (79,701)     | 33%      |
| Non-operating income (expense)(1)                                       | (7,469)            | 34,427       | (122)%   | (31,268)     | 177          | NM       |
| Income before applicable income taxes                                   | 97,221             | 109,840      | (11)%    | 297,406      | 235,167      | 26%      |
| Income tax expense  | 26,829             | 28,099       | (5)%     | 88,177       | 66,177       | 33%      |
| Net income  | 70,392             | 81,741       | (14)%    | 209,229      | 168,990      | 24%      |
| Less: Net income attributable to non-controlling interests              | (19,463)           | (13,162)     | 48 %     | (61,283)     | (43,698)     | 40%      |
| Net income attributable to Vantiv, Inc.                                 | \$ 50,929          | \$ 68,579    | (26)%    | \$ 147,946   | \$ 125,292   | 18%      |
| Net income per share attributable to Vantiv, Inc. Class A common stock: |                    |              |          |              |              |          |
| Basic   | \$ 0.35            | \$ 0.48      | (27)%    | \$ 1.02      | \$ 0.88      | 16%      |
| Diluted(2)  | \$ 0.31            | \$ 0.35      | (11)%    | \$ 0.95      | \$ 0.75      | 27%      |
| Shares used in computing net income per share of Class A common stock:  |                    |              |          |              |              |          |
| Basic   | 145,059,903        | 144,338,660  |          | 145,044,577  | 141,936,933  |          |
| Diluted   | 198,519,558        | 199,432,403  |          | 200,934,442  | 199,170,813  |          |
| Non Financial Data:   |                    |              |          |              |              |          |
| Transactions (in millions)  | 6,084              | 5,657        | 8 %      | 22,991       | 20,077       | 15%      |

(1) Non-operating income (expense) for the three months and year ended December 31, 2015 primarily relates to the change in fair value of a tax receivable agreement ("TRA") entered into as part of the acquisition of Mercury. The three months ended December 31, 2014 amount relates to a benefit recorded as a result of a reduction in certain TRA liabilities, partially offset by the change in fair value of a TRA entered into as part of the acquisition of Mercury. The full year 2014 amount includes these items as well as expenses relating to the refinancing of our senior secured credit facilities in June 2014.

(2) Due to our structure as a C corporation and Vantiv Holding's structure as a pass-through entity for tax purposes, the numerator in the diluted net income per share calculation is adjusted to reflect our income tax expense at an expected effective tax rate assuming the conversion of the Class B units of Vantiv Holding into shares of our Class A common stock. The expected effective tax rate for the three and twelve months ended December 31, 2015 was 36.0% compared to 36.5% for the three and twelve months ended December 31, 2014. The components of the diluted net income per share calculation are as follows:

|                                       | Three Months Ended |              | Year Ended   |              |
|---------------------------------------|--------------------|--------------|--------------|--------------|
|                                       | December 31,       | December 31, | December 31, | December 31, |
|                                       | 2015               | 2014         | 2015         | 2014         |
| Income before applicable income taxes | \$ 97,221          | \$ 109,840   | \$ 297,406   | \$ 235,167   |
| Taxes                                 | 35,000             | 40,092       | 107,066      | 85,836       |
| Net income                            | \$ 62,221          | \$ 69,748    | \$ 190,340   | \$ 149,331   |
| Diluted shares                        | 198,519,558        | 199,432,403  | 200,934,442  | 199,170,813  |
| Diluted EPS                           | \$ 0.31            | \$ 0.35      | \$ 0.95      | \$ 0.75      |



**Schedule 2**  
**Vantiv, Inc.**  
**Pro Forma Adjusted Net Income**  
*(Unaudited)*  
*(in thousands, except share data)*

See schedules 6 and 7 for a reconciliation of GAAP net income to pro forma adjusted net income.

|   | Three Months Ended |              |          | Year Ended   |              |          |
|---|--------------------|--------------|----------|--------------|--------------|----------|
|   | December 31,       | December 31, | % Change | December 31, | December 31, | % Change |
|   | 2015               | 2014         |          | 2015         | 2014         |          |
| Revenue   | \$ 852,334         | \$ 733,785   | 16 %     | \$ 3,159,938 | \$ 2,577,203 | 23%      |
| Network fees and other costs                            | 399,159            | 331,635      | 20 %     | 1,478,202    | 1,174,665    | 26%      |
| Net revenue   | 453,175            | 402,150      | 13 %     | 1,681,736    | 1,402,538    | 20%      |
| Sales and marketing                                     | 132,488            | 116,169      | 14 %     | 503,949      | 396,353      | 27%      |
| Other operating costs                                   | 67,751             | 60,384       | 12 %     | 256,261      | 225,743      | 14%      |
| General and administrative                              | 30,591             | 31,997       | (4)%     | 117,099      | 110,029      | 6%       |
| Adjusted EBITDA(1)                                      | 222,345            | 193,600      | 15 %     | 804,427      | 670,413      | 20%      |
| Depreciation and amortization                           | 22,833             | 19,825       | 15 %     | 85,501       | 76,506       | 12%      |
| Adjusted income from operations                         | 199,512            | 173,775      | 15 %     | 718,926      | 593,907      | 21%      |
| Interest expense—net                                    | (26,967)           | (27,612)     | (2)%     | (105,736)    | (79,701)     | 33%      |
| Non-GAAP adjusted income before applicable income taxes | 172,545            | 146,163      | 18 %     | 613,190      | 514,206      | 19%      |
| Pro Forma Adjustments:                                  |                    |              |          |              |              |          |
| Income tax expense(2)                                   | 62,116             | 53,349       | 16 %     | 220,748      | 187,685      | 18%      |
| Tax adjustments(3)                                      | (18,008)           | (12,457)     | 45 %     | (58,186)     | (46,462)     | 25%      |
| Less: JV non-controlling interest(4)                    | (31)               | (135)        | (77)%    | (1,501)      | (622)        | 141%     |
| Pro forma adjusted net income(5)                        | \$ 128,406         | \$ 105,136   | 22 %     | \$ 449,127   | \$ 372,361   | 21%      |
| Pro forma adjusted net income per share(6)              |                    |              |          |              |              |          |
|   | \$ 0.65            | \$ 0.53      | 23 %     | \$ 2.24      | \$ 1.87      | 20%      |
| Adjusted shares outstanding                             | 198,519,558        | 199,432,403  |          | 200,934,442  | 199,170,813  |          |
| Non Financial Data:                                     |                    |              |          |              |              |          |
| Transactions (in millions)                              | 6,084              | 5,657        | 8 %      | 22,991       | 20,077       | 15%      |

**Non-GAAP and Pro Forma Financial Measures**

This schedule presents non-GAAP and pro forma financial measures, which are important financial performance measures for the Company, but are not financial measures as defined by GAAP. Such financial measures should not be considered as alternatives to GAAP net income, and such measures may not be comparable to those reported by other companies.

Pro forma adjusted net income is derived from GAAP net income, adjusting for the following items: (a) amortization of intangible assets acquired in business combinations and customer portfolio and related asset acquisitions and the write down of a trade name in June 2014; (b) non-operating income (expense) is primarily associated with the refinancing of our debt in 2014, a benefit recorded as a result of a reduction in certain TRA liabilities in 2014, and the change in fair value of a TRA entered into as part of the acquisition of Mercury; (c) adjustments to income tax expense assuming conversion of the Fifth Third Bank non-controlling interests into shares of Class A common stock; (d) share-based compensation; (e) acquisition and integration costs incurred in connection with our acquisitions, costs associated with our separation from Fifth Third Bank and charges related to employee termination benefits and other transition activities; and (f) tax benefits due to the amortization of intangible assets and other tax attributes resulting from or acquired with our acquisitions, and to the tax basis step up associated with our separation from Fifth Third Bank and the purchase or exchange of Class B units of Vantiv Holding, net of payment obligations under tax receivable agreements.

(1) See schedule 8 for a reconciliation of GAAP net income to adjusted EBITDA.

(2) Represents income tax expense at an effective rate of 36.0% for the three months and year ended December 31, 2015 and 36.5% for the three months and year ended December 31, 2014, assuming the conversion of the Class B units of Vantiv Holding into shares of Class A common stock, including the tax effect of adjustments described above.

(3) Represents tax benefits due to the amortization of intangible assets and other tax attributes resulting from or acquired with our acquisitions, and to the tax basis step up associated with our separation from Fifth Third Bank and the purchase or exchange of Class B units of Vantiv Holding, net of payment obligations under tax receivable agreements.

(4) Represents the non-controlling interest, net of pro forma income tax expense discussed in (2) above, associated with a consolidated joint venture formed in May 2014.

(5) Pro forma adjusted net income assumes the conversion of non-controlling interests into shares of Class A common stock.

(6) Pro forma adjusted net income per share is calculated as pro forma adjusted net income divided by adjusted shares outstanding.

**Schedule 3**  
**Vantiv, Inc.**  
**Segment Information**  
*(Unaudited)*  
*(in thousands)*

**Merchant Services**

|                              | <b>Three Months Ended December 31,</b> |             |                  |                 |
|------------------------------|--|-------------|------------------|-----------------|
|                              | <b>2015</b>                            | <b>2014</b> | <b>\$ Change</b> | <b>% Change</b> |
| Total revenue                | \$ 721,542                             | \$ 613,376  | \$ 108,166       | 18%             |
| Network fees and other costs | 358,598                                | 295,361     | 63,237           | 21%             |
| Net revenue                  | 362,944                                | 318,015     | 44,929           | 14%             |
| Sales and marketing          | 125,301                                | 107,773     | 17,528           | 16%             |
| Segment profit               | \$ 237,643                             | \$ 210,242  | \$ 27,401        | 13%             |

Non-financial data:

|                             |           |           |  |    |
|-----------------------------|-----------|-----------|--|----|
| Transactions (in millions)  | 5,072     | 4,687     |  | 8% |
| Net revenue per transaction | \$ 0.0716 | \$ 0.0679 |  | 5% |

|                              | <b>Year Ended December 31,</b> |              |                  |                 |
|------------------------------|--------------------------------|--------------|------------------|-----------------|
|                              | <b>2015</b>                    | <b>2014</b>  | <b>\$ Change</b> | <b>% Change</b> |
| Total revenue                | \$ 2,656,906                   | \$ 2,100,367 | \$ 556,539       | 26%             |
| Network fees and other costs | 1,321,312                      | 1,033,801    | 287,511          | 28%             |
| Net revenue                  | 1,335,594                      | 1,066,566    | 269,028          | 25%             |
| Sales and marketing          | 478,736                        | 367,998      | 110,738          | 30%             |
| Segment profit               | \$ 856,858                     | \$ 698,568   | \$ 158,290       | 23%             |

Non-financial data:

|                             |           |           |  |     |
|-----------------------------|-----------|-----------|--|-----|
| Transactions (in millions)  | 18,959    | 16,262    |  | 17% |
| Net revenue per transaction | \$ 0.0704 | \$ 0.0656 |  | 7%  |

**Financial Institution Services**

|                              | <b>Three Months Ended December 31,</b> |             |                  |                 |
|------------------------------|--|-------------|------------------|-----------------|
|                              | <b>2015</b>                            | <b>2014</b> | <b>\$ Change</b> | <b>% Change</b> |
| Total revenue                | \$ 130,792                             | \$ 120,409  | \$ 10,383        | 9%              |
| Network fees and other costs | 40,561                                 | 36,274      | 4,287            | 12%             |
| Net revenue                  | 90,231                                 | 84,135      | 6,096            | 7%              |
| Sales and marketing          | 7,187                                  | 8,396       | (1,209)          | (14)%           |
| Segment profit               | \$ 83,044                              | \$ 75,739   | \$ 7,305         | 10%             |

Non-financial data:

|                             |           |           |  |    |
|-----------------------------|-----------|-----------|--|----|
| Transactions (in millions)  | 1,012     | 970       |  | 4% |
| Net revenue per transaction | \$ 0.0892 | \$ 0.0867 |  | 3% |

|                              | <b>Year Ended December 31,</b> |             |                  |                 |
|------------------------------|--------------------------------|-------------|------------------|-----------------|
|                              | <b>2015</b>                    | <b>2014</b> | <b>\$ Change</b> | <b>% Change</b> |
| Total revenue                | \$ 503,032                     | \$ 476,836  | \$ 26,196        | 5%              |
| Network fees and other costs | 156,890                        | 140,864     | 16,026           | 11%             |
| Net revenue                  | 346,142                        | 335,972     | 10,170           | 3%              |
| Sales and marketing          | 25,213                         | 28,355      | (3,142)          | (11)%           |
| Segment profit               | \$ 320,929                     | \$ 307,617  | \$ 13,312        | 4%              |

Non-financial data:

|                             |           |           |  |      |
|-----------------------------|-----------|-----------|--|------|
| Transactions (in millions)  | 4,032     | 3,815     |  | 6%   |
| Net revenue per transaction | \$ 0.0858 | \$ 0.0881 |  | (3)% |

**Schedule 4**  
**Vantiv, Inc.**  
**Condensed Consolidated Statements of Financial Position**  
*(Unaudited)*  
*(in thousands)*

|  | December 31, 2015 | December 31, 2014 |
|--|-------------------|-------------------|
| <b>Assets</b>  |                   |                   |
| Current assets:  |                   |                   |
| Cash and cash equivalents  | \$ 197,096        | \$ 411,568        |
| Accounts receivable—net  | 680,033           | 607,674           |
| Related party receivable   | 3,999             | 6,164             |
| Settlement assets  | 143,563           | 135,422           |
| Prepaid expenses   | 31,147            | 26,906            |
| Other  | 61,661            | 27,002            |
| Total current assets   | 1,117,499         | 1,214,736         |
| Customer incentives  | 57,984            | 39,210            |
| Property, equipment and software—net                                       | 308,009           | 281,715           |
| Intangible assets—net  | 863,066           | 1,034,692         |
| Goodwill   | 3,366,528         | 3,291,366         |
| Deferred taxes   | 731,622           | 429,623           |
| Other assets   | 20,718            | 44,741            |
| Total assets   | \$ 6,465,426      | \$ 6,336,083      |
| <b>Liabilities and equity</b>  |                   |                   |
| Current liabilities:   |                   |                   |
| Accounts payable and accrued expenses                                      | \$ 364,878        | \$ 299,771        |
| Related party payable  | 4,698             | 2,035             |
| Settlement obligations   | 677,502           | 501,042           |
| Current portion of note payable  | 116,501           | 116,501           |
| Current portion of tax receivable agreement obligations to related parties | 31,232            | 22,789            |
| Current portion of tax receivable agreement obligations                    | 64,227            | —                 |
| Deferred income  | 14,470            | 5,480             |
| Current maturities of capital lease obligations                            | 7,931             | 8,158             |
| Other  | 13,940            | 7,557             |
| Total current liabilities  | 1,295,379         | 963,333           |
| Long-term liabilities:   |                   |                   |
| Note payable   | 2,943,638         | 3,277,237         |
| Tax receivable agreement obligations to related parties                    | 801,829           | 597,273           |
| Tax receivable agreement obligations                                       | 126,980           | 152,420           |
| Capital lease obligations  | 21,801            | 14,779            |
| Deferred taxes   | 15,836            | 24,380            |
| Other  | 34,897            | 6,075             |
| Total long-term liabilities  | 3,944,981         | 4,072,164         |
| Total liabilities  | 5,240,360         | 5,035,497         |
| Commitments and contingencies  |                   |                   |
| Equity:  |                   |                   |
| Total equity (1)   | 1,225,066         | 1,300,586         |
| Total liabilities and equity   | \$ 6,465,426      | \$ 6,336,083      |

(1) Includes equity attributable to non-controlling interests.

**Schedule 5**  
**Vantiv, Inc.**  
**Consolidated Statements of Cash Flows**  
*(Unaudited)(in thousands)*

|   | Year Ended        |                    |
|---|-------------------|--------------------|
|   | December 31, 2015 | December 31, 2014  |
| <b>Operating Activities:</b>  |                   |                    |
| Net income  | \$ 209,229        | \$ 168,990         |
| Adjustments to reconcile net income to net cash provided by operating activities: |                   |                    |
| Depreciation and amortization expense   | 276,942           | 240,802            |
| Write-off of intangible asset   | —                 | 34,267             |
| Amortization of customer incentives   | 18,256            | 12,032             |
| Amortization and write-off of debt issuance costs                                 | 8,376             | 31,956             |
| Share-based compensation expense  | 30,492            | 42,171             |
| Deferred taxes  | 55,280            | 32,469             |
| Excess tax benefit from share-based compensation                                  | (16,707)          | (13,420)           |
| Tax receivable agreements non-cash items  | 28,171            | (25,838)           |
| Other   | (945)             | —                  |
| Change in operating assets and liabilities:                                       |                   |                    |
| Accounts receivable and related party receivable                                  | (70,194)          | (94,326)           |
| Net settlement assets and obligations   | 168,319           | 157,663            |
| Customer incentives   | (32,892)          | (17,108)           |
| Prepaid and other assets  | 11,324            | (25,557)           |
| Accounts payable and accrued expenses   | 57,861            | 53,172             |
| Payable to related party  | 2,663             | (433)              |
| Other liabilities   | 11,703            | (3,935)            |
| Net cash provided by operating activities   | <u>757,878</u>    | <u>592,905</u>     |
| <b>Investing Activities:</b>  |                   |                    |
| Purchases of property and equipment   | (84,730)          | (103,179)          |
| Acquisition of customer portfolios and related assets                             | (41,997)          | (29,596)           |
| Purchase of investments   | —                 | (7,487)            |
| Cash used in acquisitions, net of cash acquired                                   | —                 | (1,658,694)        |
| Net cash used in investing activities   | <u>(126,727)</u>  | <u>(1,798,956)</u> |
| <b>Financing Activities:</b>  |                   |                    |
| Proceeds from issuance of long-term debt  | —                 | 3,443,000          |
| Borrowings on revolving credit facility   | 177,000           | —                  |
| Repayment of debt and capital lease obligations                                   | (503,462)         | (1,870,540)        |
| Payment of debt issuance costs  | —                 | (38,092)           |
| Proceeds from exercise of Class A common stock options                            | 13,630            | 4,492              |
| Warrant termination   | (200,219)         | —                  |
| Repurchase of Class A common stock  | (200,406)         | (59,364)           |
| Repurchase of Class A common stock (to satisfy tax withholding obligations)       | (16,527)          | (17,801)           |
| Settlement of certain tax receivable agreements                                   | (94,022)          | —                  |
| Payments under tax receivable agreements  | (22,805)          | (8,639)            |
| Excess tax benefit from share-based compensation                                  | 16,707            | 13,420             |
| Distribution to non-controlling interests   | (12,892)          | (22,911)           |
| (Decrease) increase in cash overdraft   | (2,627)           | 2,627              |
| Net cash (used in) provided by financing activities                               | <u>(845,623)</u>  | <u>1,446,192</u>   |
| Net (decrease) increase in cash and cash equivalents                              | <u>(214,472)</u>  | <u>240,141</u>     |
| Cash and cash equivalents—Beginning of period                                     | 411,568           | 171,427            |
| Cash and cash equivalents—End of period   | <u>\$ 197,096</u> | <u>\$ 411,568</u>  |
| <b>Cash Payments:</b>   |                   |                    |
| Interest  | \$ 98,971         | \$ 70,751          |
| Taxes   | 6,565             | 35,157             |
| <b>Non-cash Items:</b>  |                   |                    |
| Issuance of tax receivable agreements to related parties                          | \$ 376,597        | \$ 109,400         |
| Issuance of tax receivable agreement as contingent consideration                  | —                 | 137,860            |
| Assets acquired under capital lease obligations                                   | —                 | 12,997             |



**Schedule 6**  
**Vantiv, Inc.**  
**Reconciliation of GAAP Net Income to Pro Forma Adjusted Net Income**  
*(Unaudited)*  
*(in thousands)*

Three Months Ended December 31, 2015

|                                       | Non-GAAP Adjustments |  |                          |                                      |                                   | Pro Forma Adjustments       |                 | Pro Forma Adjusted Net Income |
|---------------------------------------|----------------------|--|--------------------------|--------------------------------------|-----------------------------------|-----------------------------|-----------------|-------------------------------|
|                                       | GAAP                 | Transition, Acquisition and Integration(1) | Share-Based Compensation | Amortization of Intangible Assets(2) | Non Operating Income (Expense)(3) | Non-controlling Interest(4) | Tax Adjustments |                               |
| Revenue                               | \$ 852,334           | \$ —                                       | \$ —                     | \$ —                                 | \$ —                              | \$ —                        | \$ —            | \$ 852,334                    |
| Network fees and other costs          | 399,159              | —  | —                        | —                                    | —                                 | —                           | —               | 399,159                       |
| Net revenue                           | 453,175              | —  | —                        | —                                    | —                                 | —                           | —               | 453,175                       |
| Sales and marketing                   | 132,488              | —  | —                        | —                                    | —                                 | —                           | —               | 132,488                       |
| Other operating costs                 | 72,213               | (4,462)                                    | —                        | —                                    | —                                 | —                           | —               | 67,751                        |
| General and administrative            | 45,974               | (8,743)                                    | (6,640)                  | —                                    | —                                 | —                           | —               | 30,591                        |
| Depreciation and amortization         | 70,843               | —  | —                        | (48,010)                             | —                                 | —                           | —               | 22,833                        |
| Income from operations                | 131,657              | 13,205                                     | 6,640                    | 48,010                               | —                                 | —                           | —               | 199,512                       |
| Interest expense—net                  | (26,967)             | —  | —                        | —                                    | —                                 | —                           | —               | (26,967)                      |
| Non-operating income (expense)        | (7,469)              | —  | —                        | —                                    | 7,469                             | —                           | —               | —                             |
| Income before applicable income taxes | 97,221               | 13,205                                     | 6,640                    | 48,010                               | 7,469                             | —                           | —               | 172,545                       |
| Income tax expense                    | 26,829               | —  | —                        | —                                    | —                                 | —                           | 35,287 (5)      | 62,116                        |
| Tax adjustments                       | —                    | —  | —                        | —                                    | —                                 | —                           | (18,008) (6)    | (18,008)                      |
| Less: JV non-controlling interest     | —                    | —  | —                        | —                                    | —                                 | (31)                        | —               | (31)                          |
| Net income                            | \$ 70,392            | \$ 13,205                                  | \$ 6,640                 | \$ 48,010                            | \$ 7,469                          | \$ (31)                     | \$ (17,279)     | \$ 128,406                    |

Three Months Ended December 31, 2014

|                                       | Non-GAAP Adjustments |  |                          |                                      |                                   | Pro Forma Adjustments       |                 | Pro Forma Adjusted Net Income |
|---------------------------------------|----------------------|--|--------------------------|--------------------------------------|-----------------------------------|-----------------------------|-----------------|-------------------------------|
|                                       | GAAP                 | Transition, Acquisition and Integration(1) | Share-Based Compensation | Amortization of Intangible Assets(2) | Non Operating Income (Expense)(3) | Non-controlling Interest(4) | Tax Adjustments |                               |
| Revenue                               | \$ 733,785           | \$ —                                       | \$ —                     | \$ —                                 | \$ —                              | \$ —                        | \$ —            | \$ 733,785                    |
| Network fees and other costs          | 331,635              | —  | —                        | —                                    | —                                 | —                           | —               | 331,635                       |
| Net revenue                           | 402,150              | —  | —                        | —                                    | —                                 | —                           | —               | 402,150                       |
| Sales and marketing                   | 116,169              | —  | —                        | —                                    | —                                 | —                           | —               | 116,169                       |
| Other operating costs                 | 64,657               | (4,273)                                    | —                        | —                                    | —                                 | —                           | —               | 60,384                        |
| General and administrative            | 47,406               | (4,035)                                    | (11,374)                 | —                                    | —                                 | —                           | —               | 31,997                        |
| Depreciation and amortization         | 70,893               | —  | —                        | (51,068)                             | —                                 | —                           | —               | 19,825                        |
| Income from operations                | 103,025              | 8,308                                      | 11,374                   | 51,068                               | —                                 | —                           | —               | 173,775                       |
| Interest expense—net                  | (27,612)             | —  | —                        | —                                    | —                                 | —                           | —               | (27,612)                      |
| Non-operating income (expense)        | 34,427               | —  | —                        | —                                    | (34,427)                          | —                           | —               | —                             |
| Income before applicable income taxes | 109,840              | 8,308                                      | 11,374                   | 51,068                               | (34,427)                          | —                           | —               | 146,163                       |
| Income tax expense                    | 28,099               | —  | —                        | —                                    | —                                 | —                           | 25,250 (5)      | 53,349                        |
| Tax adjustments                       | —                    | —  | —                        | —                                    | —                                 | —                           | (12,457) (6)    | (12,457)                      |
| Less: JV non-controlling interest     | —                    | —  | —                        | —                                    | —                                 | (135)                       | —               | (135)                         |
| Net income                            | \$ 81,741            | \$ 8,308                                   | \$ 11,374                | \$ 51,068                            | \$ (34,427)                       | \$ (135)                    | \$ (12,793)     | \$ 105,136                    |

### **Pro Forma Financial Measures**

This schedule presents pro forma financial measures, which are important financial performance measures for the Company, but are not financial measures as defined by GAAP. Such financial measures should not be considered as alternatives to GAAP net income, and such measures may not be comparable to those reported by other companies.

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- (1) Represents acquisition and integration costs incurred in connection with our acquisitions, costs associated with our separation from Fifth Third Bank and charges related to employee termination benefits and other transition activities.
  - (2) Represents amortization of intangible assets acquired through business combinations and customer portfolio and related asset acquisitions.
  - (3) Non-operating income (expense) during 2015 primarily relates to the change in fair value of a TRA entered into as part of the acquisition of Mercury. The 2014 amount relates to a benefit recorded as a result of a reduction in certain TRA liabilities, partially offset by the change in fair value of a TRA entered into as part of the acquisition of Mercury.
  - (4) Represents the non-controlling interest, net of pro forma income tax expense discussed in (5) below, associated with a consolidated joint venture formed in May 2014.
  - (5) Represents adjustments to income tax expense to reflect an effective tax rate of 36.0% for the three months ended December 31, 2015 and 36.5% for the three months ended December 31, 2014, assuming the conversion of the Class B units of Vantiv Holding into shares of Class A common stock, including the tax effect of adjustments described above.
  - (6) Represents tax benefits due to the amortization of intangible assets and other tax attributes resulting from or acquired with our acquisitions, and to the tax basis step up associated with our separation from Fifth Third Bank and the purchase or exchange of Class B units of Vantiv Holding, net of payment obligations under tax receivable agreements.
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**Schedule 7**  
**Vantiv, Inc.**  
**Reconciliation of GAAP Net Income to Pro Forma Adjusted Net Income**  
*(Unaudited)*  
*(in thousands)*

|                                       | Year Ended December 31, 2015 |  |                          |                                      |                                   |                             |                 |                               |
|---------------------------------------|------------------------------|--|--------------------------|--------------------------------------|-----------------------------------|-----------------------------|-----------------|-------------------------------|
|                                       | GAAP                         | Non-GAAP Adjustments                       |                          |                                      | Pro Forma Adjustments             |                             |                 | Pro Forma Adjusted Net Income |
|                                       |                              | Transition, Acquisition and Integration(1) | Share-Based Compensation | Amortization of Intangible Assets(2) | Non Operating Income (Expense)(3) | Non-controlling Interest(4) | Tax Adjustments |                               |
| Revenue                               | \$ 3,159,938                 | \$ —                                       | \$ —                     | \$ —                                 | \$ —                              | \$ —                        | \$ —            | \$ 3,159,938                  |
| Network fees and other costs          | 1,478,202                    | —  | —                        | —                                    | —                                 | —                           | —               | 1,478,202                     |
| Net revenue                           | 1,681,736                    | —  | —                        | —                                    | —                                 | —                           | —               | 1,681,736                     |
| Sales and marketing                   | 503,949                      | —  | —                        | —                                    | —                                 | —                           | —               | 503,949                       |
| Other operating costs                 | 284,066                      | (27,805)                                   | —                        | —                                    | —                                 | —                           | —               | 256,261                       |
| General and administrative            | 182,369                      | (34,778)                                   | (30,492)                 | —                                    | —                                 | —                           | —               | 117,099                       |
| Depreciation and amortization         | 276,942                      | —  | —                        | (191,441)                            | —                                 | —                           | —               | 85,501                        |
| Income from operations                | 434,410                      | 62,583                                     | 30,492                   | 191,441                              | —                                 | —                           | —               | 718,926                       |
| Interest expense—net                  | (105,736)                    | —  | —                        | —                                    | —                                 | —                           | —               | (105,736)                     |
| Non-operating income (expense)        | (31,268)                     | —  | —                        | —                                    | 31,268                            | —                           | —               | —                             |
| Income before applicable income taxes | 297,406                      | 62,583                                     | 30,492                   | 191,441                              | 31,268                            | —                           | —               | 613,190                       |
| Income tax expense                    | 88,177                       | —  | —                        | —                                    | —                                 | —                           | 132,571 (5)     | 220,748                       |
| Tax adjustments                       | —                            | —  | —                        | —                                    | —                                 | —                           | (58,186) (6)    | (58,186)                      |
| Less: JV non-controlling interest     | —                            | —  | —                        | —                                    | —                                 | (1,501)                     | —               | (1,501)                       |
| Net income                            | \$ 209,229                   | \$ 62,583                                  | \$ 30,492                | \$ 191,441                           | \$ 31,268                         | \$ (1,501)                  | \$ (74,385)     | \$ 449,127                    |

|                                       | Year Ended December 31, 2014 |  |                          |                                      |                                   |                             |                 |                               |
|---------------------------------------|------------------------------|--|--------------------------|--------------------------------------|-----------------------------------|-----------------------------|-----------------|-------------------------------|
|                                       | GAAP                         | Non-GAAP Adjustments                       |                          |                                      | Pro Forma Adjustments             |                             |                 | Pro Forma Adjusted Net Income |
|                                       |                              | Transition, Acquisition and Integration(1) | Share-Based Compensation | Amortization of Intangible Assets(2) | Non Operating Income (Expense)(3) | Non-controlling Interest(4) | Tax Adjustments |                               |
| Revenue                               | \$ 2,577,203                 | \$ —                                       | \$ —                     | \$ —                                 | \$ —                              | \$ —                        | \$ —            | \$ 2,577,203                  |
| Network fees and other costs          | 1,174,665                    | —  | —                        | —                                    | —                                 | —                           | —               | 1,174,665                     |
| Net revenue                           | 1,402,538                    | —  | —                        | —                                    | —                                 | —                           | —               | 1,402,538                     |
| Sales and marketing                   | 396,353                      | —  | —                        | —                                    | —                                 | —                           | —               | 396,353                       |
| Other operating costs                 | 242,439                      | (16,696)                                   | —                        | —                                    | —                                 | —                           | —               | 225,743                       |
| General and administrative            | 173,986                      | (21,786)                                   | (42,171)                 | —                                    | —                                 | —                           | —               | 110,029                       |
| Depreciation and amortization         | 275,069                      | —  | —                        | (198,563)                            | —                                 | —                           | —               | 76,506                        |
| Income from operations                | 314,691                      | 38,482                                     | 42,171                   | 198,563                              | —                                 | —                           | —               | 593,907                       |
| Interest expense—net                  | (79,701)                     | —  | —                        | —                                    | —                                 | —                           | —               | (79,701)                      |
| Non-operating income (expense)        | 177                          | —  | —                        | —                                    | (177)                             | —                           | —               | —                             |
| Income before applicable income taxes | 235,167                      | 38,482                                     | 42,171                   | 198,563                              | (177)                             | —                           | —               | 514,206                       |
| Income tax expense                    | 66,177                       | —  | —                        | —                                    | —                                 | —                           | 121,508 (5)     | 187,685                       |
| Tax adjustments                       | —                            | —  | —                        | —                                    | —                                 | —                           | (46,462) (6)    | (46,462)                      |
| Less: JV non-controlling interest     | —                            | —  | —                        | —                                    | —                                 | (622)                       | —               | (622)                         |
| Net income                            | \$ 168,990                   | \$ 38,482                                  | \$ 42,171                | \$ 198,563                           | \$ (177)                          | \$ (622)                    | \$ (75,046)     | \$ 372,361                    |



### **Pro Forma Financial Measures**

This schedule presents pro forma financial measures, which are important financial performance measures for the Company, but are not financial measures as defined by GAAP. Such financial measures should not be considered as alternatives to GAAP net income, and such measures may not be comparable to those reported by other companies.

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- (1) Represents acquisition and integration costs incurred in connection with our acquisitions, costs associated with our separation from Fifth Third Bank and charges related to employee termination benefits and other transition activities.
- (2) Represents amortization of intangible assets acquired through business combinations and customer portfolio and related asset acquisitions. The twelve months ended December 31, 2014 also includes the write-down of a trade name of \$34,267.
- (3) Non-operating income (expense) for 2015 primarily relates to the change in fair value of a TRA entered into as part of the acquisition of Mercury. The 2014 amount relates to a benefit recorded as a result of a reduction in certain TRA liabilities, partially offset by expenses relating to the refinancing of our senior secured credit facilities in June 2014 and the change in fair value of a TRA entered into as part of the acquisition of Mercury.
- (4) Represents the non-controlling interest, net of pro forma income tax expense discussed in (5) below, associated with a consolidated joint venture formed in May 2014.
- (5) Represents adjustments to income tax expense to reflect an effective tax rate of 36.0% for the year ended December 31, 2015 and 36.5% for the year ended December 31, 2014, assuming the conversion of the Class B units of Vantiv Holding into shares of Class A common stock, including the tax effect of adjustments described above.
- (6) Represents tax benefits due to the amortization of intangible assets and other tax attributes resulting from or acquired with our acquisitions, and to the tax basis step up associated with our separation from Fifth Third Bank and the purchase or exchange of Class B units of Vantiv Holding, net of payment obligations under tax receivable agreements.

**Schedule 8****Vantiv, Inc.****Reconciliation of GAAP Net Income to Adjusted EBITDA***(Unaudited)**(in thousands)*

|  | Three Months Ended |              |          | Year Ended   |              |          |
|--|--------------------|--------------|----------|--------------|--------------|----------|
|  | December 31,       | December 31, | % Change | December 31, | December 31, | % Change |
|  | 2015               | 2014         |          | 2015         | 2014         |          |
| Net income                                       | \$ 70,392          | \$ 81,741    | (14)%    | \$ 209,229   | \$ 168,990   | 24 %     |
| Income tax expense                               | 26,829             | 28,099       | (5)%     | 88,177       | 66,177       | 33 %     |
| Non-operating (income) expense(1)                | 7,469              | (34,427)     | (122)%   | 31,268       | (177)        | NM       |
| Interest expense—net                             | 26,967             | 27,612       | (2)%     | 105,736      | 79,701       | 33 %     |
| Share-based compensation                         | 6,640              | 11,374       | (42)%    | 30,492       | 42,171       | (28)%    |
| Transition, acquisition and integration costs(2) | 13,205             | 8,308        | 59 %     | 62,583       | 38,482       | 63 %     |
| Depreciation and amortization                    | 70,843             | 70,893       | — %      | 276,942      | 275,069      | 1 %      |
| Adjusted EBITDA                                  | \$ 222,345         | \$ 193,600   | 15 %     | \$ 804,427   | \$ 670,413   | 20 %     |

**Non-GAAP Financial Measures**

This schedule presents adjusted EBITDA, which is an important financial performance measure for the Company, but is not a financial measure as defined by GAAP. Such financial measure should not be considered as an alternative to GAAP net income, and such measure may not be comparable to those reported by other companies.

(1) Non-operating income (expense) for the three months and year ended December 31, 2015 primarily relates to the change in fair value of a TRA entered into as part of the acquisition of Mercury. The three months ended December 31, 2014 amount relates to a benefit recorded as a result of a reduction in certain TRA liabilities, partially offset by the change in fair value of a TRA entered into as part of the acquisition of Mercury. The full year 2014 amount includes these items as well as expenses relating to the refinancing of our senior secured credit facilities in June 2014.

(2) Represents acquisition and integration costs incurred in connection with our acquisitions, costs associated with our separation from Fifth Third Bank and charges related to employee termination benefits and other transition activities.