
**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): May 12, 2014

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))
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Item 7.01. Regulation FD Disclosure.

On May 12, 2014, Vantiv, Inc. (the “Company”) and Mercury Payment Systems, LLC (“Mercury”) announced that they had entered into a definitive agreement, dated as of May 12, 2014, pursuant to which subsidiaries of the Company will acquire all of the issued and outstanding units of Mercury (the “Transaction”). A copy of the press release containing the announcement is attached hereto as Exhibit 99.1. In addition, the Company will be providing supplemental information regarding the Transaction in a presentation to analysts and investors. The slides to be used in connection with this analyst and investor presentation are attached hereto as Exhibit 99.2.

The information furnished as a part of this Item 7.01 of Form 8-K, including the exhibits attached as Exhibit 99.1 and Exhibit 99.2, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), 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, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Vantiv, Inc., dated May 12, 2014
99.2	Investor Presentation, dated May 12, 2014

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: May 12, 2014

By: /s/ Nelson F. Greene

Name: Nelson F. Greene

Title: Chief Legal Officer and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of Vantiv, Inc., dated May 12, 2014
99.2	Investor Presentation, dated May 12, 2014

Vantiv Announces Agreement to Acquire Mercury Payment Systems from Silver Lake***Positions Vantiv as a leader in high-growth integrated payments***

CINCINNATI and DURANGO, Colo., May 12, 2014 – Vantiv, Inc. (NYSE: VNTV), a leading provider of payment processing services and related technology solutions for merchants and financial institutions of all sizes, announced today an agreement to acquire Mercury Payment Systems, LLC for an aggregate price of \$1.65 billion. Mercury is a payment technology and service leader whose solutions are embedded into point-of-sale software applications and brought to market through their dealer and developer partners. Mercury is currently majority-owned by Silver Lake, a global leader in technology investing.

Vantiv is strategically focused on strengthening and expanding its traditional Merchant and Financial Institutions businesses and continues to invest in strategic partner channels, including integrated payments. The acquisition of Mercury accelerates Vantiv's growth in the integrated payments space, which is expected to increase significantly over the next several years to potentially represent over 30% of total payments volume by 2017.¹ The transaction results in a combination of leading technology, distribution and scale, which along with Vantiv's presence in online and omni-channel commerce, significantly increases Vantiv's penetration into high-growth channels.

"The emergence of integrated payment technology at the point-of-sale delivers a differentiated merchant experience and creates a highly-efficient, cloud-based delivery model for customer acquisition and retention," said Charles Drucker, president and chief executive officer of Vantiv. "By combining Mercury's distribution network and innovative solutions with Vantiv's technology platform and products, we are developing a payments eco-system that allows us to serve these clients in new and exciting ways. Bringing the companies together will dramatically enhance our distribution and technology capabilities to serve a number of large and growing industry verticals."

Mercury features an extensive network of more than 3,000 point-of-sale software developers and dealers that serve small and medium-sized businesses across the U.S. and Canada. In 2013, Mercury generated net revenue of \$237 million, growing by 17% year-over-year, and adjusted EBITDA of \$93 million, growing by 23% year-over-year. Given Mercury's strong double-digit growth, Vantiv expects the transaction to add one to two percentage points to its net revenue growth per year. The transaction is expected to be modestly accretive to non-GAAP earnings per share in 2014, with accelerating accretion in 2015.

"Vantiv and Mercury are aligned in our desire to create integrated software solutions that fulfill the specialized needs of merchants," said Matt Taylor, chief executive officer of Mercury. "Software developers and dealers are helping to lead the way for the future of payments, and combining with Vantiv puts us in a strong competitive position to jointly offer a broader set of value-added products and services to our partners and merchants."

"It has been a privilege to partner with Mercury, and we are very proud of the company's accomplishments since our investment in 2010," said Mike Bingle, a managing director and managing partner of Silver Lake. "Mercury pioneered the offering of integrated payments solutions to merchants and has driven rapid growth by leveraging its large network of partners and pursuing innovative new technologies and services."

Since 2010, Silver Lake has partnered with Mercury on several initiatives to position the company for long-term growth, including the enhancement of Mercury's unique technology capabilities and expansion into new product areas, service lines and industry verticals.

Vantiv's acquisition of Mercury and the prior acquisition of Element Payment Services™, builds upon Vantiv's existing distribution channels, which will increase the ability to provide an expanded set of payments solutions, such as online and omni-channel commerce, to technology partners and dealers. Mercury further expands Vantiv's reach into the small

and medium-sized business segment through Mercury's distribution channel, complementary verticals and its ability to design integrated, value-added innovations for the point-of-sale.

The transaction is expected to close in the second quarter of 2014, subject to required U.S. antitrust clearance and other customary closing conditions. Vantiv will fund the transaction with committed financing. Matt Taylor and the Mercury management team will remain with the company, which will maintain its locations in Colorado.

In view of the entry into the transaction, Mercury is suspending activities related to its proposed initial public offering, and in connection with the consummation of this transaction, will withdraw its registration statement previously filed with the U.S. Securities and Exchange Commission.

Credit Suisse acted as lead financial advisor and BofA Merrill Lynch also acted as financial advisor to Vantiv, and Wachtell, Lipton, Rosen & Katz served as its legal advisor. Morgan Stanley was the lead M&A advisor to Mercury. Mercury was also advised by J.P. Morgan, Barclays, and FT Partners. Simpson Thacher & Bartlett LLP acted as legal advisor.

Conference Call

Vantiv and Mercury will host a conference call to provide additional details, today at 5:00 PM EDT. The conference call can be accessed live over the phone by dialing +1.800.289.0746, or for international callers +1.913.312.0839, and referencing conference code 6629583. A replay will be available approximately two hours after the call concludes, and can be accessed by dialing +1.888.203.1112, or for international callers +1.719.457.0820, and entering replay passcode 6629583. The replay will be available through Monday, May 26, 2014. Presentation slides to be discussed during the conference call will be available for download prior to the call on Vantiv's investor relations website at <http://investors.vantiv.com/>.

¹McKinsey 2012 Payments Study

About Vantiv, Inc.

Vantiv, Inc. (NYSE: VNTV) is a leading, integrated payment processor differentiated by a single, proprietary technology platform. Vantiv offers a comprehensive suite of traditional and innovative payment processing and technology solutions to merchants and financial institutions of all sizes in the U.S., 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 third 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 payment segments, such as integrated payments, payment facilitation (PayFacTM), mobile, prepaid and information solutions, and attractive industry verticals such as business-to-business, ecommerce, healthcare, gaming, government and education. For more information, visit www.vantiv.com.

About Mercury

Mercury Payment Systems is transforming how small- and medium-sized merchants transact business. Founded in 2001 with a vision to streamline and safeguard commerce and payments, Mercury is now one of the fastest growing payment technology companies in the U.S. and the winner of multiple industry awards. Mercury's payments technology is integrated into a broad set of point of sale systems, reaching merchants through an extensive partner network of over 3,000 point of sale software developers and value added resellers. Mercury's customer service and value-added solutions distinguish the company from its competitors and help merchants conduct over \$30 billion per year in commerce. For more information, visit www.mercurypay.com or the company's headquarters in Durango, Colo.

About Silver Lake

Silver Lake is a global leader in private investments in technology and technology-enabled industries. Silver Lake invests with the strategic and operational insights of an experienced industry participant. The firm has approximately 110 investment and value creation professionals located in New York, Menlo Park, San Mateo, London, Hong Kong, Shanghai and Tokyo and manages more than \$23 billion in combined assets under management. The Silver Lake Partners

portfolio includes or has included technology and technology-enabled industry leaders such as Alibaba, Allyes, Ameritrade, Avago, Business Objects, Dell, Flextronics, Gartner, Gerson Lehman Group, Global Blue, Go Daddy, Instinet, Intelsat, Interactive Data Corporation, MCI, Mercury Payment Systems, MultiPlan, the NASDAQ OMX Group, NetScout, NXP, Sabre, Seagate Technology, Skype, Spreadtrum, SunGard Data Systems, UGS, Vantage Data Centers, Virtu and William Morris Endeavor. For more information about Silver Lake and its entire portfolio, please visit www.silverlake.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 related to Vantiv, Mercury and the acquisition of Mercury, including the potential benefits of the acquisition. Forward-looking statements involve risks and uncertainties, and actual events or results could differ materially from those discussed. Statements that are not historical facts, including management's expectations regarding future events and developments, are forward-looking statements and are subject to significant risks and uncertainties. Factors that could cause actual events or results to differ materially from those expressed in or implied by these forward-looking statements include general economic conditions, future performance and integration of acquisitions including Mercury, the ability to keep pace with rapid developments and change in our industry and provide new services to our clients, competition within our industry, reductions in overall consumer, business and government spending, a decline in the use of credit, debit or prepaid cards, failures of our systems or the systems of our third party providers, unauthorized data or security breaches, inability to expand our market share in existing markets or expand into new markets, increased attrition of merchants, independent sales organizations, dealers, developers or referral partners, and the factors discussed under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Vantiv's Annual Report for the year ended December 31, 2013 and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and in Vantiv's other filings made from time to time with the SEC, copies of which may be obtained by visiting the company's Investor Relations web site at <http://investors.vantiv.com/> or the SEC's web site at (<http://www.sec.gov/>).

The forward-looking statements included in this press release represent Vantiv's and Mercury's views as of the date of this press release. These forward-looking statements should not be relied upon as representing Vantiv's or Mercury's views as of any date subsequent to the date of this press release. Neither Vantiv or Mercury undertakes any intention or obligation to publicly update or revise any forward-looking statement to conform the statement to actual results or to changes in expectations, whether as a result of new information, future events or otherwise.

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IR@vantiv.com

Vantiv to Acquire Mercury Payments

May 12, 2014



Notice to Investors

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 related to Vantiv, Mercury and the acquisition of Mercury, including the potential benefits of the acquisition. Forward-looking statements involve risks and uncertainties, and actual events or results could differ materially from those discussed. Statements that are not historical facts, including management's expectations regarding future events and developments, are forward-looking statements and are subject to significant risks and uncertainties. Factors that could cause actual events or results to differ materially from those expressed in or implied by these forward-looking statements include general economic conditions, future performance and integration of acquisitions including Mercury, the ability to keep pace with rapid developments and change in our industry and provide new services to our clients, competition within our industry, reductions in overall consumer, business and government spending, a decline in the use of credit, debit or prepaid cards, failures of our systems or the systems of our third party providers, unauthorized data or security breaches, inability to expand our market share in existing markets or expand into new markets, increased attrition of merchants, independent sales organizations, dealers, developers or referral partners, and the factors discussed under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Vantiv's Annual Report for the year ended December 31, 2013 and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and in Vantiv's other filings made from time to time with the SEC, copies of which may be obtained by visiting the company's Investor Relations web site at <http://investors.vantiv.com/> or the SEC's web site at (<http://www.sec.gov/>). The forward-looking statements included in this press release represent Vantiv's and Mercury's views as of the date of this press release. These forward-looking statements should not be relied upon as representing Vantiv's or Mercury's views as of any date subsequent to the date of this press release. Neither Vantiv or Mercury undertakes any intention or obligation to publicly update or revise any forward-looking statement to conform the statement to actual results or to changes in expectations, whether as a result of new information, future events or otherwise.

While Vantiv reports its results in accordance with generally accepted accounting principles in the United States, or GAAP, in an effort to provide additional useful information regarding Vantiv's financial results, certain materials presented during this event will include non-GAAP measures. Vantiv's management evaluates Vantiv's results excluding certain items, such as share-based compensation expense, to assess the company's financial performance, and believes this information is useful for investors because it provides a more complete understanding of Vantiv's underlying operational performance, as well as consistency and comparability with past reports of financial results. In addition, Vantiv management uses earnings per share excluding these items to manage and determine effectiveness of its business managers and as a basis for incentive compensation. The non-GAAP measures presented during this event should not be considered as substitutes for, or superior to, results determined in accordance with GAAP. A reconciliation of these non-GAAP measures to comparable GAAP measures and other related information is included in the portion of these presentation materials entitled "Non-GAAP Reconciliation" and is available on the Investor Relations page of Vantiv's website at www.vantiv.com. Descriptions of many of these non-GAAP measures, including free cash flow, also are included in Vantiv's SEC reports.

These charts and the associated remarks are integrally related and are intended to be presented and understood together.

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vantiv +  **MERCURY**[®]

A Winning Combination of
Technology, Distribution
and Scale

vantiv.



Presenters



Charles Drucker

President and Chief Executive Officer, Vantiv

Matt Taylor

Chief Executive Officer, Mercury Payments

Mark Heimbouch

Chief Financial Officer, Vantiv

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Transaction Overview

A Winning Combination

- ▶ Vantiv and Mercury create a winning combination of technology, distribution and scale
- ▶ Mercury is a pioneer in integrated payments and has one of the largest networks of developers and dealers that provides the reach of a large direct sales force
- ▶ The acquisition of Mercury continues Vantiv's expansion in high-growth channels and deepens our penetration into the integrated payments channel

Attractive Financial Profile

- ▶ Given Mercury's strong double-digit growth, we expect that this transaction will be accretive to Vantiv's net revenue growth by 1-2% annually
- ▶ The transaction is accretive to adjusted earnings per share in 2014, accelerating in 2015

Key Metrics and Timeline

- ▶ In 2013, Mercury generated net revenue of \$237 million, growing by 17% year-over-year, and Adjusted EBITDA of \$93 million, growing by 23% year-over-year
- ▶ Purchase price of \$1.65 billion; implied purchase multiple (net of tax benefits and synergies) of low-to-mid teens Adjusted EBITDA
- ▶ \$1.65 billion of committed financing resulting in pro forma leverage of 4.6x net debt / Adjusted EBITDA at closing
- ▶ The transaction is expected to close in the second quarter of 2014, subject to U.S. antitrust clearance and other customary closing conditions

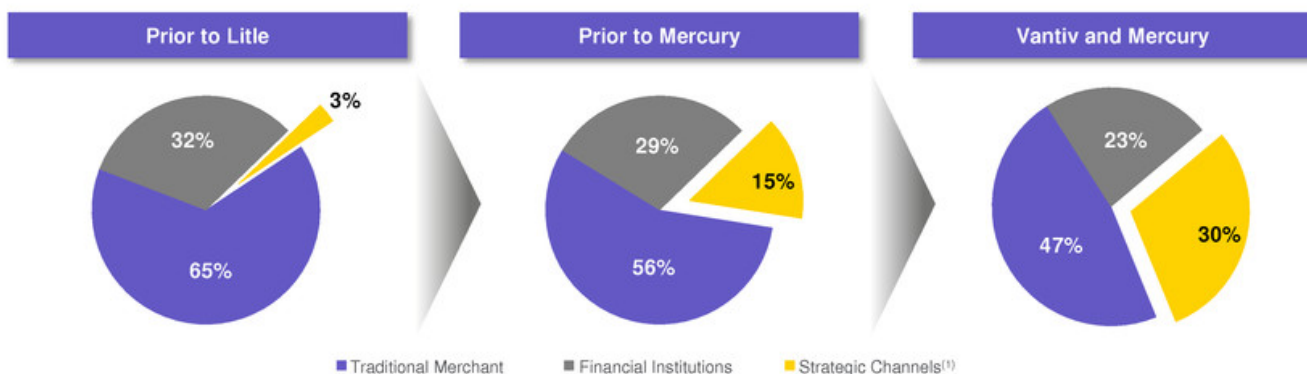
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Mercury Accelerates Our Growth Strategy

We continue to deliver on our stated strategic objectives

- ✓ We continue to build on our core advantages to grow our traditional Merchant and Financial Institutions businesses while executing on our strategy to expand into high-growth strategic channels
- ✓ We continue to develop referral relationships with strategic partners
- ✓ We continue to invest in our technology capabilities to drive growth in online and omni-channel, including the acquisitions of Litle and Element
- ✓ Combined, our strategic channels are growing 20% annually and will represent 30% or more of our net revenue



The acquisition of Mercury transforms Vantiv's channel mix by dramatically expanding our distribution in high-growth Strategic Channels



(1) Strategic Channels consists of E-commerce, Merchant Bank relationships and Integrated Payments channels.

Vantiv and Mercury is a Winning Combination

We continue to execute on our strategy of being a leading payments company and expanding into high-growth channels

- ▶ Integrated payments is a high-growth and strategically important channel that is expected to represent over 30% of payments volume by 2017⁽¹⁾
- ▶ Mercury is a leader in the integrated payments channel with distribution and technology that are complimentary to Vantiv's and Element's capabilities
- ▶ Opportunity to expand Mercury's network of software developers and dealers as well as to further penetrate its existing network, where we estimate that current penetration rate is near 10%
- ▶ SaaS model will allow for rapid delivery of new features and payments functionality to merchants
- ▶ Technology innovation and expertise creates high client retention and revenue visibility
- ▶ Combined management team has a track record of successful execution and integration
- ▶ Accelerates Vantiv's long-term net revenue and earnings growth profile

Combined Company has Leading Technology, Distribution and Scale

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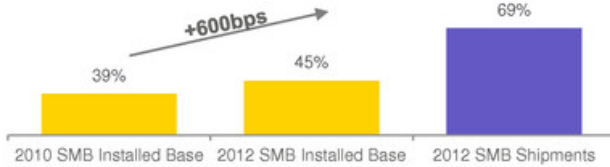
(1) Management estimates and McKinsey.



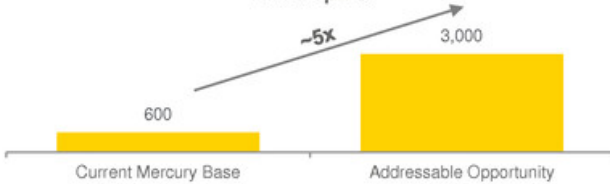
Secular Shift to Integrated Payment Solutions

Significant Growth Opportunity

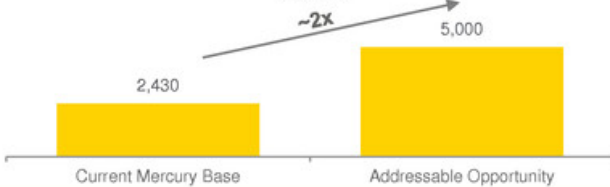
% Integrated Payments Capable Devices



Developers



Dealers



Powerful Secular Trends

- ▶ Declining cost of software is expanding the addressable opportunity
- ▶ Demand for integrated, omni-channel technology solutions
- ▶ Vertical specialization of integrated payments software
- ▶ Refresh cycles drive enhanced features and functionality

Combined capabilities will enable us to grow our integrated payments channel strong double digits and faster than the overall payments industry

Leading Technology, Distribution and Scale

vantiv™

- Third largest merchant acquirer differentiated by a single, integrated technology platform
- Leading portfolio of technology with diversified distribution capabilities
- Integrated security and fraud technology with EMV solutions
- Significant scale and superior cost structure



MERCURY®

- Pioneer in integrated payments
- Leading distribution capabilities with largest network of dealers and developers
- Complementary technologies and verticals
- Unique approach to capture significant SMB opportunity

Our comprehensive technology platform provides software developers and dealers the ability to seamlessly integrate our payment solutions across all verticals

vantiv™

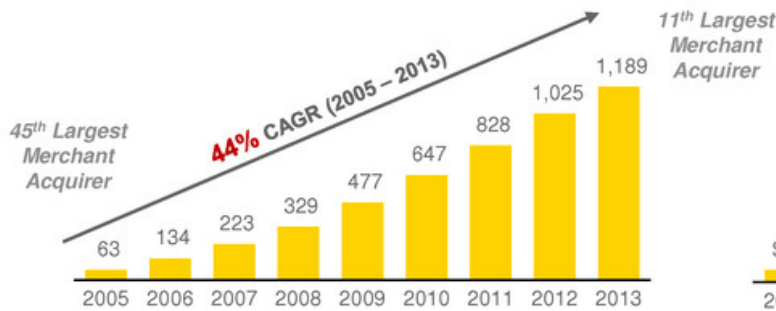


Mercury Payments Overview

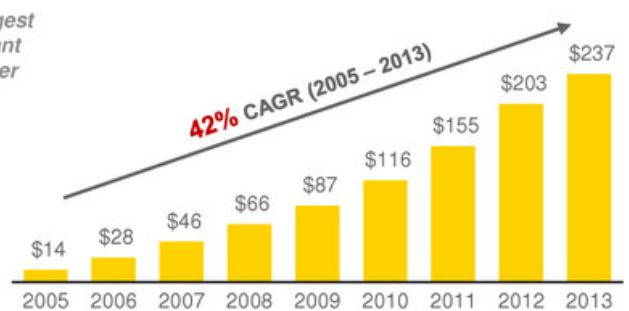
- ✓ Industry leading growth with net revenue and Adj. EBITDA growing 17% and 23%, respectively, in 2013
- ✓ Pioneered integrated payments by developing an innovative distribution model
- ✓ SMB-specific, with feature-rich functionality and best-in-class customer service
- ✓ Specialized solutions and services built for integrated payments integration delivery

Track Record of Growth

Transactions (millions)



Net Revenue (\$ in millions)⁽¹⁾



Mercury has realized significant growth, transitioning the business to become the 11th largest Merchant Acquirer



(1) Net revenue prior to 2010 unaudited.



Largest Base of Integrated Payments Developers and Dealers Creates Powerful Distribution Network

Superior Integrated Solutions

Mercury's payment services are integrated into Developers' software



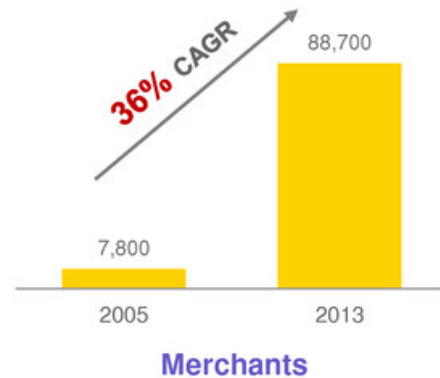
Powerful Distribution Network

Mercury's payment services are sold via Developer & Dealer channel



Differentiated Merchant Experience

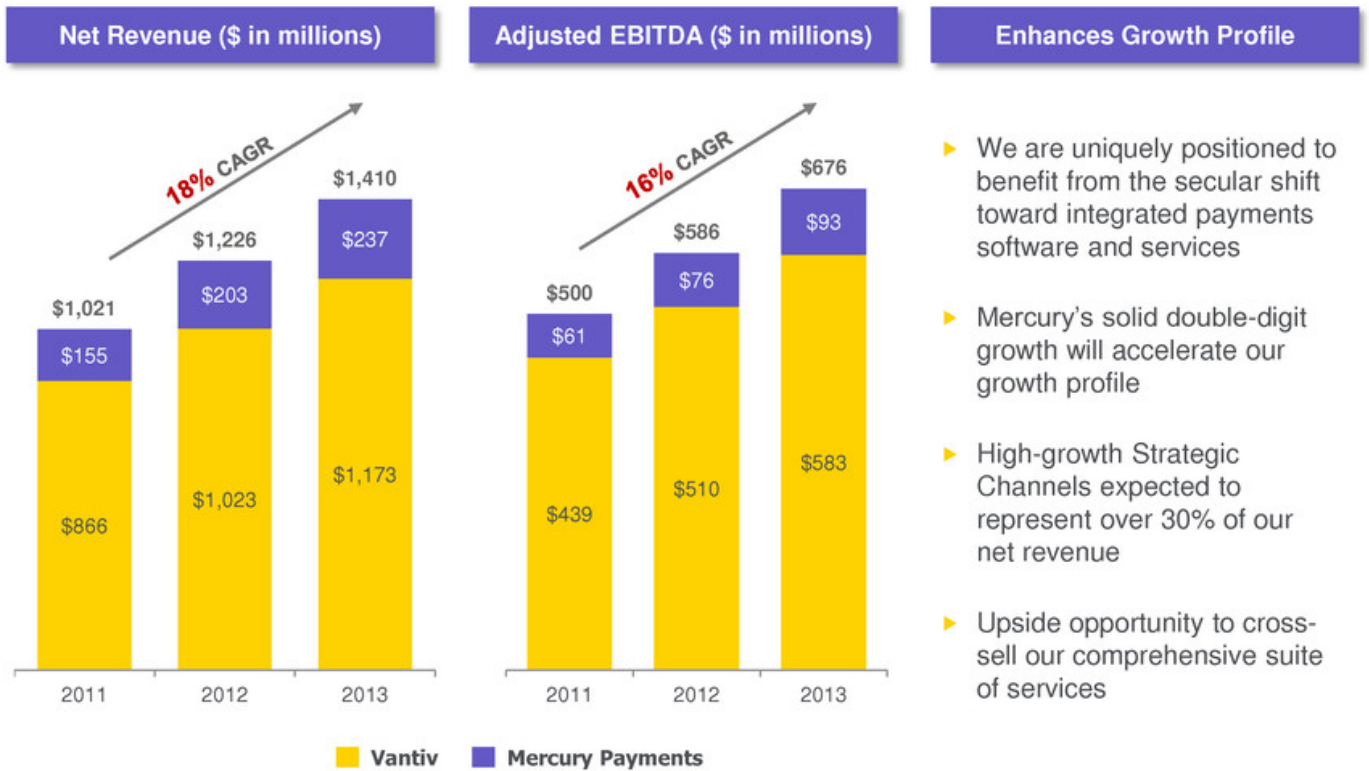
Mercury's merchants benefit from specialized solutions and leading customer support



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The Transaction Enhances Our Growth Profile



Financial Considerations

Financing Structure

- ▶ Vantiv has received committed financing from JP Morgan, BofA Merrill Lynch and Credit Suisse to fund the transaction
- ▶ Vantiv to maintain a strong capital structure post-transaction
 - Pro forma leverage of 4.6x Net Debt / LTM 3/31/2014 Adjusted EBITDA, delevering up to 1.0x annually
 - Strong free cash flow generation supports delevering

Financial Impact

- ▶ Vantiv will benefit from 1-2% of incremental net revenue growth as well as cost synergies and annual tax benefits
- ▶ Accretive to adjusted earnings per share in 2014, accelerating in 2015
- ▶ Ample liquidity available through cash on hand, revolver and cash from operations

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Conclusion

Compelling strategic acquisition that positions Vantiv to capture the secular shift toward integrated payments

- ▶ Combination of technology, distribution and scale creates a leading player in the integrated payments channel
- ▶ Delivers a comprehensive portfolio of innovative technology solutions with expanded cross-selling opportunities
- ▶ Transforms Vantiv's channel mix and growth profile
- ▶ Combines strong management teams with track record of successful execution of its strategy and integration of acquisitions

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