

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Happach Shane</u> (Last) (First) (Middle) C/O WORLDPAY, INC. 25 WALBROOK (Street) LONDON X0 EC4N8AF (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Worldpay, Inc. [WP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Exec. VP, Global eCommerce
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$82.07	07/26/2018		G ⁽¹⁾		31,685	(2)	03/02/2028	Class A Common Stock	31,685	\$0	0	D	
Employee Stock Option (right to buy)	\$82.07	07/26/2018		G ⁽¹⁾		31,685	(2)	03/02/2028	Class A Common Stock	31,685	\$0	31,685	I	By spouse
Employee Stock Option (right to buy)	\$82.07	07/26/2018		G ⁽¹⁾		10,561	(2)	(3)	Class A Common Stock	10,561	\$0	0	D	
Employee Stock Option (right to buy)	\$82.07	07/26/2018		G ⁽¹⁾		10,561	(2)	(3)	Class A Common Stock	10,561	\$0	10,561	I	By Spouse
Employee Stock Option (right to buy)	\$82.07	07/27/2018		G		31,685	(2)	03/02/2028	Class A Common Stock	31,685	\$0	0	I	By spouse
Employee Stock Option (right to buy)	\$82.07	07/27/2018		G ⁽⁴⁾		31,685	(2)	03/02/2028 ⁽³⁾	Class A Common Stock	31,685	\$0	31,685	I	By The Athena Trust
Employee Stock Option (right to buy)	\$82.07	07/27/2018		G		10,561	(2)	(3)	Class A Common Stock	10,561	\$0	0	I	By Spouse
Employee Stock Option (right to buy)	\$82.07	07/27/2018		G ⁽⁴⁾		10,561	(2)	(3)	Class A Common Stock	10,561	\$0	10,561	I	By The Athena Trust

Explanation of Responses:

- The reporting person transferred this option as a gift to his wife, who shares the reporting person's household.
- The options vest in three equal (subject to rounding) annual installments beginning on March 2, 2019.
- The options expire on March 2, 2028.
- The options were subsequently transferred as a gift to a Trust, of which the reporting person and his wife are beneficiaries.

Remarks:

Bryan A. Jacobs, attorney-in-
fact for Shane Happach

02/12/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that in connection with the Closing of the pending transaction between Vantiv, Inc. and Worldpay Group PLC (the "Combined Company"), the undersigned hereby constitutes and appoints each of Nelson F. Greene, Jared M. Warner, and Bryan A. Jacobs, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) to apply for electronic access codes with the Securities and Exchange Commission on my behalf;
- (2) to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Combined Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Combined Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Combined Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of January, 2018.

By: /s/ Shane Happach
Name: Shane Happach