

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): October 25, 2007

METAVANTE HOLDING COMPANY

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

001-33747
(Commission File Number)

39-0968604
(IRS Employer
Identification No.)

770 North Water Street
Milwaukee, Wisconsin 53202
(Address of Principal executive offices, including Zip Code)

(414) 357-2290
(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 8.01. Other Events.

On October 25, 2007, Marshall & Ilsley Corporation (“M&I”) issued a press release announcing that at a special meeting of shareholders of M&I, the shareholders approved the transactions separating M&I into two, separate publicly-traded companies:

- New M&I Corporation, which will own and operate M&I’s banking business; and
- Metavante Holding Company, which will own and operate the Metavante business.

A copy of the press release announcing the results of the special meeting is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Following the special meeting, the following directors were elected to the Board of Directors of Metavante Holding Company, effective as of October 26, 2007: Dianne M. Neal, L. Dale Crandall and Stephan A. James.

The Board of Directors of Metavante Holding Company also elected the following individuals to the Board, effective upon the completion of the transactions: David Coulter, James Neary and Adarsh Sarma. Messrs. Coulter, Neary and Sarma are representatives of WPM, L.P., a limited partnership organized by a private equity investment fund managed by Warburg Pincus LLC, that will own 25% of Metavante Holding Company following its separation from M&I.

Following the completion of the transactions, the Metavante Holding Company Board will consist of the following individuals:

- Dennis J. Kuester (Chairman of the Board)
- David Coulter
- L. Dale Crandall
- Michael D. Hayford
- Stephan A. James
- Ted D. Kellner
- Frank R. Martire
- Dianne M. Neal
- James Neary
- Adarsh Sarma

A copy of the press release announcing the newly elected directors of Metavante Holding Company is attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Marshall & Ilsley Corporation Press Release dated October 25, 2007
99.2	Metavante Press Release dated October 29, 2007

SIGNATURE

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.

METAVANTE HOLDING COMPANY

Date: October 29, 2007

/s/ Gregory A. Smith

Name: Gregory A. Smith

Title: President

EXHIBIT INDEX

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99.1	Marshall & Ilsley Corporation Press Release dated October 25, 2007
99.2	Metavante Press Release dated October 29, 2007



Marshall & Ilsley Corporation
770 North Water Street
Milwaukee, WI 53202
414 765-7700 Main
414 298-2921 Fax
mibank.com

News Release

For Release: Immediately
Contact: Randall J. Erickson
Marshall & Ilsley Corporation
414 765-7809

**MARSHALL & ILSLEY CORPORATION SHAREHOLDERS APPROVE
TRANSACTION TO SPLIT COMPANIES**

Milwaukee, Wis. – Oct. 25, 2007 – Marshall & Ilsley Corporation (NYSE: MI) (M&I) announced today that its shareholders approved the transactions that will split Marshall & Ilsley Corporation and Metavante Corporation into independent public companies.

Assuming satisfaction of all remaining closing conditions, M&I expects to complete the transaction on November 1, 2007.

The shares of each company's common stock have been authorized for listing on the New York Stock Exchange. Beginning on November 2, 2007, new Marshall & Ilsley Corporation will be traded under the same symbol as old Marshall & Ilsley Corporation, "MI", and Metavante Technologies, Inc. (the name of the new holding company) will be traded under the symbol "MV."

The NYSE has informed Marshall & Ilsley Corporation that, assuming a November 1, 2007 closing date, the common stock of new Marshall & Ilsley Corporation, Metavante, and old Marshall & Ilsley Corporation will trade as follows:

- Shares of old Marshall & Ilsley Corporation will continue to trade on the NYSE under the symbol "MI" up to and including November 1, 2007.
- The NYSE will establish when-issued trading markets for the stock of new Marshall & Ilsley Corporation and Metavante Technologies, Inc. beginning on October 29, 2007, under the symbols "MI WI" and "MV WI", respectively.

- When-issued trading in the stock of new Marshall & Ilsley Corporation and Metavante Technologies, Inc. will end on the close of trading on November 1, 2007.
- Following November 1, 2007, shares of old Marshall & Ilsley Corporation will no longer trade on the NYSE or any other market.
- Regular trading in the stock of new Marshall & Ilsley Corporation and Metavante Technologies, Inc. will begin on November 2, 2007, under the symbols “MI” and “MV”, respectively.

Accordingly, if shareholders sell their shares of old Marshall & Ilsley Corporation on or prior to November 1, 2007, they will not receive shares of new Marshall & Ilsley Corporation or Metavante Technologies, Inc.

Marshall & Ilsley Corporation (NYSE: MI) is a diversified financial services corporation headquartered in Milwaukee, Wis., with \$60.8 billion in assets. Founded in 1847, M&I Marshall & Ilsley Bank is the largest Wisconsin-based bank, with 192 offices throughout the state. In addition, M&I has 49 locations throughout Arizona; 30 offices along Florida’s west coast and in central Florida; 14 offices in Kansas City and nearby communities; 22 offices in metropolitan Minneapolis/St. Paul, and one in Duluth, Minn.; three offices in Tulsa, Okla.; and one office in Las Vegas, Nev. M&I’s Southwest Bank subsidiary has 17 offices in the greater St. Louis area. On April 3, 2007, Marshall & Ilsley Corporation announced its plans to split Metavante Corporation and Marshall & Ilsley Corporation into independent publicly traded companies. M&I also provides trust and investment management, equipment leasing, mortgage banking, asset-based lending, financial planning, investments, and insurance services from offices throughout the country and on the Internet (www.mibank.com or www.micorp.com). M&I’s customer-based approach, internal growth, and strategic acquisitions have made M&I a nationally recognized leader in the financial services industry.

Metavante Corporation delivers banking and payments technologies to over 8,600 financial services firms and businesses worldwide. Metavante products and services drive account processing for deposit, loan and trust systems, image-based and conventional check processing, electronic funds transfer, consumer healthcare payments, electronic presentment and payment, and business transformation services. Headquartered in Milwaukee, Metavante (www.metavante.com) is wholly owned by Marshall & Ilsley Corporation (NYSE: MI).

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News Release

Contact: Chip Sweargan, Metavante Corporation
414-357-3688, chip.sweargan@metavante.com

METAVANTE ANNOUNCES ITS BOARD OF DIRECTORS

MILWAUKEE – Oct. 29, 2007 – Metavante Holding Company (“Metavante”), a wholly owned subsidiary of Marshall & Ilsley Corporation (NYSE:MI) (“M&I”) that will become a publicly traded company, to be renamed Metavante Technologies, Inc., upon the completion of its spin-off from M&I, today announced the election of ten members of its Board of Directors.

After the completion of the spin-off from M&I, which is currently expected to occur on Nov. 1, 2007, Metavante’s Board of Directors will be comprised of: Dennis J. Kuester (Chairman of the Board), Frank R. Martire, Michael D. Hayford, Ted D. Kellner, David A. Coulter, L. Dale Crandall, Stephan A. James, Dianne M. Neal, James Neary and Adarsh Sarma.

Messrs. Kuester, Martire, Hayford and Kellner have served on Metavante’s Board of Directors since May 2007. Messrs. Kuester and Kellner also serve on M&I’s board of directors. Mr. Martire is the President and Chief Executive Officer of Metavante Corporation, the financial technology company that will be the principal Metavante subsidiary after the spin-off, and Mr. Hayford is Senior Executive Vice President and Chief Operating Officer of Metavante Corporation.

Effective Oct. 26, 2007, the following directors took their seats on the Board:

- Dale Crandall, 65, is the former President and Chief Operating Officer of Kaiser Foundation Health Plan, Inc., and Kaiser Foundation Hospitals. Mr. Crandall also serves on the board of directors of Ansell, Limited; BEA Systems, Inc.; Covad Communications; Coventry Health Care, Inc.; The Dodge & Cox Mutual Funds; and UnionBanCal Corporation.
- Stephan A. James, 61, is the former Chief Operating Officer of Accenture Ltd. Mr. James also served as Vice Chairman of Accenture Ltd. from 2001 to 2004 and held an advisory position of International Chairman of Accenture from August 2004 until August 2006. Mr. James currently serves as a director of The Staubach Company, and is a member of the University of Texas McCombs School of Business Advisory Board.
- Dianne M. Neal, 47, is the Executive Vice President and Chief Financial Officer of Reynolds American Inc. Ms. Neal joined Reynolds Tobacco in 1988. She became Executive Vice President of R. J. Reynolds Tobacco Holdings, Inc. and R. J. Reynolds Tobacco Company in July 2003. On the creation of Reynolds American Inc., Ms. Neal was named the Executive Vice President and Chief Financial Officer of RAI in August 2004. Ms. Neal is a member of the board of directors of LandAmerica Financial Group, Inc. and the Reynolda House Museum of American Art.

Effective Nov. 1, 2007, Messrs. Coulter, Neary and Sarma will take their seats on the Board. Messrs. Coulter, Neary and Sarma are representatives of WPM L.P., a limited partnership organized by a private equity investment fund managed by Warburg Pincus LLC, which will own 25% of the outstanding stock of Metavante following its separation from M&I.

(more)

Detailed biographical information about Messrs. Coulter, Hayford, Kellner, Kuester, Martire, Neary and Sarma, can be found in Metavante's registration statement on Form S-4 filed with the Securities and Exchange Commission on May 22, 2007, as amended and declared effective.

About Metavante

Following the completion of the spin-off from M&I, Metavante Technologies, Inc. will be the parent company of Metavante Corporation. Metavante Corporation delivers banking and payments technologies to over 8,600 financial services firms and businesses worldwide. Metavante products and services drive account processing for deposit, loan and trust systems, image-based and conventional check processing, electronic funds transfer, consumer healthcare payments, electronic presentment and payment, and business transformation services. Metavante (www.metavante.com) is headquartered in Milwaukee, and is currently wholly owned by Marshall & Ilsley Corporation (NYSE:MI). On April 3, 2007, Marshall & Ilsley Corporation announced its plans to split Metavante Corporation and Marshall & Ilsley Corporation into two independent publicly traded companies.

Cautionary Language Regarding Forward-Looking Statements

This release contains statements that may constitute forward-looking statements within the meaning of the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, such as statements other than historical facts contained or incorporated by reference in this report. These forward-looking statements include statements with respect to Metavante Holding Company's financial condition, results of operations, plans, objectives, future performance and business, including statements preceded by, followed by or that include the words "believes," "expects," or "anticipates," references to estimates or similar expressions. Future filings by Metavante Holding Company with the Securities and Exchange Commission, and future statements other than historical facts contained in written material, press releases and oral statements issued by, or on behalf of, Metavante Holding Company may also constitute forward-looking statements.

All forward-looking statements contained in this report or which may be contained in future statements made for or on behalf of Metavante Holding Company are based upon information available at the time the statement is made and Metavante Holding Company assumes no obligation to update any forward-looking statements, except as required by federal securities law. Forward-looking statements are subject to significant risks and uncertainties, and Metavante Holding Company's actual results may differ materially from the results discussed in such forward-looking statements. Factors that might cause actual results to differ from the results discussed in forward-looking statements include, but are not limited to, the risks that are set forth in the "Risk Factors," "Legal Proceedings" and "Management Discussion and Analysis of Results of Operations and Financial Condition" sections of Metavante Holding Company's SEC filings.

Metavante is a registered trademark of Metavante Corporation.

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