

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>FIFTH THIRD BANCORP</u> (Last) (First) (Middle) <u>38 FOUNTAIN SQUARE PLAZA</u> (Street) <u>CINCINNATI OH 45263</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vantiv, Inc. [VNTV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/21/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/21/2016		M ⁽⁴⁾		5,651,432	A	(4)	5,651,432 ⁽⁴⁾	I	By Fifth Third Bank ⁽²⁾
Class A Common Stock	11/21/2016		S ⁽¹⁾		4,801,432	D	\$59.02 ⁽¹⁾	850,000 ⁽¹⁾	I	By Fifth Third Bank ⁽²⁾
Class A Common Stock	11/21/2016		D ⁽¹⁾		850,000	D	\$59.73 ⁽¹⁾	0 ⁽¹⁾	I	By Fifth Third Bank ⁽²⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrant ⁽³⁾	\$15.98	11/21/2016		M			7,791,956	(3)	(3)	Class C Units	7,791,956	(3)	0	I	By Fifth Third Bank ⁽²⁾
Class C Units of Vantiv Holding, LLC	(3)	11/21/2016		M ⁽³⁾		7,791,956		(3)	(3)	Class A Common Stock	7,791,956	(3)	7,791,956	I	By Fifth Third Bank ⁽²⁾
Class C Units of Vantiv Holding, LLC	(3)	11/21/2016		F ⁽³⁾		2,140,524		(3)	(3)	Class A Common Stock	2,140,524	(3)	5,651,432	I	By Fifth Third Bank ⁽²⁾
Class C Units of Vantiv Holding, LLC	(4)	11/21/2016		M ⁽⁴⁾		5,651,432		(4)	(4)	Class A Common Stock	5,651,432	(1)(4)	0 ⁽³⁾	I	By Fifth Third Bank ⁽²⁾

Explanation of Responses:

- On November 21, 2016, Fifth Third Bank agreed to sell 4,801,432 shares of Class A common stock of Vantiv, Inc. ("Vantiv") as part of a registered secondary public offering and has separately agreed to sell 850,000 shares of Class A common stock back to Vantiv upon completion of the offering. The shares of Class A common stock sold by Fifth Third Bank were issued to Fifth Third Bank in exchange for 5,651,432 Class C Units available for exchange following the Warrant exercise transaction described in note 3.
- Fifth Third Bank is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.
- On November 21, 2016, Fifth Third Bank submitted a notice to net exercise the remainder of the warrant to purchase Class C units of Vantiv Holding, LLC that was issued to Fifth Third Bank on June 30, 2009 (the "Warrant"). Pursuant to the net exercise, the remaining rights under the Warrant to purchase 7,791,956 Class C units of Vantiv Holding, LLC will be surrendered in exchange for the issuance of 5,651,432 Class C units to Fifth Third Bank. 2,140,524 Class C units valued at \$58.17 per underlying share were withheld to pay the exercise price. Following the next exercise, zero Class C units will be available for issuance under the Warrant.
- Fifth Third Bank has the right pursuant to and subject to the limitations in the Exchange Agreement among Fifth Third Bank, FTFS Partners, LLC, Vantiv and Vantiv Holding, LLC (the "Exchange Agreement"), to exchange Class C units of Vantiv Holding, LLC, a subsidiary of Vantiv, for shares of Class A common stock of Vantiv on a one-for-one basis or, at Vantiv's option, for cash. Fifth Third Bank is prohibited by the Exchange Agreement from owning more than 18.5% of the Class A common stock at any time. On November 21, 2016, Fifth Third Bank submitted a notice to exchange the Class C units of Vantiv Holding, LLC for shares of Class A common stock of Vantiv.

Remarks:

James C. Leonard, Executive
Vice President and Treasurer of 11/22/2016
Fifth Third Bancorp

** 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.

