

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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).

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* FIFTH THIRD BANCORP	2. Issuer Name and Ticker or Trading Symbol Vantiv, Inc. [VNTV]	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) 12/08/2015	
(Last) (First) (Middle) 38 FOUNTAIN SQUARE PLAZA	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) CINCINNATI OH 45263		
(City) (State) (Zip)		

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	12/08/2015		M ⁽²⁾		13,374,592	A	(2)	13,374,592	I	By Fifth Third Bank ⁽³⁾
Class A Common Stock	12/08/2015		S ⁽²⁾		13,374,592	D	\$51.67	0 ⁽²⁾⁽⁵⁾	I	By Fifth Third Bank ⁽³⁾
Class B Common Stock ⁽¹⁾	12/08/2015		D ⁽²⁾		8,000,000	D	(2)	35,042,826	I	By Fifth Third Bank ⁽³⁾

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	Amount or Number of Shares				
Warrant ⁽⁴⁾	(4)	12/08/2015		M		4,794,115		(4)	(4)	Class C Units	4,794,115	(4)	15,583,912	I	By Fifth Third Bank ⁽³⁾
Warrant ⁽⁵⁾	\$15.98	12/08/2015		M		5,374,592		(5)	(5)	Class C Units	5,374,592	(5)	7,791,956	I	By Fifth Third Bank ⁽³⁾
Class B Units of Vantiv Holding, LLC	(6)	12/08/2015		M ⁽²⁾		8,000,000		(6)	(6)	Class A Common Stock	8,000,000	(2)	35,042,826	I	By Fifth Third Bank ⁽³⁾
Class C Units of Vantiv Holding, LLC	(6)	12/08/2015		M ⁽²⁾		5,374,592		(6)	(6)	Class A Common Stock	5,374,592	(2)	5,374,592	I	By Fifth Third Bank ⁽³⁾
Class C Units of Vantiv Holding, LLC	(6)	12/08/2015		M ⁽²⁾		5,374,592		(6)	(6)	Class A Common Stock	5,374,592	(2)	0 ⁽⁵⁾	I	By Fifth Third Bank ⁽³⁾

Explanation of Responses:

- The Class B Common Stock provides Fifth Third Bank with up to 18.5% of the aggregate voting power of Vantiv, Inc.'s common stock (other than in connection with a stockholder vote with respect to a change of control, in which event the Class B Common Stock will provide Fifth Third Bank with the full number of votes equal to the number of shares of Class B Common Stock it owns) but has no economic rights. If Fifth Third Bank acquires shares of Class A Common Stock in the future, the voting power of the Class B Common Stock will be reduced by an equivalent amount. Upon an exchange of Class B Units of Vantiv Holding, LLC for shares of Class A Common Stock of Vantiv, Inc. as described in note 5, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled.
- On December 8, 2015, Fifth Third Bank completed the sale of 13,374,592 shares of Class A Common Stock of Vantiv, Inc. as part of a registered block trade. The shares of Class A common stock sold by Fifth Third Bank were issued to Fifth Third Bank (i) in exchange for 8,000,000 Class B Units of Vantiv Holding, LLC pursuant to the terms of the exchange right described in note 6 and (ii) 5,374,592 Class C Units available for exchange pursuant to the Warrant exercise transaction described in note 5. Simultaneously with the exchange, 8,000,000 shares of Class B Common Stock of Vantiv, Inc. held by Fifth Third Bank were simultaneously and automatically cancelled pursuant to the Exchange Agreement, dated March 12, 2012, as described in note 6. Immediately following completion of the sale, Fifth Third Bank held 35,042,826 Class B Units of Vantiv Holding, LLC and 35,042,826 shares of Class B Common Stock of Vantiv, Inc.
- Fifth Third Bank is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.
- On December 8, 2015, Fifth Third Bank and Vantiv Holding, LLC cancelled a portion of the warrant to purchase an aggregate of 20,378,027 Class C units of Vantiv Holding, LLC that was issued to Fifth Third Bank on June 30, 2009 (the "Warrant"). Pursuant to the Warrant cancellation, the rights under the Warrant to purchase 4,794,115 Class C units of Vantiv Holding, LLC were cancelled for aggregate consideration of \$200.0 million payable by Vantiv Holding, LLC to Fifth Third Bank. Following such cancellation, the Warrant is exercisable for an aggregate of 15,583,912 Class C units in Vantiv Holding, LLC. Class C units issuable upon exercise of the remaining portion of the Warrant will continue to be exchangeable on a one-for-one basis for shares of Class A common stock of Vantiv, Inc. pursuant to the terms of the Exchange Agreement, dated March 21, 2012, as described in note 6.
- On December 8, 2015, Fifth Third Bank net exercised a portion of the Warrant, which resulted in 5,374,592 Class C units being issued to Fifth Third Bank and 7,791,956 Class C units being available for issuance upon exercise of the remaining 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, Inc. and Vantiv Holding, LLC (the "Exchange Agreement"), to exchange Class B Units and Class C Units of Vantiv Holding, LLC, a subsidiary of Vantiv, Inc., for shares of Class A Common Stock of Vantiv, Inc. on a one-for-one basis or, at Vantiv, Inc.'s option, for cash. Upon such exchange of Class B Units for Class A Common Stock, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled. Fifth Third Bank is prohibited by the Exchange Agreement from owning more than 18.5% of the Class A Common Stock at any time.

Remarks:

James C. Leonard, Executive
Vice President and Treasurer of 12/10/2015
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.

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