

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Neary James</u>  (Last) (First) (Middle) 4900 WEST BROWN DEER ROAD  (Street) MILWAUKEE WI 53223  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Metavante Technologies, Inc. [ MV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock, \$0.01 Par Value Per Share <sup>(3)</sup>	12/15/2008		J <sup>(1)</sup>		2,620	A	\$0.01 <sup>(2)</sup>	29,779,553 <sup>(3)</sup>	I <sup>(3)</sup>	See Footnote <sup>(3)</sup>
Common Stock, \$0.01 Par Value Per Share								4,727	D	

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The Common Stock was acquired pursuant to a purchase right granted to WPM, L.P., a Delaware limited partnership ("WPM"), in an Amended and Restated Stock Purchase Right Agreement (the "Agreement") between WPM and the Issuer, dated August 21, 2008. The Agreement was included as Exhibit 5 to Amendment No. 2 to Schedule 13D with respect to the Issuer, filed by WPM et al. on September 16, 2008 with the SEC, and is incorporated herein by reference.
- Pursuant to the terms of the Agreement, the 2,620 shares of Common Stock were acquired for \$0.01 per share.
- See Exhibit 99 -- Explanation of Responses.

**Remarks:**

Exhibit 99 - - - Explanation of Responses

/s/Stacey A. Bruckner, as attorney-in-fact 12/16/2008

\*\* 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.

## Explanation of Responses

On November 1, 2007 (the Closing Date), WPM, L.P., a Delaware limited partnership (WPM), purchased 29,732,214 shares of Class A common stock, par value \$0.01 per share (the Class A Common Stock), of Metavante Technologies, Inc. (formerly known as Metavante Holding Company), a Wisconsin Corporation (the Issuer), for an aggregate purchase price of \$625 million, pursuant to an Investment Agreement, dated as of April 3, 2007, among the Issuer, M&I LLC (formerly known as Marshall & Ilsley Corporation), a Wisconsin limited liability company (M&I), Metavante Corporation, a Wisconsin corporation, Montana Merger Sub Inc., a Wisconsin corporation, and WPM (the Investment Agreement).

In order to facilitate the structure of the transactions contemplated by the Investment Agreement, at 12:01 a.m. Eastern Daylight Time on the day following the Closing Date, each outstanding share of the Class A Common Stock automatically converted into one share of the Issuers common stock, par value \$0.01 per share (Common Stock). At that time, the rights of WPM with respect to shares of converted Class A Common Stock ceased and WPM was deemed to have become the holder of an equivalent number of shares of Common Stock.

WPM is the direct record owner of 29,779,553 shares of Common Stock. WPM GP, LLC, a Delaware limited liability company (WPM GP), is the sole general partner of WPM. Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership (WP IX), is the sole member of WPM GP. Warburg Pincus IX LLC, a New York limited liability company (WP IX LLC), is the sole general partner of WP IX. Warburg Pincus Partners, LLC, a New York limited liability company (WP Partners), is the sole member of WP IX LLC. Warburg Pincus & Co., a New York general partnership (WP), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company (WP LLC), manages WP IX. Messrs. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Co-Presidents and Managing Members of WP LLC. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the Exchange Act), each of WPM GP, WP IX, WP IX LLC, WP Partners, WP, WP LLC, and Messrs. Kaye and Landy may be deemed to be the beneficial owners of any securities that may be deemed to be beneficially owned by WPM. Each of WPM GP, WP IX, WP IX LLC, WP Partners, WP, WP LLC, and Messrs. Kaye and Landy disclaim beneficial ownership of all shares of both the Issuers Class A Common Stock and Common Stock except to the extent of any indirect pecuniary interest therein.

James Neary, the reporting person, who became a director of the Issuer on November 1, 2007, upon the completion of the transactions contemplated by the Investment Agreement, is a general partner of WP and a managing director and member of WP LLC. As such, Mr. Neary may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934) in an indeterminate portion of the securities reported as beneficially owned by WPM. Mr. Neary disclaims beneficial ownership of such securities except to the extent of any indirect pecuniary interest therein. Mr. Neary does not directly own any shares of Class A Common Stock. Mr. Neary directly owns 4,727 shares of Common Stock and options to purchase 13,500 shares of Common Stock.