

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Cole Royal</u>  (Last) (First) (Middle) <u>C/O VANTIV, INC.</u> <u>8500 GOVERNOR'S HILL DRIVE</u>  (Street) <u>CINCINNATI OH 45249-1384</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Grp Pres, Merchant &amp; FI Svcs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2017</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	02/17/2017		F		373 <sup>(1)</sup>	D	\$64.86	84,143	D	
Class A Common Stock	02/18/2017		M		1,209	A	\$0 <sup>(2)</sup>	85,352	D	
Class A Common Stock	02/18/2017		F		389	D	\$64.86	84,963	D	
Class A Common Stock	02/18/2017		A		19,342 <sup>(3)</sup>	A	\$0	104,305	D	
Class A Common Stock	02/18/2017		F		7,190 <sup>(4)</sup>	D	\$64.86	97,115	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units 2014	(5)	02/17/2017		M			1,209	(6)	(6)	Class A Common Stock	\$0	1,209	D	

**Explanation of Responses:**

- These shares were withheld to cover tax withholding obligations upon the vesting of 999 shares of restricted stock on February 17, 2017.
- Restricted stock units convert into Class A Common Stock on a one-for-one basis.
- Represents the settlement in common stock of performance share units which vested on February 18, 2017 following satisfaction of certain performance-related conditions to vesting.
- These shares were withheld to cover tax withholding obligations when 19,342 performance share units vested on February 18, 2017.
- Each restricted stock unit represents a contingent right to receive one share of Vantiv, Inc. Class A common stock.
- On February 18, 2014, the reporting person was granted 4,835 restricted stock units, vesting in four equal (subject to rounding) annual installments beginning on February 18, 2015.

**Remarks:**

/s/ Bryan A. Jacobs, attorney-in-fact for Royal Cole      02/22/2017

\*\* 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.