
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): March 28, 2003

CERTEGY INC.

(Exact name of Registrant as Specified in its Charter)

Georgia

001-16427

58-2606325

(State or other Jurisdiction of
Incorporation or Organization)

(Commission File
Number)

(IRS Employer
Identification No.)

11720 Amber Park Drive
Suite 600
Alpharetta, Georgia

30004

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (678) 867-8000

Not Applicable

(Former name or former address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA INFORMATION AND EXHIBITS

(a) Financial Statements of Businesses Acquired:

None.

(b) Pro Forma Financial Information:

None.

(c) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Pages 8 and 10 of 2002 Annual Report to Shareholders of Certegy Inc. (furnished pursuant to Item 12 of Form 8-K, under Item 9 of this Report)

ITEM 9. REGULATION FD DISCLOSURE

Pursuant to Exchange Act Release 47583, Certegy Inc. (“Certegy”) is furnishing the information required by Item 12 of Form 8-K, “Results of Operations and Financial Condition,” under this Item 9.

On or about March 28, 2003, Certegy first mailed to its shareholders its Annual Report to Shareholders for its fiscal year ended December 31, 2002 (the “Annual Report”). Page 8 of the Annual Report sets forth three bar charts illustrating five-year financial data of Certegy, two of which illustrate non-GAAP financial measures within the meaning of Regulation G under the federal securities laws. One chart compares operating income excluding severance, other charges and other non-GAAP adjustments over the past five fiscal years, and the second chart compares earnings before interest, taxes, depreciation and amortization (“EBITDA”) over that period. A reconciliation of the measures in these two charts to the most directly comparable financial measure calculated and presented in accordance with GAAP, which Certegy determined to be operating income calculated and presented in accordance with GAAP, is set forth in a footnote at the bottom of page 8. The bar charts on page 8 are accompanied by five-year data for operating income calculated in accordance with GAAP in the Selected Financial Data table on page 10. Pages 8 and 10 are furnished herewith as Exhibit 99.1 hereto.

Certegy’s management believes that presentation of these non-GAAP financial measures is useful because it allows investors and management to evaluate and compare Certegy’s core operating results from ongoing operations from period to period in a more meaningful and consistent manner than relying exclusively on GAAP financial measures. Management also believes that non-GAAP adjustments for periods preceding Certegy’s spin-off from Equifax Inc. are useful because they allow investors and management to evaluate and compare Certegy’s

financial condition and results of operations over a five-year period in a more meaningful manner than a comparison of GAAP financial measures would, as the spin-off occurred in 2001.

As used herein, "GAAP" refers to accounting principles generally accepted in the United States.

The information in this Report, including the Exhibit attached hereto, is furnished solely pursuant to Item 12 of this Form 8-K. Consequently, it is not deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Exchange Act or Securities Act of 1933 if such subsequent filing specifically references this Form 8-K.

SIGNATURES

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.

CERTEGY INC.

By: /s/ MICHAEL T. VOLLKOMMER

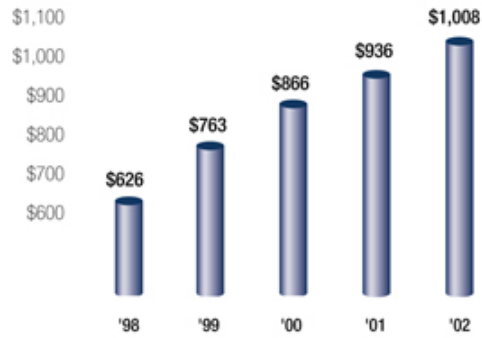
Michael T. Vollkommer
Corporate Vice President
and Chief Financial Officer

Date: April 4, 2003

5-YEAR FINANCIAL HIGHLIGHTS

2002 ANNUAL REPORT

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Revenues
(Dollars in millions)Operating Income*
(Dollars in millions)EBITDA*
(Dollars in millions)

* Actual operating income, as presented in the selected financial data included elsewhere in this annual report, is adjusted in 2002 to exclude severance and other charges of \$12.2 million and in years prior to 2002 to reflect non-GAAP adjustments for estimated additional operating expense that would have been incurred prior to the spin-off had the Company been operating as a stand-alone public entity (\$3.2 million in 2001 and \$6.5 million in 2000, 1999 and 1998) and the elimination of goodwill amortization expense had SFAS No. 142 been effective January 1, 1998 (\$8.6 million in 2001, \$8.0 million in 2000, \$7.0 million in 1999 and \$4.8 million in 1998). EBITDA adds back depreciation and amortization to these operating income amounts.

Selected Financial Data (In thousands, except per share amounts)

Year Ended December 31,	2002 (1)	2001	2000	1999	1998
Revenues (2)	\$1,007,968	\$935,971	\$865,907	\$763,297	\$625,777
Operating expenses (2)	856,019	784,552	718,748	635,812	522,486
Operating income	151,949	151,419	147,159	127,485	103,291
Other income (expense), net	1,119	78	1,309	2,311	(383)
Interest expense	(7,120)	(7,200)	(1,301)	(901)	(533)
Income before income taxes and minority interests	145,948	144,297	147,167	128,895	102,375
Provision for income taxes	(55,964)	(56,276)	(57,609)	(54,272)	(40,505)
Minority interests in earnings, net of tax	—	(945)	(1,096)	6	(780)
Net income	\$ 89,984	\$ 87,076	\$ 88,462	\$ 74,629	\$ 61,090
Basic earnings per share (3)	\$ 1.32	\$ 1.27	\$ 1.32	\$ 1.09	\$ 0.86
Diluted earnings per share (4)	\$ 1.30	\$ 1.26	\$ 1.30	\$ 1.07	\$ 0.85
Total assets (5)	\$ 702,141	\$736,203	\$523,049	\$516,567	\$508,456
Long-term debt	\$ 214,200	\$230,000	\$ —	\$ —	\$ —
Total shareholders' equity	\$ 198,443	\$211,865	\$323,618	\$271,490	\$348,793

(1) The Company adopted SFAS No. 142, "Goodwill and Other Intangible Assets," effective January 1, 2002, which ceases the amortization of goodwill.

(2) Reimbursements received for out-of-pocket expenses for years prior to 2002 have been reclassified from operating expenses to revenues as required by the adoption of EITF No. 01-14 as further described in Note 2 to the consolidated financial statements.

(3) Prior to the spin-off from Equifax, basic weighted average shares outstanding is computed by applying the distribution ratio of one share of Certegy common stock for every two shares of Equifax common stock held to the historical Equifax weighted average shares outstanding for the same periods presented.

(4) Prior to the spin-off from Equifax, diluted weighted average shares outstanding is estimated based on the dilutive effect of stock options calculated in the third quarter of 2001.

(5) Assets for years prior to 2002 have been reclassified for the change in balance sheet classification of check claims payable and recoverable as further described in Note 2 to the consolidated financial statements. Additionally, the 1998 total assets amount was derived from unaudited consolidated financial statements that were prepared by management.