UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 3)¹

Vantiv, Inc.

(Name of issuer)

Class A Common Stock, par value \$0.00001
(Title of class of securities)

92210H105 (CUSIP number)

Anna J. Guerin, Assistant Compliance Officer 617-951-9762 C/o Advent International Corporation, 75 State Street, 29th Floor Boston, MA 02109 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 7, 2013 (Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box :: \Box

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages) (Page 1 of 25 pages)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 92210H105 Page 2 of 25

| CCDII | .0.)22101 | 1100 | , | 1 450 2 01 23 | | | | |
|-------|---|-------|---|---------------|--|--|--|--|
| 1 | NAME OF REPORTING PERSON | | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | |
| | | | national Corporation | | | | | |
| 2 | CHECK | THE | E APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | |
| | (a) 🗵 | (t | b) 🗆 | | | | | |
| 3 | SEC US | E ON | NLY | | | | | |
| 4 | Source o | f Fur | nds | | | | | |
| | WC | | | | | | | |
| 5 | Check if | Disc | closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | |
| 6 | CITIZEN | ISHI | IP OR PLACE OF ORGANIZATION | | | | | |
| | Delaware | e | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| | BER OF | | 33,781,147 | | | | | |
| | ARES FICIALLY | . 8 | SHARED VOTING POWER | | | | | |
| | NED BY | | None | | | | | |
| | ACH ORTING | 9 | | | | | | |
| PE | RSON /ITH | | 33,781,147 | | | | | |
| , v | /11 I I | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | None | | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | |
| | 33,781,147 | | | | | | | |
| 12 | CHECK | ВОХ | X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | |
| 13 | PERCEN | T O | OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | |
| | 23.24% | | | | | | | |
| 14 | TYPE O | F RE | EPORTING PERSON* | | | | | |
| | CO, IA | | | | | | | |

CUSIP NO. 92210H105 Page 3 of 25

| CODII | .0.)22101 | 1100 | | | 1 450 5 01 25 | | | | |
|-------|---|-------|--|--|---------------|--|--|--|--|
| 1 | NAME OF REPORTING PERSON | | | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | | |
| | Advent I | nterr | national LLC | | | | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | |
| | (a) 🗵 | (ł | o) | | | | | | |
| 3 | SEC US | E ON | ILY | | | | | | |
| 4 | Source o | f Fui | nds | | | | | | |
| | WC | | | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | | | |
| | Massach | usett | | | | | | | |
| | 171ubbuen | 7 | SOLE VOTING POWER | | | | | | |
| NHM | BER OF | | | | | | | | |
| | ARES | 0 | 33,781,147 SHARED VOTING POWER | | | | | | |
| | FICIALLY | 8 | SHARED VOTING POWER | | | | | | |
| | NED BY | | None | | | | | | |
| | ACH ORTING | 9 | SOLE DISPOSITIVE POWER | | | | | | |
| PE | RSON | | 33,781,147 | | | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | None | | | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| | 33,781,147 | | | | | | | | |
| 12 | CHECK | ВОХ | (IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | |
| 13 | PERCEN | IT O | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | |
| | 23.24% | | | | | | | | |
| 14 | TYPE O | F RE | PORTING PERSON* | | | | | | |
| | PN | | | | | | | | |
| | | | | | | | | | |

| Sch | adı | ıla | 12 | Г |
|-----|-----|-----|----|---|
| | | | | |

CUSIP NO. 92210H105 Page 4 of 25

| | | | | | U | | | | | |
|-------|---|---|--|--|---|--|--|--|--|--|
| 1 | NAME OF REPORTING PERSON | | | | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | | | |
| | GPE VI | GPE VI GP Limited Partnership | | | | | | | | |
| 2 | CHECK | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | | |
| | (a) 🗵 | (a) \boxtimes (b) \square | | | | | | | | |
| 3 | SEC USI | E ON | LY | | | | | | | |
| 4 | Source o | f Fur | ds | | | | | | | |
| | WC | | | | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | | | | |
| | Cayman | Islan | ds | | | | | | | |
| | 3 | 7 | SOLE VOTING POWER | | | | | | | |
| NILIM | BER OF | | | | | | | | | |
| | ARES | 0 | 26,550,233 | | | | | | | |
| | FICIALLY | . 8 | SHARED VOTING POWER | | | | | | | |
| | NED BY | | None | | | | | | | |
| | ACH ORTING | 9 | SOLE DISPOSITIVE POWER | | | | | | | |
| | RSON | | 26,550,233 | | | | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | | | | |
| | | | None | | | | | | | |
| 11 | AGGDE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| 11 | AGGRE | UAI. | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING LEASON | | | | | | | |
| | 26,550,2 | | | | | | | | | |
| 12 | CHECK | ВОХ | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | |
| 13 | PERCEN | O TV | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | |
| | 18.27% | | | | | | | | | |
| 14 | | F RE | PORTING PERSON* | | | | | | | |
| | DNI | | | | | | | | | |

CUSIP NO. 92210H105 Page 5 of 25

| | | | | | υ | | | | | |
|-----|---|---|--|--|---|--|--|--|--|--|
| 1 | NAME OF REPORTING PERSON | | | | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | | | |
| | GPE VI | GPE VI GP (Delaware) Limited Partnership | | | | | | | | |
| 2 | CHECK | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | | |
| | (a) 🗵 | (b |) 🗆 | | | | | | | |
| 3 | SEC US | E ON | ILY | | | | | | | |
| | | | | | | | | | | |
| 4 | Source o | f Fur | ds | | | | | | | |
| | WC | | | | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | | | |
| 6 | CITIZEN | IHZL | P OR PLACE OF ORGANIZATION | | | | | | | |
| O | CITIZEI | 10111 | TORTEMES OF ORGANIZATION | | | | | | | |
| | Delaware | e | | | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | | | |
| NUM | BER OF | | 2,968,101 | | | | | | | |
| | ARES | 8 | SHARED VOTING POWER | | | | | | | |
| | FICIALLY | | | | | | | | | |
| | NED BY ACH | | None | | | | | | | |
| | ORTING | 9 | SOLE DISPOSITIVE POWER | | | | | | | |
| | RSON | | 2,968,101 | | | | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | | | | |
| | | | | | | | | | | |
| 1.1 | ACCRE | CAT | None E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| 11 | AGGRE | GAI. | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| | 2,968,10 | 1 | | | | | | | | |
| 12 | CHECK | ВОХ | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | |
| 13 | PERCEN | IT O | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | |
| | 2.0407 | | | | | | | | | |
| 1.4 | 2.04% | EDE | DODTING DED CONI* | | | | | | | |
| 14 | TYPEO | r KE | PORTING PERSON* | | | | | | | |
| | PNI | | | | | | | | | |

CUSIP NO. 92210H105 Page 6 of 25

| | | | | | υ | | | | | |
|----------|---|---|--|--|---|--|--|--|--|--|
| 1 | NAME OF REPORTING PERSON | | | | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | | | |
| | GPE VI | GPE VI FT Co-Investment GP Limited Partnership | | | | | | | | |
| 2 | CHECK | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | | |
| | (a) 🗵 | (b |) 🗆 | | | | | | | |
| 3 | SEC US | E ON | LY | | | | | | | |
| | | | | | | | | | | |
| 4 | Source o | f Fun | ds | | | | | | | |
| | WC | | | | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | | | | |
| | Cayman | Islan | ds | | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | | | |
| NII IN A | DED OF | | | | | | | | | |
| | BER OF ARES | | 3,701,903 | | | | | | | |
| | FICIALLY | . 8 | SHARED VOTING POWER | | | | | | | |
| | NED BY | | None | | | | | | | |
| | ACH ORTING | 9 | SOLE DISPOSITIVE POWER | | | | | | | |
| | RSON | | 3,701,903 | | | | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | | | | |
| | | | None | | | | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| | | | | | | | | | | |
| | 3,701,90 | | | | | | | | | |
| 12 | CHECK | BOX | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | |
| 13 | PERCEN | TO TI | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | |
| | 2.55% | | | | | | | | | |
| 14 | | F RE | PORTING PERSON* | | | | | | | |
| | | | | | | | | | | |
| | PN . | | | | | | | | | |

CUSIP NO. 92210H105 Page 7 of 25

| CCDII | .0.)2210 | 11100 | | | 1 450 / 01 23 | | | | | | |
|-------|---|-------------------------------|--|--|---------------|--|--|--|--|--|--|
| 1 | NAME (| OF R | EPORTING PERSON | | | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | | | | |
| | Advent International GPE VI Limited Partnership | | | | | | | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | | | | |
| | (a) 🗵 | (a) \boxtimes (b) \square | | | | | | | | | |
| 3 | SEC US | E ON | ILY | | | | | | | | |
| 4 | Source o | f Fur | ds | | | | | | | | |
| | WC | | | | | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | | | | | |
| | Cayman | Islan | ds | | | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | | | | |
| NUM | BER OF | | 13,673,846 | | | | | | | | |
| | ARES | 8 | SHARED VOTING POWER | | | | | | | | |
| | FICIALLY NED BY | | N | | | | | | | | |
| | ACH | 9 | None SOLE DISPOSITIVE POWER | | | | | | | | |
| | DRTING | | SOLL DISTOSITIVE TO WER | | | | | | | | |
| | RSON /ITH | | 13,673,846 | | | | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | | | | |
| | | | None | | | | | | | | |
| 11 | AGGRE | GAT: | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | | |
| | 13,673,8 | 46 | | | | | | | | | |
| 12 | | | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | | |
| 12 | DEDCEN | ITO | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | | |
| 13 | PERCE | NI U | r CLASS REFRESENTED DI AMOUNT IN ROW (9) | | | | | | | | |
| | 9.41% | | | | | | | | | | |
| 14 | TYPE O | F RE | PORTING PERSON* | | | | | | | | |
| | PN | | PN | | | | | | | | |

CUSIP NO. 92210H105 Page 8 of 25

| | | | | | υ | | | | | |
|----------|---|---|--|--|---|--|--|--|--|--|
| 1 | NAME OF REPORTING PERSON | | | | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | | | |
| | GPE VI | GPE VI FT Co-Investment Limited Partnership | | | | | | | | |
| 2 | CHECK | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | | |
| | (a) 🗵 | (b |) 🗆 | | | | | | | |
| 3 | SEC US | E ON | ILY | | | | | | | |
| | | | | | | | | | | |
| 4 | Source o | f Fur | ds | | | | | | | |
| | WC | | | | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | | | | |
| | Cayman | Islan | ds | | | | | | | |
| | , | 7 | SOLE VOTING POWER | | | | | | | |
| NII IN A | DED OF | | | | | | | | | |
| | BER OF ARES | | 3,701,903 | | | | | | | |
| | FICIALLY | . 8 | SHARED VOTING POWER | | | | | | | |
| | NED BY | | None | | | | | | | |
| | ACH ORTING | 9 | SOLE DISPOSITIVE POWER | | | | | | | |
| PE | RSON | | 3,701,903 | | | | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | | | | |
| | | | None | | | | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| | | | | | | | | | | |
| | 3,701,90 | | | | | | | | | |
| 12 | CHECK | вох | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | |
| 13 | PERCEN | O TI | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | |
| | 2.55% | | | | | | | | | |
| 14 | | F RE | PORTING PERSON* | | | | | | | |
| | | | | | | | | | | |
| | PN | | | | | | | | | |

CUSIP NO. 92210H105 Page 9 of 25

| CCDII | 10. 72210. | 11100 | | | 1 450 > 01 23 | | | | | | |
|-------|---|-------------------------------|--|--|---------------|--|--|--|--|--|--|
| 1 | NAME (| OF R | EPORTING PERSON | | | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | | | | |
| | Advent International GPE VI-A Limited Partnership | | | | | | | | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | | |
| | (a) 🗵 | (a) \boxtimes (b) \square | | | | | | | | | |
| 3 | SEC US | E ON | ILY | | | | | | | | |
| 4 | Source o | f Fur | ds | | | | | | | | |
| | WC | | | | | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | | | | | |
| | Cayman | Islan | ds | | | | | | | | |
| | • | 7 | SOLE VOTING POWER | | | | | | | | |
| NUM | BER OF | | 7,990,073 | | | | | | | | |
| | ARES | 8 | SHARED VOTING POWER | | | | | | | | |
| | FICIALLY NED BY | | None | | | | | | | | |
| E | ACH | 9 | SOLE DISPOSITIVE POWER | | | | | | | | |
| | ORTING RSON | | | | | | | | | | |
| | VITH | 1.0 | 7,990,073 | | | | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | | | | |
| | | | None | | | | | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | | |
| | 7,990,07 | 3 | | | | | | | | | |
| 12 | | | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | | |
| 13 | PERCEN | O TV | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | | |
| | 5.50% | | | | | | | | | | |
| 14 | | F RE | PORTING PERSON* | | | | | | | | |
| | PN | | | | | | | | | | |
| | I I IN | | | | | | | | | | |

| _ | - | | | | | _ |
|----|----|----|----|------|----|---|
| Q. | ch | 20 | 11 | le i | 13 | Г |
| | | | | | | |

CUSIP NO. 92210H105 Page 10 of 25

| CODII | .0.)22101 | 1100 | | | 1 450 10 01 23 | | | | |
|-------|---|-------|--|--|----------------|--|--|--|--|
| 1 | NAME OF REPORTING PERSON | | | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | | |
| | | | national GPE VI-B Limited Partnership | | | | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | |
| | (a) 🗵 | (ł | o) 🗆 | | | | | | |
| 3 | SEC US | E ON | ILY | | | | | | |
| 4 | Source o | f Fur | nds | | | | | | |
| | WC | | | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | | |
| 6 | CITIZEN | теп | P OR PLACE OF ORGANIZATION | | | | | | |
| O | CITIZEI | NSIII | FOR FLACE OF ORGANIZATION | | | | | | |
| | Cayman | Islan | ds | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | | |
| | BER OF | | 691,830 | | | | | | |
| | ARES | 8 | SHARED VOTING POWER | | | | | | |
| | FICIALLY NED BY | | None | | | | | | |
| | ACH | 9 | SOLE DISPOSITIVE POWER | | | | | | |
| PE | ORTING RSON | | 691,830 | | | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | N | | | | | | |
| 11 | AGGRE | GAT | None E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| 11 | AGGRE | UAI | E ANIOON I BENEFICIALLY OWNED BY EACH REPORTING LEASON | | | | | | |
| | 691,830 | | | | | | | | |
| 12 | CHECK | ВОХ | X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | |
| 13 | PERCEN | T O | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | |
| | 0.48% | | | | | | | | |
| 14 | TYPE O | F RE | PORTING PERSON* | | | | | | |
| | PN | | | | | | | | |
| | | | | | | | | | |

CUSIP NO. 92210H105 Page 11 of 25

| | | | | | 0 | | | | |
|-----|--------------------------|---|--|--|---|--|--|--|--|
| 1 | NAME OF REPORTING PERSON | | | | | | | | |
| | I.R.S. ID | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | | |
| | Advent I | Advent International GPE VI-C Limited Partnership | | | | | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | |
| | (a) 🗵 | | | | | | | | |
| 3 | SEC USI | E ON | LY | | | | | | |
| 4 | Source o | f Fur | ds | | | | | | |
| | WC | | | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | | | |
| | Delaware | e | | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | | |
| | BER OF | | 704,707 | | | | | | |
| | ARES FICIALLY | . 8 | SHARED VOTING POWER | | | | | | |
| | NED BY | | None | | | | | | |
| | ACH ORTING | 9 | SOLE DISPOSITIVE POWER | | | | | | |
| PE | RSON | | 704,707 | | | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | None | | | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| | 704,707 | | | | | | | | |
| 12 | | ВОХ | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | |
| 4.0 | nen an | | | | | | | | |
| 13 | PERCEN | VI O | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | |
| | 0.48% | | | | | | | | |
| 14 | TYPE O | F RE | PORTING PERSON* | | | | | | |
| | PN | | | | | | | | |

CUSIP NO. 92210H105 Page 12 of 25

| CODII | .0.)22101 | 1100 | | | 1 450 12 01 23 | | |
|-------|------------------|---|--|--|----------------|--|--|
| 1 | NAME (| NAME OF REPORTING PERSON | | | | | |
| | I.R.S. ID | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | |
| | | | national GPE VI-D Limited Partnership | | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | |
| | (a) 🗵 | (ł | o) | | | | |
| 3 | SEC USI | E ON | ILY | | | | |
| 4 | Source o | f Fur | nds | | | | |
| | WC | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | |
| 6 | CITIZEN | IHZL | P OR PLACE OF ORGANIZATION | | | | |
| O | CITIZEI | 10111 | TORTERED OF ORGANIZATION | | | | |
| | Delaware | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | |
| | BER OF | | 561,845 | | | | |
| | ARES FICIALLY | . 8 | SHARED VOTING POWER | | | | |
| | NED BY | | None | | | | |
| | ACH DRTING | 9 | SOLE DISPOSITIVE POWER | | | | |
| PE | RSON | | 561,845 | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | |
| | | | None | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| | 561,845 | | | | | | |
| 12 | | ВОХ | (IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | |
| 13 | PERCEN | T O | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | |
| | | | | | | | |
| 14 | 0.39% | EDE | PORTING PERSON* | | | | |
| 17 | TITE O | ı KE | A ORTHO I ERSON | | | | |
| | PN | N' | | | | | |

CUSIP NO. 92210H105 Page 13 of 25

| | | | | 2 | | | |
|----|--|---|--|---|--|--|--|
| 1 | NAME (| NAME OF REPORTING PERSON | | | | | |
| | I.R.S. ID | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | |
| | | | ational GPE VI-E Limited Partnership | | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | |
| | (a) 🗵 | (a) \boxtimes (b) \square | | | | | |
| 3 | SEC USI | | | | | | |
| 4 | Source o | f Fur | nds . | | | | |
| | WC | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | |
| | Delaware | e | | | | | |
| | | 7 | SOLE VOTING POWER | | | | |
| | BER OF | | 1,701,549 | | | | |
| | ARES | . 8 | SHARED VOTING POWER | | | | |
| | OWNED BY None | | | | | | |
| | ACH | 9 | None SOLE DISPOSITIVE POWER | | | | |
| | ORTING | , | SOLE DISTOSITIVE TO WER | | | | |
| | RSON /ITH | | 1,701,549 | | | | |
| ,, | 1111 | 10 | SHARED DISPOSITIVE POWER | | | | |
| | | | None | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| | 1,701,549 | | | | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □ | | | | | | |
| 13 | PERCEN | T O | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | |
| | 1.17% | | | | | | |
| 14 | TYPE O | FRE | PORTING PERSON* | | | | |
| | PN | | | | | | |
| | | | | | | | |

CUSIP NO. 92210H105 Page 14 of 25

| | | | | | 0 | |
|------------------------------|---|--------------------------|--|--|---|--|
| 1 | NAME (| NAME OF REPORTING PERSON | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | |
| | Advent I | ntern | ational GPE VI-F Limited Partnership | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | |
| | (a) 🗵 | (b |) 🗆 | | | |
| 3 | SEC US | E ON | LY | | | |
| 4 | Source o | f Fur | ds | | | |
| | WC | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | |
| | Cayman | Islan | ds | | | |
| | <u> </u> | 7 | SOLE VOTING POWER | | | |
| NUM | NUMBER OF 2,572,942 | | | | | |
| SHARES 8 SHARED VOTING POWER | | 8 | | | | |
| | EFICIALLY None | | | | | |
| E. | ACH | 9 | SOLE DISPOSITIVE POWER | | | |
| | ORTING RSON | | | | | |
| | /ITH | 10 | 2,572,942 SHARED DISPOSITIVE POWER | | | |
| | | 10 | SHARED DISTOSITIVE TO WER | | | |
| | | | None | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| | 2,572,94 | 2 | | | | |
| 12 | | | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | |
| 13 | PERCEN | JT O | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | |
| | | | | | | |
| 14 | 1.77% | EDE | PORTING PERSON* | | | |
| 14 | TIPEO | r KE | FURTHING FERSON | | | |
| | PN | | | | | |

CUSIP NO. 92210H105 Page 15 of 25

| 1 | NAME (| OF R | EPORTING PERSON | | | | |
|-----|------------------|---|--|--|--|--|--|
| | I.R.S. ID | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | |
| | Advent I | ntern | ational GPE VI-G Limited Partnership | | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | |
| | (a) 🗵 | (b |) 🗆 | | | | |
| 3 | SEC USI | E ON | LY | | | | |
| | | | | | | | |
| 4 | Source o | f Fur | ds | | | | |
| | WC | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | |
| | | | | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | |
| | Cayman | Islan | ds | | | | |
| | <i> </i> | 7 | SOLE VOTING POWER | | | | |
| | | | | | | | |
| | BER OF | | 1,621,542 | | | | |
| | ARES FICIALLY | 8 | SHARED VOTING POWER | | | | |
| | NED BY | | N | | | | |
| | FACIL NOISE | | | | | | |
| | ORTING | 9 | SOLE DISPOSITIVE POWER | | | | |
| | RSON | | 1,621,542 | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | |
| | | | N | | | | |
| 1.1 | A CCDE | CAT | None | | | | |
| 11 | AGGRE | GAI. | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| | 1,621,54 | 2 | | | | | |
| 12 | CHECK | ВОХ | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | |
| | | | | | | | |
| 13 | PERCEN | VT O | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | |
| | 1.12% | | | | | | |
| 14 | | F RE | PORTING PERSON* | | | | |
| | | | | | | | |
| | PN | | | | | | |

CUSIP NO. 92210H105 Page 16 of 25

| | | | | | 0 |
|-----|---|-------|--|--|---|
| 1 | NAME (| OF R | EPORTING PERSON | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | |
| | Advent I | artne | ers GPE VI 2008 Limited Partnership | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | |
| | (a) 🗵 | (b | o) 🗆 | | |
| 3 | SEC US | E ON | ILY | | |
| 4 | Source o | f Fur | ds | | |
| | WC | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | |
| 6 | CITIZEN | JSHI | P OR PLACE OF ORGANIZATION | | |
| O | | | TORTERED OF ORONINEZHION | | |
| | Delawar | - | | | |
| | | 7 | SOLE VOTING POWER | | |
| | BER OF | | 500,789 | | |
| | ARES | . 8 | SHARED VOTING POWER | | |
| | ENEFICIALLY OWNED BY | | | | |
| | ACH | 9 | None SOLE DISPOSITIVE POWER | | |
| | ORTING | , | SOLE DISTOSITIVE TO WER | | |
| | RSON /ITH | | 500,789 | | |
| ** | 1111 | 10 | SHARED DISPOSITIVE POWER | | |
| | | | None | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 500,789 | | | | |
| 12 | | ВОХ | I IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | |
| 4.0 | nen ani | TTT 0 | | | |
| 13 | PERCEN | VI O | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 0.34% | | | | |
| 14 | TYPE O | F RE | PORTING PERSON* | | |
| | DNI | | | | |

CUSIP NO. 92210H105 Page 17 of 25

| | | | | | U | | |
|-----|---|--------------------------|--|---|---|--|--|
| 1 | NAME (| NAME OF REPORTING PERSON | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | |
| | Advent F | artne | ers GPE VI 2009 Limited Partnership | | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | |
| | (a) 🗵 | (b | o) 🗆 | | | | |
| 3 | SEC US | E ON | LY | | | | |
| 4 | Source o | f Fur | ds | | | | |
| | WC | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | |
| | Delaware | e | | | | | |
| | | 7 | SOLE VOTING POWER | | | | |
| NUM | NUMBER OF 15,013 | | | | | | |
| | ARES | . 8 | SHARED VOTING POWER | | | | |
| | NEFICIALLY OWNED BY None | | | | | | |
| | ACH DRTING | 9 | SOLE DISPOSITIVE POWER | | | | |
| | RSON | | 15,013 | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | |
| | | | None | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| | | | | | | | |
| 12 | 15,013 | DOV | TIF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | 1 | | | |
| 12 | CHECK | BUA | . IF THE AUGREDATE AMOUNT IN KOW (9) EXCLUDES CERTAIN SHARES | I | | | |
| 13 | PERCEN | TO TI | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | |
| | 0.01% | | | | | | |
| 14 | | F RE | PORTING PERSON* | | | | |
| | PN | PN | | | | | |

CUSIP NO. 92210H105 Page 18 of 25

| | | | | | 2 | | |
|------------------|---|--------|--|--|---|--|--|
| 1 | NAME OF REPORTING PERSON | | | | | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | | | | | | |
| | Advent I | Partne | ers GPE VI-A Limited Partnership | | | | |
| 2 | CHECK | THE | APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | |
| | (a) 🗵 | | o) 🗆 | | | | |
| 3 | SEC US | E ON | LY | | | | |
| 4 | Source o | f Fur | ds | | | | |
| | WC | | | | | | |
| 5 | Check if | Disc | losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | | | |
| 6 | CITIZEN | ISHI | P OR PLACE OF ORGANIZATION | | | | |
| | Delawar | e | | | | | |
| | | 7 | SOLE VOTING POWER | | | | |
| NUMBER OF 45,108 | | | | | | | |
| | ARES FICIALLY | 8 | SHARED VOTING POWER | | | | |
| | NED BY | | None | | | | |
| | ACH DRTING | 9 | SOLE DISPOSITIVE POWER | | | | |
| PE | RSON | | 45,108 | | | | |
| W | /ITH | 10 | SHARED DISPOSITIVE POWER | | | | |
| | | | None | | | | |
| 11 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| | 45 100 | | | | | | |
| 12 | 45,108 CHECK | BOX | IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | |
| 12 | | | | | | | |
| 13 | PERCEN | O TV | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | |
| | 0.03% | | | | | | |
| 14 | TYPE O | F RE | PORTING PERSON* | | | | |
| | PN | PN | | | | | |

Item 1. Security and Issuer

This statement on Amendment No.3 Schedule 13D ("Amendment No.3") relates to the Reporting Persons' (as defined in Item 2 below) beneficial ownership interest in the Class A Common Stock, par value \$0.00001 per share (the "Class A Common Stock"), of Vantiv, Inc., a Delaware Corporation (the "Issuer"). The address of the principal executive office of the Issuer is 8500 Governor's Hill Drive, Symmes Township, OH 45249. This Amendment No.3 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on April 2, 2012, Amendment No.1 filed with the Commission on August 9, 2012 and Amendment No.2 filed with the Commission on May 16, 2013. This Amendment No.3 is being filed by the reporting persons to amend Item 5. Terms defined in the schedule 13D are used herein as so defined.

Item 2. Identity and Background

- (a) (b) (c) (f) This statement is being filed by the following entities:
- (1) Advent International Corporation, a Delaware corporation;
- (2) Advent International LLC, a Massachusetts limited partnership;
- (3) GPE VI FT Co-Investment GP Limited Partnership, a Cayman Islands limited partnership;
- (4) GPE VI GP (Delaware) Limited Partnership, a Delaware limited partnership;
- (5) GPE VI GP Limited Partnership, a Cayman Islands limited partnership;
- (6) Advent International GPE VI Limited Partnership, a Cayman Islands limited partnership;
- (7) Advent International GPE VI-A Limited Partnership, a Cayman Islands limited partnership;
- (8) Advent International GPE VI-B Limited Partnership, a Cayman Islands limited partnership;
- (9) Advent International GPE VI-F Limited Partnership, a Cayman Islands limited partnership;
- (10) Advent International GPE VI-G Limited Partnership, a Cayman Islands limited partnership;
- (11) Advent International GPE VI-C Limited Partnership, a Delaware limited partnership;
- (12) Advent International GPE VI-D Limited Partnership, a Delaware limited partnership;
- (13) Advent International GPE VI-E Limited Partnership, a Delaware limited partnership;

CUSIP NO. 92210H105 Page 20 of 25

- (14) Advent Partners GPE VI 2008 Limited Partnership, a Delaware limited partnership;
- (15) Advent Partners GPE VI 2009 Limited Partnership, a Delaware limited partnership;
- (16) Advent Partners GPE VI-A Limited Partnership, a Delaware limited partnership;
- (17) GPE VI FT Co-Investment Limited Partnership, a Cayman Islands limited partnership;

The entities listed in subparagraphs (1) through (17) above are herein collectively referred to as the "Reporting Persons" and individually as a "Reporting Person," and the entities listed in subparagraphs (6) through (17) above are herein collectively referred to as the "Advent Funds" and individually as an "Advent Fund."

Advent International Corporation ("AIC") is a Delaware corporation, and the persons serving as its directors and executive officers are set forth on Schedule A hereto.

CUSIP NO. 92210H105 Page 21 of 25

Advent International Corporation is the Manager of Advent International LLC ("AI LLC") which in turn is the General Partner of GPE VI GP Limited Partnership, GPE VI GP (Delaware) Limited Partnership, GPE VI FT Co-Investment GP Limited Partnership, Advent Partners GPE VI 2008 Limited Partnership and Advent Partners GPE VI-A Limited Partnership. GPE VI GP Limited Partnership is the General Partner of Advent International GPE VI Limited Partnership, Advent International GPE VI-B Limited Partnership, Advent International GPE VI-F Limited Partnership and Advent International GPE VI-G Limited Partnership. GPE VI GP (Delaware) Limited Partnership is the General Partner of Advent International GPE VI-C Limited Partnership, Advent International GPE VI-D Limited Partnership and Advent International GPE VI-E Limited Partnership. GPE VI FT Co-Investment GP Limited Partnership is the General Partner of GPE VI FT Co-Investment Limited Partnership. The principal business address of each Reporting Person is c/o Advent International Corporation, 75 State Street, Boston, MA 02109.

The principal business of Advent International Corporation is to operate as an investment advisory firm and to make private equity investments. The principal business of each Reporting Person other than Advent International Corporation, Advent International LLC, GPE VI FT Co-Investment GP Limited Partnership, GPE VI GP (Delaware) Limited Partnership and GPE VI GP Limited Partnership is to provide risk capital for, and make investments in the securities of, privately held and other businesses.

(d) (e) During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violations with respect to such laws.

Item 5. Interest in Securities of the Issuer.

(a) The following table sets forth the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of this statement (based upon 145,334,200 shares of Class A Common Stock outstanding as of August 5, 2013). The aggregate number and percentage of the Class A Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3.

Schedule 13D CUSIP NO. 92210H105 Page 22 of 25

| | Number of Shares Beneficially | Percentage of Common Stock | Number of Shares Sold in Past 60 |
|---|----------------------------------|-------------------------------|-------------------------------------|
| Reporting Person | Owned | Outstanding | Days |
| Advent International Corporation (1) (2) (3) (4) (5) | 33,781,147 | 23.24% | 15,000,000 |
| Advent International LLC (1) (2) (3) (4) | 33,781,147 | 23.24% | 15,000,000 |
| GPE VI GP Limited Partnership (1) (2) | 26,550,233 | 18.27% | 11,789,223 |
| GPE VI GP (Delaware) Limited Partnership (1) (3) | 2,968,101 | 2.04% | 1,317,941 |
| GPE VI FT Co-Investment GP Limited Partnership (1) (4) | 3,701,903 | 2.55% | 1,643,773 |
| Advent International GPE VI Limited Partnership (1) (2) | 13,673,846 | 9.41% | 6,071,662 |
| GPE VI FT Co-Investment Limited Partnership (1) (4) | 3,701,903 | 2.55% | 1,643,773 |
| Advent International GPE VI-A Limited Partnership (1) (2) | 7,990,073 | 5.50% | 3,547,869 |
| Advent International GPE VI-B Limited Partnership (1) (2) | 691,830 | 0.48% | 307,196 |

Schedule 13D CUSIP NO. 92210H105 Page 23 of 25

Advent International GPE VI-C Limited Partnership (1) (3) 704,707 0.48% 312,915 Advent International GPE VI-D Limited Partnership (1) (3) 561,845 0.39% 249,479 Advent International GPE VI-E Limited Partnership (1) (3) 1,701,549 1.17% 755,547 Advent International GPE VI-F Limited Partnership (1) (2) 2,572,942 1.77% 1,142,475 Advent International GPE VI-G Limited Partnership (1) (2) 1,621,542 1.12% 720,021 Advent Partners GPE VI 2008 Limited Partnership (1) 500,789 0.34% 222,367 Advent Partners GPE VI 2009 Limited Partnership (1) 15,013 0.01% 6,667 Advent Partners GPE VI-A Limited Partnership (1) 45,108 0.03% 20,029 Total Group 33,781,147 23.24% 15,000,000

⁽¹⁾ Advent International Corporation is the Manager of Advent International LLC ("AI LLC") which in turn is the General Partner of GPE VI GP Limited Partnership, GPE VI GP (Delaware) Limited Partnership, GPE VI FT Co-Investment GP Limited Partnership, Advent Partners GPE VI 2009 Limited Partnership, Advent Partners GPE VI 2008 Limited Partnership and Advent Partners GPE VI-A Limited Partnership. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AI LLC derives from such power.

CUSIP NO. 92210H105 Page 24 of 25

- (2) GPE VI GP Limited Partnership is the General Partner of Advent International GPE VI Limited Partnership, Advent International GPE VI-A Limited Partnership, Advent International GPE VI-B Limited Partnership, Advent International GPE VI-F Limited Partnership and Advent International GPE VI-G Limited Partnership. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AI LLC and GPE VI GP Limited Partnership derive from such power.
- (3) GPE VI GP (Delaware) Limited Partnership is the General Partner of Advent International GPE VI-C Limited Partnership, Advent International GPE VI-D Limited Partnership and Advent International GPE VI-E Limited Partnership. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AI LLC and GPE VI GP (Delaware) Limited Partnership derive from such power.
- (4) GPE VI FT Co-Investment GP Limited Partnership is the General Partner of GPE VI FT Co-Investment Limited Partnership. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AI LLC and GPE VI FT Co-Investment GP Limited Partnership, derive from such power.
- (b) Each of the Reporting Persons listed in the table set forth above has sole voting and dispositive power over the Common Stock beneficially owned by it as indicated above.
- (c) Other than the acquisition of the Securities described in Item 3 above and the sale of the number of shares of Class A Common Stock as set forth in the table included in Item 3 above under the column captioned "Shares Sold in Past 60 Days," none of the Reporting Persons and the persons set forth on Schedule A and in Item 2(d) hereto has effected any transactions in the Common Stock during the last 60 days.
- (d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of the Securities is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Securities.
 - (e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 9, 2013

Advent International GPE VI Limited Partnership

Advent International GPE VI-A Limited Partnership

Advent International GPE VI-B Limited Partnership

Advent International GPE VI-F Limited Partnership

Advent International GPE VI-G Limited Partnership

By: GPE VI GP Limited Partnership, General Partner

By: Advent International LLC, General Partner

By: Advent International Corporation, Manager

By: Anna J. Guerin, Assistant Compliance Officer*

Advent International GPE VI-C Limited Partnership

Advent International GPE VI-D Limited Partnership

Advent International GPE VI-E Limited Partnership

By: GPE VI GP (Delaware) Limited Partnership, General Partner

By: Advent International LLC, General Partner

By: Advent International Corporation, Manager

By: Anna J. Guerin, Assistant Compliance Officer*

Advent Partners GPE VI 2008 Limited Partnership

Advent Partners GPE VI 2009 Limited Partnership

Advent Partners GPE VI-A Limited Partnership

By: Advent International LLC, General Partner

By: Advent International Corporation, Manager

By: Anna J. Guerin, Assistant Compliance Officer*

GPE VI FT Co-Investment Limited Partnership

By: GPE VI FT Co-Investment GP Limited Partnership, General Partner

By: Advent International LLC, General Partner

By: Advent International Corporation, Manager

By: Anna J. Guerin, Assistant Compliance Officer*

GPE VI GP Limited Partnership

GPE VI GP (Delaware) Limited Partnership

GPE VI FT Co-Investment GP Limited Partnership

By: Advent International LLC, General Partner

By: Advent International Corporation, Manager

By: Anna J. Guerin, Assistant Compliance Officer*

Advent International LLC

By: Advent International Corporation, Manager

By: Anna J. Guerin, Assistant Compliance Officer*

Advent International Corporation

By: Anna J. Guerin, Assistant Compliance Officer*

* For all of the above:

/s/ Anna J. Guerin

Anna J. Guerin, Assistant Compliance Officer