
**UNITED STATES
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): **November 28, 2016**

Vantiv, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

001-35462
(Commission File Number)

26-4532998
(IRS Employer Identification No.)

**8500 Governor's Hill Drive
Symmes Township, Ohio 45249**
(Address of principal executive offices, including zip code)

(513) 900-5250
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 3.02 Unregistered Sales of Equity Securities.

On November 28, 2016, Vantiv, Inc. (the "Company") issued 5,651,432 shares (the "Shares") of its Class A common stock, par value \$0.00001 per share, to Fifth Third Bank in a transaction that was not registered under the Securities Act of 1933, as amended (the "Securities Act"). The Shares were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act, as the sale of the Shares did not involve a public offering. The Shares were issued in exchange for 5,651,432 Class C units of the Company's subsidiary Vantiv Holding, LLC ("Vantiv Holding") held by Fifth Third Bank pursuant to the terms of the Exchange Agreement, dated as of March 21, 2012, that the Company and Vantiv Holding entered into with Fifth Third Bank at the time of the Company's initial public offering. The exchange occurred prior to and in connection with the consummation of the previously announced underwritten offering (the "Offering") of 4,801,432 shares of Class A common stock by Fifth Third Bank and the previously announced repurchase (the "Share Repurchase") by the Company of 850,000 shares of Class A common stock from Fifth Third Bank. Following the Share Repurchase, the 850,000 shares of Class A common stock repurchased by the Company were cancelled.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Prior to the Offering and the Share Repurchase, pursuant to the Company's amended and restated certificate of incorporation, Fifth Third Bank was entitled to elect two directors to the Company's board of directors as its ownership represented more than 18.18% of the Company's outstanding Class A common stock and Class B common stock. As previously announced, upon the consummation of the Offering and the Share Repurchase, Fifth Third Bank holds 17.9% of the Company's Class A common stock and Class B common stock and is entitled to appoint one director to the Company's board of directors.

Accordingly, the Company has decreased the size of its board of directors to 11 members, and Tayfun Tuzun, one of the Fifth Third Bank directors, resigned from the Company's board effective November 28, 2016.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 5.1 Opinion of Weil, Gotshal & Manges LLP.
- 23.1 Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).

2

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.

VANTIV, INC.

Dated: November 28, 2016

By: /s/ NELSON F. GREENE
Name: Nelson F. Greene
Title: Chief Legal and Corporate Services Officer and Secretary

3

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 5.1 | Opinion of Weil, Gotshal & Manges LLP. |
| 23.1 | Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1). |

4

Weil, Gotshal & Manges LLP

767 Fifth Avenue
 New York, NY 10153-0119
 +1 212 310 8000 tel
 +1 212 310 8007 fax

November 28, 2016

Vantiv, Inc.
 8500 Governor's Hill Drive
 Symmes Township, Ohio 45249

Ladies and Gentlemen:

We have acted as counsel to Vantiv, Inc., a Delaware corporation (the "Company"), in connection with the offer and sale by Fifth Third Bank (the "Selling Stockholder") of an aggregate of 4,801,432 shares of Class A common stock, par value \$0.00001 per share of the Company (the "Shares"). The Shares are to be sold by the Selling Stockholder pursuant to the underwriting agreement, dated as of November 21, 2016 (the "Underwriting Agreement"), among the Company, the Selling Stockholder and the Underwriter named therein.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Amended and Restated Certificate of Incorporation of the Company; (ii) the Amended and Restated Bylaws of the Company; (iii) the Company's Registration Statement on Form S-3 (File No. 333-211645) (the "Registration Statement"); (iv) the prospectus, dated May 26, 2016; (v) the preliminary prospectus supplement, dated November 21, 2016; (vi) the prospectus supplement, dated November 21, 2016; (vii) the form of Class A Common Stock Certificate of the Company; (viii) the Recapitalization Agreement, dated March 21, 2012, among the Company, Vantiv Holding, LLC and the other parties thereto; (ix) the Exchange Agreement, dated March 21, 2012, among the Company, Vantiv Holding, LLC and the other parties thereto; (x) the Exchange Notice, dated November 21, 2016, from Fifth Third Bank requesting that the Company exchange Class C Units held by Fifth Third Bank pursuant to the terms of the Exchange Agreement; (xi) the Warrant, issued by Holding to the Selling Stockholder on June 30, 2009 (as updated for the Warrant Cancellation Agreement, dated as of December 2, 2015, between the Company and the Selling Stockholder); (xii) the Net Exercise Notice, dated as of November 21, 2016, delivered by the Selling Stockholder to Holding; and (xiv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion

that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares to be issued upon the exchange in accordance with the Exchange Agreement when so issued and sold as contemplated by the Registration Statement, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the use of this letter as an exhibit to the Registration Statement and to any and all references to our firm under the caption "Legal Matters" in the prospectus which is a part of the Registration Statement. In giving such consent we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP