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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 31, 2008**

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**METAVANTE TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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**Wisconsin**  
(State or other jurisdiction  
of incorporation)

**001-33747**  
(Commission File Number)

**39-0968604**  
(IRS Employer  
Identification No.)

**4900 West Brown Deer Road**  
**Milwaukee, Wisconsin 53223**  
(Address of principal executive offices, including Zip Code)

**(414) 357-2290**  
(Registrant's telephone number, including area code)

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

On October 31, 2008, Metavante Technologies, Inc. (“Metavante”) announced that Frank R. Martire, President and Chief Executive Officer of Metavante, will succeed Dennis J. Kuester as Chairman of the Board of Directors effective November 1, 2008.

Mr. Martire, age 61, has served as a director of Metavante since its separation from Marshall & Ilsley Corporation in November 2007, and has served as President and Chief Executive Officer of Metavante or its predecessor, Metavante Corporation, since March 2003. Mr. Martire previously served as Metavante Corporation’s President, Financial Services Group from January 2003 to March 2003.

Metavante also announced, effective November 1, 2008, that Michael D. Hayford, Metavante’s Chief Operating Officer and Senior Executive Vice President will succeed Mr. Martire as President of Metavante. Mr. Martire will continue to serve as Chief Executive Officer of Metavante.

Mr. Hayford, age 49, has served as a director of Metavante since its separation from Marshall & Ilsley Corporation in November 2007, and has served as Senior Executive Vice President of Metavante or its predecessor, Metavante Corporation, since September 2004 and as its Chief Operating Officer since May 2006. Mr. Hayford previously served as Metavante Corporation’s Chief Financial Officer and Treasurer from May 2001 to July 2007.

Mr. Kuester will continue to serve as a director of Metavante.

A copy of the press release announcing these matters is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

*Amendment of Employment Agreements*

The employment agreements previously entered into with Mr. Martire and Mr. Hayford are being amended, effective November 1, 2008, to address the changes described above. Information as to Mr. Martire’s and Mr. Hayford’s historical compensation and the terms of their employment with Metavante is included under the caption “Executive Compensation” in the proxy statement dated April 15, 2008 related to Metavante’s 2008 annual meeting of shareholders.

The amendments to the employment agreements of Mr. Martire and Mr. Hayford are filed as Exhibits 10.1 and 10.2 to this Current Report on Form 8-K, respectively, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Employment Agreement of Frank R. Martire
10.2	Amendment No. 1 to Employment Agreement of Michael D. Hayford
99.1	Metavante Press Release dated October 31, 2008

**SIGNATURE**

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.

METAVANTE TECHNOLOGIES, INC.

Date: November 3, 2008

/s/ Donald W. Layden, Jr.

Name: Donald W. Layden, Jr.

Title: Senior Executive Vice President,  
General Counsel and Secretary

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Employment Agreement of Frank R. Martire
10.2	Amendment No. 1 to Employment Agreement of Michael D. Hayford
99.1	Metavante Press Release dated October 31, 2008

**METAVANTE TECHNOLOGIES, INC.**  
**AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT**  
**OF**  
**FRANK R. MARTIRE**

**THIS AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT** is made as of the 1st day of November, 2008 by and between Metavante Technologies, Inc., a Wisconsin corporation (“Metavante Technologies”), and Frank R. Martire (the “Executive”).

**RECITALS**

**WHEREAS**, Metavante Technologies and the Executive are parties to that certain Employment Agreement (the “Employment Agreement”) dated as of November 1, 2007; and

**WHEREAS**, the parties wish to amend the Employment Agreement to reflect a change in the Executive’s title;

**NOW, THEREFORE**, the parties hereby agree as follows:

1. Section 3(a) of the Employment Agreement is hereby amended to change the Executive’s title from “President and Chief Executive Officer” to “Chairman of the Board and Chief Executive Officer”.
2. Section 10(b)(ii)(C) is revised to read “a material diminution of the Executive’s title from Chairman of the Board and Chief Executive Officer. “
3. Except as set forth above, no other changes are made to the Employment Agreement and the Employment Agreement remains in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date set forth above.

METAVANTE TECHNOLOGIES, INC.

By: /s/ Donald W. Layden, Jr.  
Name: Donald W. Layden, Jr.  
Title: Senior Executive Vice President, General Counsel and  
Secretary

/s/ Frank R. Martire  
Frank R. Martire

**METAVANTE TECHNOLOGIES, INC.**  
**AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT**  
**OF**  
**MICHAEL D. HAYFORD**

**THIS AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT** is made as of the 1st day of November, 2008 by and between Metavante Technologies, Inc., a Wisconsin corporation (“Metavante Technologies”), and Michael D. Hayford (the “Executive”).

**RECITALS**

**WHEREAS**, Metavante Technologies and the Executive are parties to that certain Employment Agreement (the “Employment Agreement”) dated as of November 1, 2007; and

**WHEREAS**, the parties wish to amend the Employment Agreement to reflect a change in the Executive’s title;

**NOW, THEREFORE**, the parties hereby agree as follows:

1. Section 3(a) of the Employment Agreement is hereby amended to change the Executive’s title from “Senior Executive Vice President and Chief Operating Officer” to “President and Chief Operating Officer”.
2. Section 10(b)(ii)(C) is revised to read “a material diminution of the Executive’s title from President and Chief Operating Officer.”
3. Except as set forth above, no other changes are made to the Employment Agreement and the Employment Agreement remains in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date set forth above.

METAVANTE TECHNOLOGIES, INC.

By:           /s/ Donald W. Layden, Jr.            
Name: Donald W. Layden, Jr.  
Title: Senior Executive Vice President,  
       General Counsel and Secretary

          /s/ Michael D. Hayford            
Michael D. Hayford

**News Release**

Contact: Chip Swearngan  
414-357-3688; [chip.swearngan@metavante.com](mailto:chip.swearngan@metavante.com)

**METAVANTE TECHNOLOGIES BOARD OF DIRECTORS PROMOTES CEO MARTIRE TO CHAIRMAN**

*Martire Named Chairman and Chief Executive Officer;  
Hayford Named President and Chief Operating Officer*

**MILWAUKEE, Oct. 31, 2008** – Metavante Technologies, Inc. (NYSE: MV) today announced that its Board of Directors has named the company's Chief Executive Officer, Frank Martire, as Chairman of the Board. Metavante also announced that the Board has appointed the company's Chief Operating Officer, Michael Hayford, as President and Chief Operating Officer. The actions, which are effective Nov. 1, 2008, are part of the Board's established management succession plan.

Martire, 61, joined Metavante Corporation in January 2003 as president of its financial services group and was named president and chief executive officer in March of that year. Hayford, 49, joined Metavante in 1992 as head of operations. He has served as senior executive vice president and chief operating officer of Metavante Corporation since May 1, 2006. Each executive has served as a director of Metavante Technologies, Inc. since its separation from Marshall & Ilsley Corporation on Nov. 1, 2007. Complete biographies and photos of Martire and Hayford follow this news release. [Biographies and photos not attached]

Dennis Kuester, who has served as Chairman of the Board since the company's Nov. 1, 2007 separation from Marshall & Ilsley Corporation, will continue to serve as a director.

**About Metavante**

Metavante Technologies, Inc. (NYSE: MV) is the parent company of Metavante Corporation. Metavante Corporation delivers banking and payments technologies to over 8,000 financial services firms and businesses worldwide. Metavante products and services drive account processing for deposit, loan and trust systems, image-based and conventional check processing, electronic funds transfer, consumer healthcare payments, electronic presentment and payment, business transformation services, and payment network solutions including the NYCE Network, a leading ATM/PIN debit network. Metavante ([www.metavante.com](http://www.metavante.com)) is headquartered in Milwaukee.

*Metavante and NYCE are registered trademarks of Metavante Corporation, which is the principal subsidiary of Metavante Technologies, Inc.*

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