# 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. 2)<sup>1</sup>

# 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, 29<sup>th</sup> Floor Boston, MA 02109

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

 $\label{eq:may-15} May\ 15,\ 2013$  (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 chedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:. $\Box$
<i>Note.</i> Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. <i>See</i> Rule 13d-7(b) for other arties 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*).

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1	NAME OF REPORTING PERSON								
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)								
	Advent International Comparation								
		Advent International Corporation							
2	(a) ⊠		APPROPRIATE BOX IF A MEMBER OF A GROUP*  □						
	(a) △	(D)							
3	SEC USE	ON	LY						
4	Source of	Fun	ds						
	WC								
5		Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)						
J	Circuit II	2100	count or zegui rrocceumgo to recume r utoumit to remo =(e) or = (e)						
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION						
	Delawa								
		7	SOLE VOTING POWER						
NUM	BER OF		48,781,147						
	ARES	8	SHARED VOTING POWER						
	ICIALLY								
	NED BY		None						
	ACH DRTING	9	SOLE DISPOSITIVE POWER						
	RSON								
	/ITH		48,781,147						
		10	SHARED DISPOSITIVE POWER						
			None						
11	AGGREO	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	48,781,								
12	CHECK	вох	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
10		T. 01	CV ACC DEPONDED BY A VOVINT BY DOLL (II)						
13	PERCEN	1.0	F CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	35.02%								
14			PORTING PERSON*						
	01								
	CO. IA								

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_				O					
1			EPORTING PERSON						
	I.R.S. IDI	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	A decome	Advent International LLC							
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							
2	CHECK (a) ⊠		APPROPRIATE BOX IF A MEMBER OF A GROUP*  ) □						
	` /	`	,						
3	SEC USE	ON	ĪLY						
4	Source of	Fun	ıds						
	WC								
5		Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)						
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION						
	Massac	huc	otts						
	Massac.	7							
		,	SOLE VOTING FOWER						
NUM	BER OF		48,781,147						
	ARES	8	SHARED VOTING POWER						
BENEFICIALL									
	NED BY ACH		None						
	ORTING	9	SOLE DISPOSITIVE POWER						
PE	RSON		48,781,147						
W	/ITH	10							
		10	SHAKED DISTOSITIVE FOWER						
			None						
11	AGGREC	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	40 =04								
	48,781,								
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
13		ΤO	F CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	35.02%								
14	TYPE OF	RE	PORTING PERSON*						
	PN								
l	LIA								

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1	NAME OF REPORTING PERSON							
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	GPE VI GP Limited Partnership							
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*					
	(a) ⊠	(D						
3	SEC USE	E ON	LY					
4	Source of	Fun	ds					
	WC							
5		Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)					
3	CHECK II	Disc	to all of Legal Proceedings to Required Paradalit to Reins 2(a) of 2 (c)					
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION					
	Caymaı							
		7	SOLE VOTING POWER					
NITIM	BER OF		38,339,456					
	ARES	8	SHARED VOTING POWER					
	ICIALLY	0	SHARED VOIING POWER					
OWN	NED BY		None					
	ACH	9	SOLE DISPOSITIVE POWER					
	ORTING RSON							
	/ITH		38,339,456					
,	1111	10	SHARED DISPOSITIVE POWER					
			Nama					
11	ACCDE	- ATI	None E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	AGGRE	<b>Ј</b> ИП	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	38,339,	456						
12			IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
13	PERCEN	T O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	27 520/							
1.4	27.52%		DODUMO DEDCOMA					
14	TAREOL	· KE	PORTING PERSON*					
	PN							

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1								
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	GPE VI GP (Delaware) Limited Partnership							
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*					
2	(a) ⊠		) $\square$					
	` '							
3	SEC USE	E ON	LY					
4	Source of	Fun	ds					
-								
	WC							
5	Check if	Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)					
6	CITIZEN	CHI	P OR PLACE OF ORGANIZATION					
U	CITIZEI	3111	TORTLAGE OF ORGANIZATION					
	Delawa	re						
		7	SOLE VOTING POWER					
NII IM	BER OF		4.200.042					
	ARES	8	4,286,042 SHARED VOTING POWER					
	ICIALLY	0	SHARED VOTING POWER					
	NED BY		None					
	ACH DRTING	9	SOLE DISPOSITIVE POWER					
	RSON		4.000.040					
	/ITH	10	4,286,042					
		10	SHARED DISPOSITIVE POWER					
			None					
11	AGGRE	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	4 200 0	40						
12	4,286,0		THE THE ACCRECATE AMOUNT IN DOW (I) EVEL LIDES CERTAIN SHARES					
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)					
	2.000/							
1.4	3.08%	DE	DODELING DEDCOME					
14	TYPE OF	· KE	PORTING PERSON*					
	PN							

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				U					
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)								
	1.K.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE LERGOTY (ENTITIES GIVET)							
		GPE VI FT Co-Investment GP Limited Partnership							
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*						
	(a) ⊠	` '							
3	SEC USE	E ON	LY						
4	Source of	Fun	ıds						
	WC								
5	Check if	Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)						
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION						
	Caymaı	ı Isl	ands						
	_	7	SOLE VOTING POWER						
NUM	BER OF		5,345,676						
	ARES	8							
	ICIALLY NED BY		None						
E.	ACH	9	SOLE DISPOSITIVE POWER						
	ORTING RSON								
	/ITH	10	5,345,676						
		10	SHARED DISPOSITIVE POWER						
			None						
11	AGGRE	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	5,345,6	76							
12			I IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
10		1 0	Control In Indian (a)						
	3.84%								
14	TYPE OI	· RE	PORTING PERSON*						
	PN								

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				U					
1	NAME OF REPORTING PERSON								
	I.R.S. ID	ENT	TIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent	Advent International GPE VI Limited Partnership							
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*						
_	(a) ⊠		) □						
	CEC HOL								
3	SEC USE	LON	ALY						
4	Source of	Fur	nds						
	WC								
5		Disc	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)						
5	Circui ii	D15C	155are of negatifications is required i distant to remo =(a) of = (c)						
6	CITIZEN	SHI	IP OR PLACE OF ORGANIZATION						
	Caymaı	ı İs	lands						
		7							
	BER OF		19,745,508						
	ARES ICIALLY	8	SHARED VOTING POWER						
	NED BY		None						
	ACH	9							
	ORTING								
	RSON /ITH		19,745,508						
,	,1111	10	SHARED DISPOSITIVE POWER						
			None						
11	AGGREO	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	19,745,508								
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
13	PERCEN	ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	14.18%								
14	TYPE OF	· RE	EPORTING PERSON*						
	PN								

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				U					
1			EPORTING PERSON						
	I.R.S. ID	ENT	TIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	GPE VI	GPE VI FT Co-Investment Limited Partnership							
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*						
	(a) ⊠	(b	$\Box$						
3	SEC USE	CON	JI.Y						
5									
4	Source of	Fur	nds						
	WC								
5	Check if	Disc	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)						
6	CITIZEN	CIII	IP OR PLACE OF ORGANIZATION						
6	CITIZEN	ЭПІ	P OR PLACE OF ORGANIZATION						
	Caymar	ı Is	lands						
		7	SOLE VOTING POWER						
NUM	BER OF		5,345,676						
	ARES	8							
	ICIALLY NED BY		NT.						
	ACH	9	None						
REPO	ORTING	9	SOLE DISPOSITIVE POWER						
	RSON /ITH		5,345,676						
V	/1111	10	SHARED DISPOSITIVE POWER						
			None						
11	AGGREO	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
10	5,345,6		A THE ACCORD LATE AND VICE TO DO AND THE CONTROL OF						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
13	PERCEN	ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	3.84%								
14		7 D D	PORTING PERSON*						
14	TIPE UI	. KE	I OKI II O I EKJON						
	PN								

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CCOII I	0. 5221011	100		1 450 5 51 25					
1			EPORTING PERSON TIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent	Advent International GPE VI-A Limited Partnership							
2		ГНЕ	E APPROPRIATE BOX IF A MEMBER OF A GROUP*						
3	SEC USE								
4	Source of	Fun	nds						
	WC								
5	Check if	Disc	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)						
6	CITIZEN	SHI	IP OR PLACE OF ORGANIZATION						
	Caymaı	ı Isl							
		7	SOLE VOTING POWER						
_	BER OF		11,537,942						
_	ARES ICIALLY	8	SHARED VOTING POWER						
	NED BY ACH		None						
REPO	ORTING	9	SOLE DISPOSITIVE POWER						
	RSON /ITH	10	11,537,942						
		10	SHARED DISPOSITIVE POWER						
11	ACCDE	- A-Tri	None E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11									
12	11,537,		2 X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
12									
13	DEDCEN	TO	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
10		1 0.	1 CERTO REPRESENTED DI AMOUNT IN NOW (3)						
14	8.28%	RE	EPORTING PERSON*						
1 4		, ILL	A CATINO I BROOM						
1	DN		DNI						

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1	NAME OF REPORTING PERSON							
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	Advent International GPE VI-B Limited Partnership							
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*					
_	(a) ⊠		) $\square$					
	` '	,						
3	SEC USE	E ON	LY					
4	Source of	f Fur	ds					
	1.10							
	WC							
5	Check if	Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)					
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION					
	Caymaı	a Iol	anda					
	Caymai	7	SOLE VOTING POWER					
		/	SOLE VOTING FOWER					
	BER OF		999,026					
	ARES FICIALLY	8	SHARED VOTING POWER					
	NED BY		None					
E	ACH	9	SOLE DISPOSITIVE POWER					
	ORTING		SOLL BISTOSTITY LTOWER					
	RSON /ITH		999,026					
V	ИПП	10	SHARED DISPOSITIVE POWER					
			None					
11	AGGREO	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	999,026							
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
13	PERCEN	TO	F CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.72%							
14		FDE	PORTING PERSON*					
1+	IIFEOI	. IXE						
	DNI							

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				O					
1	NAME OF REPORTING PERSON								
	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	Advent	Advent International GPE VI-C Limited Partnership							
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*						
_	(a) ⊠		) [						
	CEC HICE								
3	SEC USE	ON 2	JLY						
4	Source of	f Fur	nds						
	WC								
5		Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)						
5	Circui ii	Disc	Tours of negatifications to required randomic to remo 2(a) of 2 (c)						
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION						
	Delawa	re							
	2 010 11 0	7	SOLE VOTING POWER						
	BER OF		1,017,622						
	ARES ICIALLY	8	SHARED VOTING POWER						
	NED BY		None						
E.	ACH	9							
	ORTING	,	SOLE DISTOSTITY LICHER						
	RSON /ITH		1,017,622						
•	/1111	10	SHARED DISPOSITIVE POWER						
			None						
11	AGGREO	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	1,017,622								
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
13		ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.73%								
14	TYPE OF	FRE	PORTING PERSON*						
	PN								

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CCOII I	0. 5221011	100		1 450 12 01 20				
1	NAME OF REPORTING PERSON  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	Advent International GPE VI-D Limited Partnership							
2	CHECK (a) ⊠		APPROPRIATE BOX IF A MEMBER OF A GROUP*					
3	SEC USE							
4	Source of	Fur	ade .					
-		. I uii						
5	WC Check if	Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)					
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION					
	Delawa	re						
		7	SOLE VOTING POWER					
_	BER OF		811,324					
BENEF	ARES	8	SHARED VOTING POWER					
	NED BY ACH	9	None SOLE DISPOSITIVE POWER					
	ORTING RSON	3	811,324					
W	/ITH	10	SHARED DISPOSITIVE POWER					
			None					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	811,324							
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
13	DERCEN	TO	F CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.58%	10	Control Control of the Control of th					
14		RE	PORTING PERSON*					
	DNI							

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				•			
1	NAME OF REPORTING PERSON						
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent	Advent International GPE VI-E Limited Partnership					
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) ⊠	<b>(b</b> )					
3	SEC USE	ON	ïLY				
4	Source of	Eur	ndo				
4	Source of	run	us				
	WC						
5	Check if	Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)				
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION				
	Delawa	re					
		7	SOLE VOTING POWER				
211.12.4	DED OF		D 457 006				
	IBER OF IARES	8	2,457,096 SHARED VOTING POWER				
	ICIALLY	0	SHARED VOTING POWER				
	NED BY		None				
	ACH DRTING	9	SOLE DISPOSITIVE POWER				
REPORTING PERSON			2.457.006				
W	/ITH	10	2,457,096 SHARED DISPOSITIVE POWER				
		10	STRIKED DISTOSTITVE TO WER				
			None				
11	AGGREC	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,457,0	96					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
10							
13	PERCEN	I O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	1.76%						
14	TYPE OF	RE	PORTING PERSON*				
	PN						

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				J			
1	NAME OF REPORTING PERSON						
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent	Advent International GPE VI-F Limited Partnership					
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) ⊠	(a) $\boxtimes$ (b) $\square$					
3	SEC USE	ON	ILY				
4	Source of	Fun	ıds — — — — — — — — — — — — — — — — — — —				
	WC						
5	Check if	Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)				
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION				
	Caymar						
		7	SOLE VOTING POWER				
NUM	BER OF		3,715,417				
	ARES	8	SHARED VOTING POWER				
	ICIALLY NED BY		None				
	ACH	9	SOLE DISPOSITIVE POWER				
	ORTING	J	SOLE DISTOSITIVE TOWER				
	RSON /ITH		3,715,417				
,	,1111	10	SHARED DISPOSITIVE POWER				
			None				
11	AGGREC	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2 71E /	17					
12	3,715,417 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
12	GILCK DOX II THE AGGREGATE AMOUNT IN NOW (3) EXCEODES CENTAIN SHAKES						
13	PERCEN	T O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	<u> </u>			
	2.67%						
14		RE	PORTING PERSON*				
	PN						
l	LIN						

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1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Adams International CDE VII Cdireital Destaurabile					
		Advent International GPE VI-G Limited Partnership				
2	(a) ⊠		APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) △	(D	, u			
3	SEC USE	ON	ILY			
4	Source of	Fur	nds .			
	WC					
-		D:	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)			
5	Спеск п	DISC	losure of Legal Proceedings is Required Pursuant to Items 2(a) or 2 (e)			
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION			
	Caymai	ı Is	lands			
		7	SOLE VOTING POWER			
	DED 05					
_	BER OF ARES		2,341,563			
_	FICIALLY	8	SHARED VOTING POWER			
	NED BY		None			
EACH		9	SOLE DISPOSITIVE POWER			
	ORTING	9	SOLE DISPOSITIVE FOWER			
	RSON		2,341,563			
\ \	/ITH	10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2 241 5	CO				
40	2,341,563					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	LICLI	1 0	Control In Indian (a)			
	1.68%					
14	TYPE OF REPORTING PERSON*					
1	DNI					

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				•			
1	NAME OF REPORTING PERSON						
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent	Advent Partners GPE VI 2008 Limited Partnership					
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) ⊠	<b>(b</b> )					
3	SEC USE	ON	LY				
4	Source of	Fun	ds				
_	Source of	I un					
	WC						
5	Check if	Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)				
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION				
	Delawa	re					
		7	SOLE VOTING POWER				
	IBER OF IARES		723,156				
	ICIALLY	8	SHARED VOTING POWER				
	NED BY		None				
	ACH DRTING	9	SOLE DISPOSITIVE POWER				
	RSON		723,156				
W	/ITH	10	SHARED DISPOSITIVE POWER				
		10					
			None				
11	AGGREC	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	723,156						
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)				
	0.52%						
14	TYPE OF	RE	PORTING PERSON*				
	PN						
1	TIA						

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1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Advent Partners GPE VI 2009 Limited Partnership					
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) ⊠		) □			
	` /	`	·			
3	SEC USE	ON	īLY			
4	Source of	Fur	nds			
	ource of					
	WC					
5	Check if	Disc	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
<u> </u>	CITIZEN	CIII	IP OR PLACE OF ORGANIZATION			
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION			
	Delawa	re				
		7	SOLE VOTING POWER			
	DED 05					
_	BER OF ARES	_	21,680			
_	ICIALLY	8	SHARED VOTING POWER			
	NED BY		None			
EACH		9				
	ORTING					
	RSON /ITH		21,680			
	,1111	10	SHARED DISPOSITIVE POWER			
			None			
11	AGGREO	AT.	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	ricone	J. 11.	ETHIOGIVI BENEFIGHEET OWNED DI ENGINEE OKTING LEROON			
	21,680					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
42						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.02%					
14		RE	EPORTING PERSON*			
1	DNI					

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				J			
1	NAME OF REPORTING PERSON						
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Advent	Advent Partners GPE VI-A Limited Partnership					
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) ⊠	(b					
3	SEC USE	ON	LY				
4	Source of	Fun	ds				
	WC						
5		Diag	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)				
5	Check II	DISC	losure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)				
6	CITIZEN	SHI	P OR PLACE OF ORGANIZATION				
	Delawa	re					
		7	SOLE VOTING POWER				
	IBER OF		65,137				
	ARES ICIALLY	8	SHARED VOTING POWER				
OWI	NED BY		None				
	ACH ORTING	9	SOLE DISPOSITIVE POWER				
PE	RSON		65,137				
, v	/ITH	10	SHARED DISPOSITIVE POWER				
			None				
11	AGGREC	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	65,137						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
13		1 ()	CLASS REFRESENTED DI AMOUNT IN ROW (3)				
	0.05%						
14	TYPE OF	7 RE	PORTING PERSON*				
	PN						

#### Item 1. Security and Issuer

This statement on Amendment No.2 Schedule 13D ("Amendment No.2") 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.2 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on April 2, 2012 and Amendment No.1 filed with the Commission on August 9, 2012. This Amendment No.2 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;

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- (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.

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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-I 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.

#### <u>Item 5</u>. <u>Interest in Securities of the Issuer</u>.

(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 139,296,800 shares of Class A Common Stock outstanding as of May 7, 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.

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Reporting Person	Number of Shares Beneficially Owned	Percentage of Common Stock Outstanding	Number of Shares Sold in Past 60 Days
Advent International Corporation (1)(2)(3)(4)(5)	48,781,147	35.02%	24,318,394
Advent International LLC (1)(2)(3)(4)	48,781,147	35.02%	24,318,394
GPE VI GP Limited Partnership (1)(2)	38,339,456	27.52%	19,112,998
GPE VI GP (Delaware) Limited Partnership (1)(3)	4,286,042	3.08%	2,136,679
GPE VI FT Co-Investment GP Limited Partnership (1)(4)	5,345,676	3.84%	2,664,928
Advent International GPE VI Limited Partnership (1)(2)	19,745,508	14.18%	9,843,536
GPE VI FT Co-Investment Limited Partnership (1)(4)	5,345,676	3.84%	2,664,928
Advent International GPE VI-A Limited Partnership (1)(2)	11,537,942	8.28%	5,751,899
Advent International GPE VI-B Limited Partnership (1)(2)	999,026	0.72%	498,034

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Advent International GPE VI-C Limited Partnership (1)(3)	1,017,622	0.73%	507,306
Advent International GPE VI-D Limited Partnership (1)(3)	811,324	0.58%	404,461
Advent International GPE VI-E Limited Partnership (1)(3)	2,457,096	1.76%	1,224,912
Advent International GPE VI-F Limited Partnership (1)(2)	3,715,417	2.67%	1,852,212
Advent International GPE VI-G Limited Partnership (1)(2)	2,341,563	1.68%	1,167,317
Advent Partners GPE VI 2008 Limited Partnership (1)	723,156	0.52%	360,509
Advent Partners GPE VI 2009 Limited Partnership (1)	21,680	0.02%	10,808
Advent Partners GPE VI-A Limited Partnership (1)	65,137	0.05%	32,472
Total Group	48,781,147	35.02%	24.318.394

<sup>(1)</sup> 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

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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.

- (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.

#### May 15, 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

GPE VI GP Limited Partnership, General Partner

By: Advent International LLC, General Partner

By: Advent International Corporation, Manager

Anna J. Guerin, Assistant Compliance Officer\* By:

Advent International GPE VI-C Limited Partnership

Advent International GPE VI-D Limited Partnership

Advent International GPE VI-E Limited Partnership

GPE VI GP (Delaware) Limited Partnership, General Partner

By: Advent International LLC, General Partner Advent International Corporation, Manager By:

Anna J. Guerin, Assistant Compliance Officer\*

By:

Advent Partners GPE VI 2008 Limited Partnership

Advent Partners GPE VI 2009 Limited Partnership

Advent Partners GPE VI-A Limited Partnership

Advent International LLC, General Partner

Advent International Corporation, Manager By:

By: Anna J. Guerin, Assistant Compliance Officer\*

#### GPE VI FT Co-Investment Limited Partnership

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

Advent International LLC, General Partner

Advent International Corporation, Manager

Anna J. Guerin, Assistant Compliance Officer\* By:

#### Advent International LLC

Advent International Corporation, Manager

Anna J. Guerin, Assistant Compliance Officer\*

# Advent International Corporation

Anna J. Guerin, Assistant Compliance Officer\*

#### /s/ Anna J. Guerin

Anna J. Guerin, Assistant Compliance Officer

<sup>\*</sup>For all of the above: