
**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 10, 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On November 10, 2016, Vantiv, Inc. (the “Company”) through certain of its subsidiaries entered into a Purchase and Sale Agreement (the “Transaction Agreement”) by and among; National Processing Company, a Nebraska corporation and majority-owned subsidiary of the Company (“National Processing”); Moneris Solutions Corporation, a Canada corporation (“Seller”) and the owner of all of the issued and outstanding equity interests of Moneris Solutions, Inc., a Delaware corporation (“Moneris U.S.A.”); and Vantiv, LLC, a Delaware limited liability company and a majority-owned subsidiary of the Company (“Vantiv, LLC”), as guarantor of National Processing’s obligations under the Transaction Agreement.

The Transaction Agreement provides that National Processing will purchase from Seller all of the issued and outstanding shares of Moneris U.S.A. (the “Transaction”). Following the consummation of the Transaction (the “Closing”), National Processing will own 100% of the issued and outstanding shares of Moneris U.S.A.

Subject to the terms and conditions set forth in the Transaction Agreement, the Company will pay \$425,000,000 in cash for all of the issued and outstanding shares of Moneris U.S.A. subject to certain adjustments for, among other things, an incentive adjustment, cash on hand at Moneris U.S.A. at the Closing, certain transaction expenses to be paid by the Company at the Closing, indebtedness of Moneris U.S.A. to be repaid by the Company at the Closing, and any excess or shortfall in working capital at Moneris U.S.A. at the Closing, as applicable.

The Transaction Agreement contains customary representations and warranties from Seller, on the one hand, and National Processing, on the other hand, and each party has agreed to customary covenants, including, among others, covenants relating to (1) the conduct of the Moneris U.S.A. business during the interim period between the execution of the Transaction Agreement and the Closing, (2) the Company’s obligations relating to obtaining clearance of the transaction under the HSR Antitrust Improvements Act, and (3) obligations relating to providing cooperation in connection with the Transaction.

Completion of the Transaction is subject to certain customary conditions, including (1) the expiration of any waiting period applicable to the Transaction under the HSR Antitrust Improvements Act (or early termination thereof), (2) the absence of any law or order prohibiting the consummation of the Transaction, (3) subject to certain exceptions, the accuracy of the representations and warranties of the other party subject to a material adverse effect standard (as defined in the Transaction Agreement), (4) material compliance by the other party of its obligations under the Transaction Agreement, and (5) the absence of a material adverse effect or specified catastrophic data compromise event at Moneris U.S.A. following the date of the Transaction Agreement.

The Transaction Agreement provides certain termination rights for both the Company and Seller. Upon termination of the Transaction Agreement, each party is relieved of its duties and obligations under the Transaction Agreement (other than certain limited and customary obligations that survive termination), except that no termination will relieve any party from liability arising from any willful breach of the Transaction Agreement.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 10, 2016

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 10, 2016

By: /s/ Nelson F. Greene

Name: Nelson F. Greene

Title: Chief Legal and Corporate Services Officer and
Secretary

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release dated November 10, 2016

Vantiv Announces Agreement to Acquire Moneris Solutions USA

Acquisition further accelerates Vantiv's growth in the high-growth integrated payments and merchant bank channels

CINCINNATI and TORONTO, ON, Nov. 10, 2016 - Vantiv, Inc. (NYSE: VNTV), a leading provider of payment processing services and related technology solutions, announced today its agreement to acquire Moneris Solutions, Inc. (Moneris USA) from Moneris Solutions Corporation (Moneris) for \$425 million USD, subject to certain adjustments. Schaumburg, IL-based Moneris USA is the U.S. subsidiary of Moneris, which is a joint investment between BMO Financial Group and Royal Bank of Canada (RBC).

Upon closing of the transaction, Vantiv will begin servicing Moneris USA's merchants and other business relationships, including its relationship with BMO Harris Bank, which operates approximately 600 branches in the United States. Moneris USA processed approximately \$12 billion in U.S. transaction volume in 2015.

"Acquiring Moneris USA will further accelerate Vantiv's growth in key high-growth channels," said Charles Drucker, president and chief executive officer of Vantiv. "We look forward to serving their technology and bank partners with our deep payments expertise and strong customer service."

Vantiv, the nation's second largest payment processor, serves more than 800,000 merchant locations and 1,400 financial institutions.

"The acquisition will enable Moneris USA to continue its successful path and provide merchants the high-level of service they've come to expect while leveraging Vantiv's scale and omni-channel payments capabilities," said Angela Brown, president and chief executive officer of Moneris. "Working together with Vantiv, Moneris will continue to support our mutual cross-border customers with a focus on innovation and service."

The transaction is expected to close in the fourth quarter of 2016, subject to required U.S. antitrust clearance and other customary closing conditions. Vantiv will fund the transaction with cash-on-hand. Vantiv expects the acquisition to have an immaterial impact on its 2016 results and be accretive to its pro forma adjusted net income in 2017.

Credit Suisse acted as lead financial advisor and Morgan Stanley & Co. LLC and BofA Merrill Lynch also acted as financial advisors to Vantiv; Benesch served as its legal advisor. BMO Capital Markets, LLC and RBC Capital Markets LLC were financial advisors to Moneris. Sullivan & Cromwell acted as legal advisor for Moneris.

ABOUT MONERIS SOLUTIONS CORPORATION

As one of North America's largest providers of payment processing solutions, Moneris offers credit, debit, wireless and online payment services for merchants in virtually every industry segment and processes more than three billion transactions, annually. Moneris offers electronic loyalty and stored-value gift card programs. With more than 350,000 merchant locations, Moneris provides the hardware, software and systems needed to improve business efficiency and manage payments. For more information please visit www.moneris.com.

ABOUT VANTIV

Vantiv, Inc. (NYSE: VNTV) is a leading payment processor differentiated by an integrated technology platform. Vantiv offers a comprehensive suite of traditional and innovative payment processing and technology solutions to merchants and financial institutions of all sizes, enabling them to address their payment processing needs through a single provider. We build strong relationships with our customers, helping them become more efficient, more secure and more successful. Vantiv is the second largest merchant acquirer and the largest PIN debit acquirer based on number of transactions in the U.S. The company's growth strategy includes expanding further into high-growth channels and verticals, including integrated payments, eCommerce, and merchant bank. Visit us at www.vantiv.com, or follow us on Twitter, Facebook, LinkedIn, Google+ and YouTube.

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