Fidelity National Information Services, Inc.
Form 424B5
October 15, 2015
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-187047

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)(2)
2.850% Senior Notes due 2018	$750,000,000	$75,525
3.625% Senior Notes due 2020	$1,750,000,000	$176,225
4.500% Senior Notes due 2022	$500,000,000	$50,350
5.000% Senior Notes due 2025	$1,500,000,000	$151,050

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.
(2) A registration fee of $453,150 is due for this offering.

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Prospectus Supplement

(To Prospectus dated March 5, 2013)

Fidelity National Information Services, Inc.

$750,000,000 2.850% Senior Notes due 2018

$1,750,000,000 3.625% Senior Notes due 2020

$500,000,000 4.500% Senior Notes due 2022

$1,500,000,000 5.000% Senior Notes due 2025

We are offering $750,000,000 aggregate principal amount of 2.850% senior notes due 2018 (the 2018 Notes), $1,750,000,000 aggregate principal amount of 3.625% senior notes due 2020 (the 2020 Notes), $500,000,000 aggregate principal amount of 4.500% senior notes due 2022 (the 2022 Notes) and $1,500,000,000 aggregate principal amount of 5.000% senior notes due 2025 (the 2025 Notes and collectively with the 2018 Notes, the 2020 Notes and the 2022 Notes, the Senior Notes). The 2018 Notes will mature on October 15, 2018, the 2020 Notes will mature on October 15, 2020, the 2022 Notes will mature on October 15, 2022 and the 2025 Notes will mature on October 15, 2025. We will pay interest semi-annually in arrears on the Senior Notes on April 15 and October 15 of each year, beginning on April 15, 2016. The Senior Notes will be our unsecured senior obligations and will rank equally with all our other unsecured senior indebtedness at any time outstanding.

On August 12, 2015, we, certain of our wholly-owned subsidiaries, SunGard, a Delaware corporation (SunGard), and SunGard Capital Corp. II, a Delaware corporation (SCCII), entered into a merger agreement (the Merger Agreement), pursuant to which, through a series of mergers (the Mergers) on the terms and conditions set forth in the Merger Agreement, we will acquire SunGard and its subsidiaries. If we do not consummate the Mergers on or prior to June 30, 2016, or if, prior to such date, we notify the trustee in writing that the Merger Agreement is terminated, each series of the Senior Notes (other than the 2025 Notes) will be required to be redeemed in whole and not in part at a special mandatory redemption price equal to 101% of the aggregate principal amount of such series of the Senior Notes being redeemed, plus accrued and unpaid interest, if any, to, but excluding, the special mandatory redemption date. The 2025 Notes will not be subject to the special mandatory redemption and will remain outstanding even if the Mergers are not consummated. See Description of the Senior Notes Special Mandatory Redemption.

Upon the occurrence of a Change of Control Triggering Event (as defined herein), we will also be required to make an offer to purchase the Senior Notes at a price equal to 101% of their aggregate principal amount, plus accrued and unpaid interest, if any, to, but excluding, the date of purchase. We may also redeem the Senior Notes in whole or in part at any time at the applicable redemption prices described in this prospectus supplement under the heading

Description of the Senior Notes Optional Redemption.

The Senior Notes constitute new issues of securities for which there are no established trading markets. We do not plan to apply to list the Senior Notes on any securities exchange. Currently, there is no public market for the Senior Notes.

Investing in the Senior Notes involves risk. See Risk Factors beginning on page S-18 of this prospectus supplement and the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2014, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Price to Public	Underwriting Discount	Proceeds to Us (Before Expenses)
Per 2018 Note	99.958%	0.450%	99.508%
Total for 2018 Notes	$ 749,685,000	$ 3,375,000	$ 746,310,000
Per 2020 Note	99.869%	0.600%	99.269%
Total for 2020 Notes	$ 1,747,707,500	$ 10,500,000	$ 1,737,207,500
Per 2022 Note	99.817%	0.625%	99.192%
Total for 2022 Notes	$ 499,085,000	$ 3,125,000	$ 495,960,000
Per 2025 Note	99.729%	0.650%	99.079%
Total for 2025 Notes	$ 1,495,935,000	$ 9,750,000	$ 1,486,185,000
Total	**$ 4,492,412,500**	**$ 26,750,000**	**$ 4,465,662,500**

(1) Plus accrued interest, if any, from October 20, 2015, if settlement occurs after that date.
The underwriters expect to deliver the Senior Notes on or about October 20, 2015 through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking sociéte anonymé and Euroclear Bank, S.A./N.V., as operator of the Euroclear system.

Joint Book-Running Managers

BofA Merrill Lynch	**Credit Agricole CIB**	**Wells Fargo Securities**
Barclays	**Citigroup**	**HSBC**
J.P. Morgan	**MUFG**	**US Bancorp**

Co-Managers

BNP PARIBAS	**Lloyds Securities**	**PNC Capital Markets LLC**	**SunTrust Robinson Humphrey**
BMO Capital Markets	**KeyBanc Capital Markets**	**Regions Securities LLC**	**SMBC Nikko**

TD Securities	**The Williams Capital Group, L.P.**	**UBS Investment Bank**

October 13, 2015

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering. We have not, and the underwriters have not, authorized anyone else to provide you with additional or different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information provided by this prospectus supplement, the accompanying prospectus, the documents incorporated by reference and any free writing prospectus that we have authorized for use in connection with this offering is accurate only as of the date on the front cover of the respective documents. Our business, financial condition, results of operations and prospects may have changed since those dates. You should also read and consider the information in the documents we have referred you to in the section of this prospectus supplement entitled Where You Can Find More Information.

The distribution of this prospectus supplement and the accompanying prospectus and the offering or sale of the Senior Notes in some jurisdictions may be restricted by law. Persons outside of the United States who come into possession of this prospectus supplement and the accompanying prospectus are required by us and the underwriters to inform themselves about and to observe any applicable restrictions. This prospectus supplement and the accompanying prospectus may not be used for or in connection with an offer or solicitation by any person in any jurisdiction in which that offer or solicitation is not authorized or to any person to whom it is unlawful to make that offer or solicitation. See Underwriting (Conflicts of Interest) in this prospectus supplement.

ABOUT THIS PROSPECTUS SUPPLEMENT

The terms FIS, we, us, and our refer to Fidelity National Information Services, Inc. and its subsidiaries (but for the avoidance of doubt not giving effect to the Transactions (as defined herein) unless expressly stated), except with respect to the terms of the Senior Notes, including on the cover page, The Offering and Description of the Senior Notes, for which such terms refer to Fidelity National Information Services, Inc. only.

This prospectus supplement relates to a prospectus which is part of a registration statement that we have filed with the Securities and Exchange Commission (the SEC) using a shelf registration process. Under this shelf registration process, we may sell the securities described in the accompanying prospectus from time to time. The accompanying prospectus provides you with a general description of the securities we may offer. This prospectus supplement contains specific information about the terms of this offering. This prospectus supplement may add, update or change information contained in the accompanying prospectus. Please carefully read this prospectus supplement, the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering in addition to the information described in the section of this prospectus supplement entitled Where You Can Find More Information.

The registration statement that contains the accompanying prospectus (including the exhibits filed with and incorporated by reference in the registration statement) contains additional information about us and the Senior Notes offered under this prospectus supplement. That registration statement can be read at the SEC s website or at the SEC s Public Reference Room mentioned under the section of this prospectus supplement entitled Where you can find more information.

FORWARD-LOOKING STATEMENTS

The statements contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), including statements regarding our expectations, hopes, intentions, or strategies regarding the future. These statements relate to, among other things, our future financial and operating results. In many cases, you can identify forward-looking statements by terminology such as may, will, should, expect, plan, anticipate believe, estimate, predict, potential, or continue, or the negative of these terms and other comparable terminolog

Actual results, performance or achievement could differ materially from those contained in these forward-looking statements. The risks and uncertainties that forward-looking statements are subject to include, without limitation:

- the occurrence of any event, change or other circumstances that could give rise to modifications of or the termination of the Merger Agreement;
- the inability to complete the Mergers due to the failure to obtain stockholder approvals or governmental or regulatory clearances or the failure to satisfy other conditions to the closing of the Mergers;
- the failure of the Mergers to be completed for any other reason;
- the risk that required governmental and regulatory approvals may delay the completion of the Mergers or result in the imposition of conditions that could cause the parties to abandon the Mergers;
- legal or regulatory proceedings or other matters that affect the timing or ability to complete the Mergers as contemplated;
- the risk that the proposed Mergers disrupt current plans and operations;
- the effects of the Mergers on our financial results;
- potential difficulties in employee retention as a result of the Mergers;
- disruption from the Mergers, making it difficult to maintain business and operational relationships;
- the risk that the businesses will not be integrated successfully, or that the integration will be more costly or more time-consuming and complex than anticipated;
- the risk that cost savings and other synergies anticipated to be realized from the Mergers may not be fully realized or may take longer to realize than expected;

the risk of doing business internationally;

changes in general economic, business and political conditions, including the possibility of intensified international hostilities, acts of terrorism, and changes in either or both the United States and international lending, capital and financial markets;

the effect of legislative initiatives or proposals, statutory changes, governmental or other applicable regulations and/or changes in industry requirements, including privacy regulations;

the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in, or new laws or regulations affecting, the banking, retail and financial services industries or due to financial failures or other setbacks suffered by firms in those industries;

changes in the growth rates of the markets for our and SunGard s solutions;

failures to adapt solutions to changes in technology or in the marketplace;

internal or external security breaches of our and SunGard s systems, including those relating to the unauthorized access, theft, corruption or loss of personal information and computer viruses and other malware affecting our and SunGard s software or platforms, and the reactions of customers, card associations, government regulators and others to any such events;

the risk that implementation of software (including software updates) for customers or at customer locations may result in the corruption or loss of data or customer information, interruption of business operations, exposure to liability claims or loss of customers;

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the reaction of current and potential customers to communications from us or regulators regarding information security, risk management, internal audit or other matters;

competitive pressures on pricing related to our and SunGard s solutions including the ability to attract new, or retain existing, customers;

an operational or natural disaster at one of our or SunGard s major operations centers; and

other risks detailed under Risk Factors and elsewhere in this document and in our other filings with the SEC. Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition, results of operations and prospects. Accordingly, readers should not place undue reliance on these forward-looking statements. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Except as required by applicable law or regulation, we do not undertake (and expressly disclaim) any obligation and do not intend to publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise. You should carefully consider the possibility that actual results may differ materially from forward-looking statements contained in or incorporated into this prospectus supplement, the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering.

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SUMMARY

The following summary is qualified in its entirety by the more detailed information included elsewhere or incorporated by reference in this prospectus supplement or the accompanying prospectus. Because this is a summary, it may not contain all of the information that is important to you. You should carefully read this entire prospectus supplement and the accompanying prospectus, including the information incorporated by reference, before making an investment decision.

Fidelity National Information Services, Inc.

We are a global leader in banking and payments technology as well as consulting and outsourcing solutions. With a long history deeply rooted in the financial services sector, we serve more than 14,000 institutions in over 130 countries. Headquartered in Jacksonville, Florida, we employ approximately 42,000 people worldwide and hold leadership positions in payment processing and banking solutions, providing software, services and outsourcing of the technology that drives financial institutions. We have grown organically as well as through acquisitions, which have contributed applications and service expansion capabilities that complement or enhance our existing offerings and diversify our revenues by market, geography and type of service. Through our Capco brand, we deliver globally a wide range of information technology consulting and transformational services to financial institutions. FIS is a member of the Fortune 500 U.S. and of Standard and Poor s (S&P) 500® Index.

Operating Segments

We report the results of our operations based on three reportable segments: Integrated Financial Solutions, Global Financial Solutions and Corporate and Other.

Integrated Financial Solutions (IFS)

The IFS segment is focused on serving the North American regional and community bank market for transaction and account processing, payment solutions, channel solutions, digital channels, risk and compliance solutions, and services, capitalizing on the continuing trend to outsource these solutions. IFS primary software applications function as the underlying infrastructure of a financial institution s processing environment. These applications include core bank processing software, which banks use to maintain the primary records of their customer accounts, and complementary applications and services that interact directly with the core processing applications. Clients in this segment include regional and community banks, credit unions, commercial lenders, independent community and savings institutions as well as government institutions, merchants and other commercial organizations. This market is primarily served through integrated solutions delivered from leveraged platforms and characterized by multi-year processing contracts that generate highly recurring revenues.

Global Financial Solutions (GFS)

The GFS segment is focused on serving the largest financial institutions around the globe with banking and payments solutions, consulting and transformation services. GFS clients include the largest global financial institutions, including those headquartered in the United States, as well as all international financial institutions we serve as clients in more than 130 countries around the world. These institutions face unique business and regulatory challenges and account for the majority of financial institution information technology spend globally. The purchasing patterns of GFS clients vary from those of IFS clients who typically purchase solutions on an outsourced basis. GFS clients purchase our solutions and services in various ways including licensing and managing technology in-house , using consulting and third party service providers as well as fully outsourced end-to-end solutions. We have long-established relationships with many of these financial institutions that generate significant recurring revenue and reoccurring service revenue.

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Corporate and Other

The Corporate and Other segment consists of corporate overhead and costs of leveraged functions that are not allocated to operating segments. These costs relate to marketing, corporate finance and accounting, human resources, legal, and amortization of acquisition-related intangibles and other costs that are not considered when management evaluates revenue generating segment performance, such as acquisition integration and severance costs. The composition of our Corporate and Other segment has changed with the new segment presentation in 2015; specifically, costs such as sales, finance, human resources, risk and information security and other administrative support functions that are directly attributable to IFS or GFS are recorded to those reportable segments.

Competitive Strengths

We believe that our competitive strengths include the following:

Brand We have built a global brand known for market leading solutions, innovation and thought leadership in the financial services sector. Capco likewise has a strong brand in integrated consulting and advisory technology strategy and services in this sector.

Global Reach, Distribution and Scale Our worldwide presence, breadth and depth of solution offerings, client diversity, established infrastructure and employee skills and competencies enable us to leverage our client relationships and global scale to drive revenue growth and operating efficiency. We are a global leader in the primary markets we serve, supported by a large, knowledgeable talent pool of employees around the world.

Extensive Domain Expertise and Portfolio Depth We have a significant number and wide range of high-quality software applications and service offerings that have been developed over many years with substantial input from our clients. We leverage our industry and technology knowledge and experience to tailor these applications and service offerings to deliver comprehensive business solutions that address specific needs of our clients and our clients customers. These solutions include a wide range of flexible service arrangements for the deployment and support of our software, from cloud-based offerings to managed processing arrangements to traditional license and maintenance approaches, either at the client s site or at an FIS location. Our broad solution set allows us to bundle tailored and/or integrated solutions to compete effectively. In addition, we are able to use the modular nature of our software applications and our ability to integrate many of our applications and services with the solutions of others to provide customized solutions that respond to individualized client needs. We understand the needs of our clients and their customers and have developed innovative solutions that we believe give them a competitive advantage, reducing their operating costs and improving their productivity.

Excellent Relationship with Clients Our client-centered approach has enabled us to establish deep and long-lasting client relationships. A significant percentage of our services are provided under multi-year, recurring contracts, which allows us to develop close partnerships with these clients resulting in high client retention rates. As the breadth and value proposition of our service offerings has expanded, our access to our clients executives and their interest in our solutions and services has increased, presenting greater opportunities for cross-selling and upselling broader integrated solutions to them.

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Strategy

Our mission is to provide our clients with superior solutions and services, which we believe will assist our clients in their respective marketplaces and will result in sustained revenue and earnings growth for our shareholders. Our strategy to achieve this goal has been and continues to be built on the following pillars:

Support Our Clients Through Transformation Changing market dynamics, particularly in the areas of information security, regulation and innovation, are transforming the way our clients operate, which is driving incremental demand for our leveraged solutions and consulting expertise. As clients evaluate technology, business process changes and vendor risks, our depth of services capabilities enables us to become involved earlier in their planning and design process and assist them as they manage through these changes.

Expand Client Relationships The overall market we serve continues to gravitate beyond single-product purchases to multi-solution partnerships. As the market dynamics shift, our clients may rely more on our multidimensional, integrated service offerings. Our leveraged solutions and processing expertise, along with our consulting and advisory services, can produce meaningful value and cost savings for our clients through more efficient operating processes, improved experience and service quality and convenience for our clients customers.

Build, Buy, or Partner to Add Solutions to Cross-Sell We continue to invest in growth through internal product development, as well as through acquisitions and equity investments that complement and extend our existing solutions and capabilities, providing us with additional solutions to cross-sell. We also partner from time to time with other entities to provide comprehensive offerings to our clients. By investing in solution innovation and integration, we continue to expand our value proposition to clients.

Continually Improve to Drive Margin Expansion We strive to optimize our performance through investments in infrastructure enhancements, our workforce and other measures that are designed to create organic revenue and margin expansion.

Build Global Diversification We continue to deploy resources in global markets where we expect to achieve meaningful scale.

Recent Developments

Pending Mergers

On August 12, 2015, we, certain of our wholly-owned subsidiaries, SunGard and SCCII entered into the Merger Agreement, pursuant to which, through the Mergers on the terms and conditions set forth in the Merger Agreement, SunGard and its subsidiaries will become wholly-owned by us.

Under the Merger Agreement, we will pay holders of SunGard Class L common stock (Class L Common Stock), SCCII preferred stock (SCCII Preferred Stock) and SunGard and SCCII stock-based awards approximately $2.3

billion in cash, less certain adjustments, and issue approximately 44.7 million shares of our common stock, less shares underlying certain stock-based awards we will assume. In connection with the Mergers, we also intend to repay all of SunGard s outstanding bank debt (the SunGard bank debt), totaling approximately $2.5 billion as of June 30, 2015, and all of SunGard s outstanding senior notes and senior subordinated notes (the SunGard Notes), totaling approximately $2.2 billion as of such date.

The consummation of the Mergers is subject to certain customary closing conditions, including, among others, (i) the requisite approval of the Mergers by the stockholders of SunGard and SCCII, (ii) the absence of any law or order that is in effect and restrains, enjoins or otherwise prohibits the Mergers, (iii) the receipt of specified regulatory approvals or the expiration or termination of applicable waiting periods, including under the applicable antitrust laws of certain jurisdictions, (iv) the registration statement previously filed by us with respect to the shares of the our common stock to be issued in the Mergers being declared effective by the Securities and Exchange Commission (the SEC), (v) the shares of our common stock to be issued in the Mergers being approved for listing on the New York Stock Exchange and (vi) our legal counsel not having been informed in writing that any of the statements contained in certain tax representation letters delivered by SunGard and each of the Sponsor Stockholders (as defined in the Merger Agreement) are or have become untrue or incorrect in any respect (provided that this condition will be deemed satisfied with respect to certain statements in such letters related to us in the event that at or immediately prior to the closing of the Mergers, we do not execute and deliver to our legal counsel (with a copy to SunGard) a tax representation letter in the form previously agreed among the parties). We can provide no assurance that all of the conditions to closing the Mergers will be satisfied or that the Mergers will occur in the anticipated time frame, or at all, or on the terms set forth in the Merger Agreement, or that the anticipated benefits of the Mergers will be realized.

This offering is not conditioned upon the completion of the Mergers, but if we do not consummate the Mergers on or prior to June 30, 2016, or if, prior to such date, we notify the trustee in writing that the Merger Agreement is terminated, each series of the Senior Notes (other than the 2025 Notes) will be required to be redeemed in whole and not in part at a special mandatory redemption price equal to 101% of the aggregate principal amount of such series of the Senior Notes being redeemed, plus accrued and unpaid interest, if any, to, but excluding, the special mandatory redemption date. The 2025 Notes will not be subject to the special mandatory redemption and will remain outstanding even if the Mergers are not consummated. See Description of the Senior Notes Special Mandatory Redemption. The proceeds from this offering will not be deposited into an escrow account and you will not receive a security interest in such proceeds.

SunGard

SunGard is a leading provider of mission-critical software to financial institutions globally. Its solutions automate a wide range of complex business processes across the financial services industry, including those associated with trading, securities operations, administering investment portfolios, accounting for investment assets, and managing risk and compliance requirements. It is differentiated by the breadth of its offerings, leading edge technology, operating scale, deep domain expertise, and global reach. In 2014, SunGard generated $2.8 billion in revenue, 70% of which was recurring. SunGard serves a large, global customer base across multiple vertically focused groups in the financial services industry. SunGard has approximately 14,000 customers in more than 100 countries. As of December 31, 2014, SunGard employed approximately 13,000 people.

Financing of the SunGard Acquisition

We intend to fund our cash requirements in connection with the Mergers, consisting of the cash portion of the merger consideration, the repayment of the SunGard bank debt and SunGard Notes and other expenses of the Mergers, using cash on hand, our existing revolving credit facility, our new term loan credit agreement described below and proceeds of the Senior Notes offered hereby. The consummation of the Mergers, together with the issuance of the Senior Notes offered hereby, borrowings under our existing revolving credit facility and our new term loan credit agreement, and the use of proceeds therefrom, as further described under Unaudited Pro Forma Condensed Combined Financial Information, are herein referred to as the Transactions. On September 1, 2015 we entered into a new $1.5 billion term loan credit agreement with, among others, Merrill Lynch, Pierce Fenner & Smith Incorporated, Wells Fargo Securities, LLC, J.P. Morgan Securities LLC and The Bank of Tokyo-Mitsubishi UFJ, Ltd. as joint lead arrangers and joint bookrunners, Credit Agricole Corporate and Investment Bank and U.S. Bank National Association as joint lead arrangers, Bank of America, N.A. as administrative agent and us as borrower. We have also obtained a commitment for a bridge loan, of which $1.1 billion remains available. The bridge loan commitment will be permanently reduced dollar for dollar to the extent the Senior Notes are issued. The Merger Agreement does not contain any financing condition.

Corporate Information

Fidelity National Information Services, Inc. is a Georgia corporation. Our executive offices are located at 601 Riverside Avenue, Jacksonville, Florida 32204, and our telephone number at that location is (904) 438-6000. Our website address is www.fisglobal.com. The contents of our website are not incorporated into this prospectus supplement or the accompanying prospectus.

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The Offering

The summary below describes the principal terms of the Senior Notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Senior Notes section of this prospectus supplement and the Description of Debt Securities section of the accompanying prospectus contains a more detailed description of the terms and conditions of the Senior Notes.

Issuer	Fidelity National Information Services, Inc.
Securities Offered	$750,000,000 aggregate principal amount of 2.850% Senior Notes due 2018 (the 2018 Notes), $1,750,000,000 aggregate principal amount of 3.625% Senior Notes due 2020 (the 2020 Notes), $500,000,000 aggregate principal amount of 4.500% Senior Notes due 2022 (the 2022 Notes) and $1,500,000,000 aggregate principal amount of 5.000% Senior Notes due 2025 (the 2025 Notes and collectively with the 2018 Notes, the 2020 Notes and the 2022 Notes the Senior Notes).
Issue Price	2018 Notes: 99.958% plus accrued interest, if any, from October 20, 2015.
	2020 Notes: 99.869% plus accrued interest, if any, from October 20, 2015.
	2022 Notes: 99.817% plus accrued interest, if any, from October 20, 2015.
	2025 Notes: 99.729% plus accrued interest, if any, from October 20, 2015.
Maturity Date	2018 Notes: October 15, 2018.
2020 Notes: October 15, 2020.	
	2022 Notes: October 15, 2022.
	2025 Notes: October 15, 2025.

Interest Rate	The 2018 Notes will bear interest from October 20, 2015, or from the most recent interest payment date to which interest has been paid, at the rate of 2.850% per annum.
	The 2020 Notes will bear interest from October 20, 2015, or from the most recent interest payment date to which interest has been paid, at the rate of 3.625% per annum.
	The 2022 Notes will bear interest from October 20, 2015, or from the most recent interest payment date to which interest has been paid, at the rate of 4.500% per annum.

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The 2025 Notes will bear interest from October 20, 2015, or from the most recent interest payment date to which interest has been paid, at the rate of 5.000% per annum.

Interest Payment Dates

April 15 and October 15 of each year, beginning on April 15, 2016.

Ranking

The Senior Notes will be our general unsecured obligations and will (1) rank equally in right of payment with all of our existing and future unsecured senior debt, (2) be effectively junior to all of our existing and future secured debt to the extent of the value of the assets securing that secured debt, and (3) rank senior in right of payment to all of our future debt, if any, that is by its terms expressly subordinated to the Senior Notes. The Senior Notes will be structurally junior to any indebtedness of our subsidiaries, other than if any of our domestic wholly-owned subsidiaries guarantees or becomes a co-obligor under any of our credit facilities in the future (in which case such subsidiaries will be required to also guarantee the Senior Notes).

Use of Proceeds

We expect the net proceeds from this offering to be approximately $4,462.1 million after deducting the underwriting discounts and our estimated offering expenses. We intend to use the net proceeds from this offering, together with borrowings under our new term loan credit agreement and our existing revolving credit facility and cash on hand, to pay the cash portion of the consideration for the Mergers of approximately $2.3 billion (less certain adjustments), to repay the outstanding SunGard bank debt, to redeem the SunGard Notes at or shortly following the closing of the Mergers, including paying the applicable call premium, and to pay transaction-related fees and expenses. See Underwriting (Conflicts of Interest) Conflicts of Interest. To the extent that we have excess proceeds from this offering, we will use them for general corporate purposes.

Pending such uses, we may invest the net proceeds temporarily in investment-grade securities, money-market funds, bank deposit accounts or similar short-term investments or use such net proceeds to repay a portion of our existing revolving credit facility. If the Mergers are not consummated, the net proceeds of the 2025 Notes will be used for general corporate purposes, which may include the repayment of amounts due under our existing debt agreements. See Use of Proceeds.

Special Mandatory Redemption

If we do not consummate the Mergers on or prior to June 30, 2016, or if, prior to such date, we notify the trustee in writing that the Merger Agreement is terminated, each series of the Senior Notes (other than the

2025 Notes) will be required to be redeemed in whole and not in part at a special mandatory redemption price equal to 101% of the aggregate principal amount of such series of the Senior Notes being redeemed, plus accrued and unpaid interest, if any, to, but excluding, the special mandatory redemption date. The 2025 Notes will not be subject to the special mandatory redemption and will remain outstanding even if the Mergers are not consummated. See Use of Proceeds and Description of the Senior Notes Special Mandatory Redemption.

Purchase of Senior Notes upon a Change of Control Triggering Event

Upon the occurrence of a Change of Control Triggering Event, we must offer to purchase the Senior Notes at 101% of their principal amount, plus accrued and unpaid interest, if any, to but excluding the date of the purchase. For more details, see Description of the Senior Notes Purchase of Senior Notes upon a Change of Control Triggering Event.

Optional Redemption

The Senior Notes will be redeemable at our option in whole or in part, at any time and from time to time, at a redemption price equal to the greater of 100% of the principal amount to be redeemed and a make-whole amount calculated as described in this prospectus supplement, in each case plus accrued and unpaid interest to, but excluding, the date of redemption; provided no make-whole amount will be paid for redemptions on the 2020 Notes during the one month prior to their maturity, the 2022 Notes during the two months prior to their maturity or the 2025 Notes during the three months prior to their maturity.

Covenants

We will issue the Senior Notes under an indenture with The Bank of New York Mellon Trust Company, N.A., as trustee. The indenture includes certain covenants, including limitations on our ability to:

- create liens on certain of our assets;
- enter into sale and lease-back transactions with respect to properties; and
- merge or consolidate with another entity.

These covenants are subject to a number of important exceptions, limitations and qualifications that are described under Description of the Senior Notes Restrictive Covenants.

Listing

The Senior Notes are new issues of securities with no established trading markets. The Senior Notes are not, and are not expected to be, listed on any national securities exchange or included in any automated dealer quotation system.

Further Issuances	We may create and issue additional Senior Notes of either series ranking equally and ratably with the applicable series of Senior Notes offered by this prospectus supplement in all respects, except for the issue date, public offering price and, if applicable, the initial interest payment date and the initial interest accrual date, so that such additional Senior Notes will be consolidated and form a single series with the applicable series of Senior Notes offered by this prospectus supplement.

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Denominations	$2,000 and integral multiples of $1,000 in excess thereof.
Governing Law	The State of New York

You should refer to the section entitled Risk Factors beginning on page S-18 of this prospectus supplement and the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2014, which are incorporated by reference in this prospectus supplement and the accompanying prospectus, for an explanation of certain risks of investing in the Senior Notes.

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Summary Historical Consolidated Financial Data of FIS

The following table sets forth our summary historical consolidated financial data. Our summary historical consolidated financial data as of December 31, 2014 and 2013 and for each of the years ended December 31, 2014, 2013 and 2012 have been derived from our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which is incorporated by reference into this prospectus supplement, except for the following sections, which were updated by the Current Report on Form 8-K dated May 8, 2015, also incorporated herein by reference: Part I, Item 1. Business ; Part II, Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations ; and Part II, Item 8. Financial Statements and Supplementary Data . We have derived the summary historical consolidated financial data as of December 31, 2012 from our audited historical financial statements, which are not incorporated by reference into this prospectus supplement.

Our summary historical consolidated financial data as of June 30, 2015 and for the six-month periods ended June 30, 2015 and 2014 have been derived from our historical unaudited interim condensed consolidated financial statements contained in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, which is incorporated by reference into this prospectus supplement. Our summary historical consolidated financial data as of June 30, 2014 has been derived from our historical unaudited interim condensed consolidated financial statements contained in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, which is not incorporated by reference into this prospectus supplement. These financial statements are unaudited, but, in the opinion of our management, contain all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of our financial condition, results of operations and cash flows for the periods presented.

Results of interim periods are not necessarily indicative of the results expected for a full year or for future periods. This information is only a summary and should be read in conjunction with our management s discussion and analysis of results of operations and financial condition and our consolidated financial statements and notes thereto incorporated by reference into this prospectus supplement. For additional information, see Where You Can Find More Information beginning on page S-74 of this prospectus supplement.

	Six months ended June 30,		Year ended December 31,		
	2015	2014	2014	2013	2012
(in millions, except per share data)	*(unaudited)*				
Statement of Earnings Data:					
Processing and services revenues	$ 3,141.6	$ 3,119.4	$ 6,413.8	$ 6,063.4	$ 5,795.8
Cost of revenues	2,139.3	2,136.9	4,332.7	4,092.7	3,956.2
Gross profit	1,002.3	982.5	2,081.1	1,970.7	1,839.6
Selling, general and administrative expenses	500.2	386.7	810.5	907.8	763.3
Operating income	502.1	595.8	1,270.6	1,062.9	1,076.3
Other income (expense), net	77.5	(84.7)	(217.2)	(239.4)	(248.0)
Earnings from continuing operations before income taxes	579.6	511.1	1,053.4	823.5	828.3
Provision for income taxes	214.2	161.6	335.1	308.9	270.1

Earnings from continuing operations, net of tax	365.4	349.5	718.3	514.6	558.2
Earnings (loss) from discontinued operations, net of tax(1)	(5.3)	(3.1)	(11.4)	3.1	(77.1)
Net earnings	360.1	346.4	706.9	517.7	481.1
Net (earnings) attributable to noncontrolling interest	(9.0)	(13.1)	(27.8)	(24.6)	(19.9)
Net earnings attributable to FIS common stockholders	$ 351.1	$ 333.3	$ 679.1	$ 493.1	$ 461.2

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	As of June 30,		As of December 31,		
	2015	2014	2014	2013(2)	2012
(in millions, except per share data)	*(unaudited)*				
Balance Sheet Data:					
Cash and cash equivalents	$ 446.4	$ 793.7	$ 492.8	$ 547.5	$ 517.6
Goodwill	8,751.8	8,517.7	8,877.6	8,500.0	8,381.5
Other intangible assets, net	1,123.3	1,246.5	1,268.0	1,339.3	1,576.2
Total assets	14,303.5	14,440.8	14,520.5	13,960.1	13,549.7
Total long-term debt	5,043.3	4,923.5	5,067.7	4,468.6	4,385.5
Total FIS stockholders equity	6,440.5	6,522.1	6,556.7	6,580.5	6,640.9
Noncontrolling interest	90.8	178.0	134.8	156.8	152.7
Total equity	6,531.3	6,700.1	6,691.5	6,737.3	6,793.6

(1) We have sold a number of businesses and have classified the results of operations of those businesses as discontinued for all periods presented. The most significant divestiture during the periods presented above was the healthcare benefit solutions business in 2012.

(2) The purchase price for our 2010 acquisition of Capco included future contingent consideration in addition to cash paid at closing. The liability for the earn-out provisions and for an employee incentive plan established in conjunction with the acquisition was increased in 2013 by a total of $147.2 million as a result of amendments based on management s outlook and increased projections of Capco s future results.

FIS Non-GAAP Financial Measures

Generally accepted accounting principles (GAAP) is the term used to refer to the standard framework of guidelines for financial accounting. GAAP includes the standards, conventions, and rules accountants follow in recording and summarizing transactions, and in the preparation of financial statements. Set forth below is information about our Non-GAAP Operating Income and Adjusted EBITDA, which are Non-GAAP financial measures. In addition to reporting financial results in accordance with GAAP, we have provided these non-GAAP financial measures because they are among the measures our management considers in evaluating our performance and because we believe they are useful to help investors better understand our performance, competitive position and prospects for the future.

Non-GAAP Operating Income excludes purchase price amortization and certain other costs. In addition to the adjustments to Non-GAAP Operating Income, Adjusted EBITDA excludes depreciation and amortization and Adjusted EBITDA Unburdened by Stock Compensation further excludes stock compensation expense. These non-GAAP financial measures should be considered in addition to, but not as a substitute for or superior to, operating income, net income, operating cash flow and other measures prepared in accordance with GAAP. Further, our non-GAAP measures may be calculated differently from similarly titled measures of other companies.

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We provide a reconciliation of Non-GAAP Operating Income and Adjusted EBITDA to our net earnings, which, in each case, is the most directly comparable GAAP financial measure.

GAAP to Non-GAAP Reconciliation (Unaudited)

	Six months ended June 30,		**Year ended December 31,**	
(in millions)	**2015**	**2014**	**2014**	**2013**
Net Earnings	$ 360.1	$ 346.4	$ 706.9	$ 517.7
Add: Loss (earnings) from discontinued operations, net of tax	5.3	3.1	11.4	(3.1)
Provision for income taxes	214.2	161.6	335.1	308.9
Total other expense	(77.5)	84.7	217.2	239.4
Operating income	502.1	595.8	1,270.6	1,062.9
Contract settlement(1)		9.0	9.0	
Capco acquisition adjustments(2)				147.2
International restructuring charges(3)	44.6			9.1
Purchase price amortization(4)	100.0	108.9	214.9	233.1
Acquisition, integration and severance costs(5)	23.6		21.5	
Non-GAAP Operating Income	670.3	713.7	1,516.0	1,452.3
Depreciation and amortization, as adjusted(6)	207.9	200.2	411.4	381.5
Adjusted EBITDA	$ 878.2	$ 913.9	$ 1,927.4	$ 1,833.8
Stock Compensation	35.8	26.6	55.7	53.4
Adjusted EBITDA Unburdened by Stock Compensation	$ 914.0	$ 940.5	$ 1,983.1	$ 1,887.2

(1) Represents a cash settlement received in 2014 for the extinguishment of certain contractual minimums with a reseller. Although the 2014 cash settlement has no contract performance obligation, under GAAP, revenue is amortized in this circumstance over the remaining relationship with the reseller.
(2) This adjustment represents increases to the liability established at the acquisition of Capco for contingent payments based on expected operating performance in 2013 through 2015 and for an employee incentive plan established in conjunction with the acquisition. These liabilities were increased in 2013 as a result of amendments based on management s outlook and increased projections of Capco s future results.
(3) Severance and other charges related to cost management initiatives undertaken in certain international markets.
(4) Represents purchase price amortization expense on intangible assets acquired through various acquisitions.
(5) Non-recurring transaction and other costs, including integration activities, related to recent acquisitions and other severance costs.
(6) Excludes depreciation and amortization included in other adjustments listed above.

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Summary Historical Consolidated Financial Data of SunGard

The table below presents SunGard s summary historical consolidated financial data as of the dates and for the periods indicated. The summary historical consolidated financial data as of December 31, 2014 and 2013 and for each of the years ended December 31, 2014, 2013 and 2012 has been derived from SunGard s audited consolidated financial statements incorporated by reference in this prospectus supplement. The summary historical consolidated financial data as of December 31, 2012 has been derived from SunGard s audited historical financial statements, which are not included or incorporated by reference in this prospectus supplement. The summary historical consolidated financial data as of June 30, 2015 and for each of the six months ended June 30, 2015 and June 30, 2014 has been derived from SunGard s unaudited interim condensed consolidated financial statements incorporated by reference in this prospectus supplement, which have been prepared on the same basis as SunGard s audited consolidated financial statements, and the summary historical consolidated financial data as of June 30, 2014 has been derived from SunGard s unaudited interim condensed consolidated financial statements, which are not included, or incorporated by reference, in this prospectus supplement.

SunGard s historical results are not necessarily indicative of future operating results. The following table should be read in conjunction with SunGard s consolidated financial statements and the related notes thereto incorporated by reference in this prospectus supplement. For additional information, see Where You Find More Information beginning on page S-74 of this prospectus supplement.

	Six months ended June 30,		Year ended December 31,		
	2015	**2014**	**2014**	**2013**	**2012**
(in millions)	*(unaudited)*				
Income Statement Data(1)					
Revenue	$ 1,358	$ 1,326	$ 2,809	$ 2,761	$ 2,808
Operating income (loss)	223	(212)	86	404	348
Income (loss) from continuing operations	59	(320)	(208)	45	(43)
Income (loss) from discontinued operations	2	(17)	(14)	17	(23)
Net income (loss)	61	(337)	(222)	62	(66)
Cash Flow Data					
Cash flow from continuing operations	$ 182	$ 86	$ 332	$ 421	$ 287
Cash flow from discontinued operations		34	33	324	(43)
Cash flow from operations	$ 182	$ 120	$ 365	$ 745	$ 244

	June 30,		December 31,		
	2015	**2014**	**2014**	**2013**	**2012**
Balance Sheet Data					
Total assets	$ 6,405	$ 6,378	$ 6,511	$ 9,778	$ 10,018
Total short-term and long-term debt	4,672	4,671	4,669	6,384	6,658

(1) Included in the 2012 loss from continuing operations is a loss on extinguishment of debt of $82 million, including tender and call premiums of $48 million, due primarily to the early extinguishments of the senior notes due 2015 and the senior subordinated notes due 2015, and the repayment of term loans in January and December 2012. Included in the 2012 loss from discontinued operations are gains on the sale of discontinued operations of $571 million primarily related to the sale of SunGard s Higher Education business and a goodwill impairment charge of $385 million. The Availability Services (AS) business, which was split-off on March 31, 2014, and two small businesses within the Financial Systems segment, which were sold on January 31, 2014, are included in discontinued operations.

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Included in the 2014 loss from continuing operations is a trade name impairment charge of $339 million as a result of the split-off of the AS business and how the trade name is being used following the split-off, and a $61 million loss on extinguishment of debt which includes (i) a $36 million loss associated with the exchange of approximately $425 million of senior notes issued by SunGard Availability Services Capital, Inc. for approximately $389 million of 7.375% senior notes due 2018 issued by SunGard Data Systems Inc. and (ii) the write-off of $25 million of deferred financing fees resulting from the repayment or retirement of debt during the first quarter of 2014.

See Notes 1, 3 and 5 to SunGard s consolidated financial statements incorporated by reference in this prospectus supplement.

SunGard Non-GAAP Financial Measures

Set forth below is information about SunGard s Adjusted EBITDA Unburdened by Stock Compensation, which is a Non-GAAP financial measure. In addition to reporting financial results in accordance with GAAP, we have provided this non-GAAP financial measure because it is among the measures SunGard s management considers in evaluating SunGard s performance and because SunGard believes it is useful to help investors better understand SunGard s performance, competitive position and prospects for the future.

SunGard defines Adjusted EBITDA Unburdened by Stock Compensation as net income (loss) less income (loss) from discontinued operations, income taxes, loss on extinguishment of debt, interest expense and amortization of deferred financing fees, depreciation (including the amortization of capitalized software), amortization of acquisition-related intangible assets, trade name and goodwill impairment charges, severance and facility closure charges, stock compensation expense, management fees from the Sponsor Stockholders, and certain other costs. This non-GAAP financial measure should be considered in addition to, but not as a substitute for or superior to, operating income, net income, operating cash flow and other measures prepared in accordance with GAAP. Further, SunGard s non-GAAP measures may be calculated differently from similarly titled measures of other companies.

We provide a reconciliation of Adjusted EBITDA Unburdened by Stock Compensation to SunGard s net income (loss), which, in each case, is the most directly comparable GAAP financial measure.

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Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA Unburdened by

Stock Compensation for SunGard

	Six months ended June 30,		Year ended December 31,		
(in millions)	2015	2014	2014	2013	2012
Net income (loss)	$ 61	$ (337)	$ (222)	$ 62	$ (66)
Income (loss) from discontinued operations, net of tax	2	(17)	(14)	17	(23)
Benefit from (provision for) income taxes	(24)	99	57	(26)	49
Loss on extinguishment of debt		(61)	(61)	(6)	(82)
Interest expense and amortization of deferred financing fees	(142)	(147)	(291)	(326)	(360)
Other income (expense), net	1		1	(1)	2
Operating income (loss)	$ 223	$ (212)	$ 86	$ 404	$ 348
Depreciation	56	51	107	104	96
Amortization of acquisition-related intangible assets	42	84	136	182	217
Trade name impairment charge		339	339		
Restructuring charges	4	7	27	17	42
Stock compensation expense	23	20	42	39	31
Management fees	4	3	9	8	9
Other costs (included in operating income)	1	12	19	12	6
Adjusted EBITDA Unburdened by Stock Compensation	$ 353	$ 304	$ 765	$ 766	$ 749

Summary Unaudited Pro Forma Financial Data

The following table presents summary unaudited pro forma condensed combined financial information about our financial condition and results of operations on a pro forma basis giving effect to the Transactions. The summary unaudited pro forma condensed combined statement of earnings data for the six months ended June 30, 2015 and the year ended December 31, 2014 give effect to the Transactions as if the Transactions had taken place on January 1, 2014. The summary unaudited pro forma condensed combined balance sheet data gives effect to the Transactions as if they had taken place on June 30, 2015. Certain line items of the balance sheet and income statements were combined or reclassified in order to make the information comparable.

The summary unaudited pro forma condensed combined financial information is derived from, and should be read in conjunction with, our consolidated financial statements and related notes incorporated by reference into this prospectus supplement, and the consolidated financial statements and related notes of SunGard incorporated by reference in this prospectus supplement, together with the more detailed unaudited pro forma condensed combined financial information provided in the section titled Unaudited Pro Forma Condensed Combined Financial Information beginning on page S-33 of this prospectus supplement. The summary unaudited pro forma condensed combined financial information set forth below has been presented for informational purposes only and is not necessarily indicative of what the combined financial condition or results of operations actually would have been had the Transactions been completed as of the dates indicated. In addition, the summary unaudited pro forma condensed combined financial information presented below does not purport to project the combined financial condition or operating results for any future period.

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Pro Forma Combined Statements of Earnings Data

(in millions)	Six months ended June 30, 2015	Year ended December 31, 2014
Processing and services revenues	$ 4,499.6	$ 8,957.8
Operating income	$ 559.4	$ 811.0
Net earnings (loss) from continuing operations attributable to FIS/SunGard common stockholders	$ 233.7	$ (28.0)

Pro Forma Combined Balance Sheet Data

(in millions)	June 30, 2015
Cash and cash equivalents	$ 832.9
Total assets	$ 26,213.7
Total short and long-term debt, including current portion of long-term debt	$ 12,059.3

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RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our historical ratio of earnings to fixed charges:

	Six months ended June 30,		Year ended December 31,				
	2015	2014	2014	2013	2012	2011	2010
Ratio of earnings to fixed charges(1)	7.0	5.8	5.9	4.5	4.0	3.2	3.6

(1) In calculating the ratio of earnings to fixed charges, earnings are the sum of earnings from continuing operations before income taxes and equity in earnings (losses) of unconsolidated entities plus fixed charges and amortization of capitalized interest, less interest capitalized. Fixed charges include interest expense, capitalized interest and amortization of debt issue costs, as well as the imputed interest component of rental expense.

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RISK FACTORS

Investment in the Senior Notes offered hereby will involve certain risks. You should read the risk factors set forth below, as well as those set forth in our Annual Report on Form 10-K for the year ended December 31, 2014, which are incorporated by reference in this prospectus supplement and the accompanying prospectus, as modified and supplemented in documents subsequently filed by us with the SEC and incorporated by reference in this prospectus supplement and the accompanying prospectus. The risks associated with the SunGard business are similar to those FIS faces in many respects, and therefore the Mergers will in many cases increase our exposure to the foregoing risks. In consultation with your own financial and legal advisors, you should carefully consider the information included in this prospectus supplement and the accompanying prospectus, together with the other information they incorporate by reference, before deciding whether an investment in the Senior Notes offered hereby is suitable for you.

Risks Related to the Senior Notes

If we do not consummate the Mergers on or prior to June 30, 2016, or if, prior to such date, we notify the trustee in writing that the Merger Agreement is terminated, each series of the Senior Notes (other than the 2025 Notes) will be required to be redeemed. If we are required to redeem such series of Senior Notes, you may not obtain your expected return on such series of Senior Notes.

The closing of this offering is not conditioned on, and is expected to be consummated before, the closing of the Mergers, which is expected to occur in the fourth quarter of calendar 2015. We may not be able to consummate the transactions contemplated by the Merger Agreement within the timeframe specified under Description of the Senior Notes Special Mandatory Redemption or at all. Many of the conditions to closing in the Merger Agreement are beyond our control, and we may not be able to complete the transactions contemplated by the Merger Agreement on or prior to June 30, 2016. Our obligation to consummate the closing under the Merger Agreement is subject to certain conditions, including, among others, (i) the expiration or termination of applicable approvals, clearances or waiting periods under antitrust laws and (ii) the absence of any law that restrains, enjoins or otherwise prohibits the closing.

If we do not consummate the Mergers on or prior to June 30, 2016, or if, prior to such date, we notify the trustee in writing that the Merger Agreement is terminated, each series of the Senior Notes (other than the 2025 Notes) will be required to be redeemed in whole and not in part at a special mandatory redemption price equal to 101% of the aggregate principal amount of such series of the Senior Notes being redeemed, plus accrued and unpaid interest, if any, to, but excluding, the special mandatory redemption date. If your Senior Notes are redeemed, you may not obtain your expected return on the Senior Notes and may not be able to reinvest the proceeds from a special mandatory redemption in an investment that results in a comparable return. Your decision to invest in the Senior Notes is made at the time of the offering of the Senior Notes. Changes in our business or financial condition, or certain of the terms of the Merger Agreement between the closing of this offering and the closing of the Mergers, will have no effect on your rights as a purchaser of the Senior Notes.

The 2025 Notes will not be subject to the special mandatory redemption and will remain outstanding even if the Mergers are not consummated, unless we elect to redeem the 2025 Notes pursuant to the provisions described under Description of the Senior Notes Optional Redemption.

We are not obligated to place the net proceeds of the offering of the Senior Notes in escrow prior to the closing of the Mergers and, as a result, we may not be able to redeem the Senior Notes upon a special mandatory redemption.

We are not obligated to place the net proceeds of the offering of the Senior Notes in escrow prior to the closing of the Mergers or to provide a security interest in those proceeds, and the indenture governing the Senior Notes imposes no other restrictions on our use of these proceeds during that time. Accordingly, the source of funds for any redemption of the Senior Notes upon a special mandatory redemption would be the proceeds that we have voluntarily retained or other sources of liquidity, including available cash, borrowings, sales of assets or sales of equity. We may not be able to satisfy our obligation to redeem these Senior Notes because we may not have sufficient financial resources to pay the aggregate redemption price on the Senior Notes. Our failure to redeem these Senior Notes as required under the indenture would result in a default under the indenture, which could result in defaults under our and our subsidiaries other debt agreements and have material adverse consequences for us and the holders of the Senior Notes. In addition, our ability to redeem the Senior Notes for cash may be limited by law or the terms of other agreements relating to our indebtedness outstanding at the time.

The covenants relating to the Senior Notes, our existing notes, our amended senior credit facility and our new term loan credit agreement are limited and do not prohibit us from incurring additional debt or taking other actions that could negatively impact holders of the Senior Notes.

We may be able to incur substantially more debt in the future. The indenture governing the Senior Notes will not limit, and the indentures governing our existing notes do not currently limit, us or any of our subsidiaries from incurring debt or additional liabilities. The agreements governing our amended senior credit facility and our new term loan credit agreement restrict, but do not prohibit, FIS or our subsidiaries from incurring other additional indebtedness, which restrictions are subject to a number of qualifications and exceptions. As a result, FIS and its subsidiaries may incur additional indebtedness which, under certain circumstances, may be secured without any requirement to also secure our obligations under the Senior Notes. Also, our debt agreements do not prevent us or any of our subsidiaries from incurring obligations that do not constitute debt under the terms thereof. Our existing revolving credit facility provides $3.0 billion of borrowing capacity. As of June 30, 2015, we had outstanding borrowings of approximately $775.0 million under it. On September 1, 2015 we entered into a new $1.5 billion term loan credit agreement. As of June 30, 2015, on a pro forma basis giving effect to the Transactions, we would have had approximately $12,059.3 million of total outstanding indebtedness and $1,212.0 million of borrowing capacity under our existing revolving credit facility. As of the closing of the Mergers, we may issue an FIS guarantee of all SunGard Notes that remain outstanding, which would itself rank equally with our obligations under the Senior Notes offered hereby. Further, if, as of the 90th day following completion of the Mergers, more than $1.25 billion principal amount of the SunGard Notes remains outstanding, FIS must cause SunGard to provide a guaranty of payment of our amended senior credit facility and our new term loan credit agreement, which guaranty would thereafter be released when the principal amount of outstanding SunGard Notes is reduced below $1.25 billion. If SunGard does provide such a guaranty of payment of our amended senior credit facility and our new term loan credit agreement, the indenture will require SunGard to also provide a guarantee of the Senior Notes (which would be released when the parallel guaranty is released under our amended senior credit facility and our new term loan credit agreement as described above). To the extent new debt is added to our current levels, the ratings of and our ability to pay our obligations under the Senior Notes could be adversely affected.

There are no financial covenants in the indenture.

There are no financial covenants in the indenture. You are not protected under the indenture in the event of a highly leveraged transaction, reorganization, change of control, restructuring, merger or similar transaction that may adversely affect you, except to the limited extent described in this prospectus supplement under Description of the Senior Notes Purchase of Senior Notes Upon a Change of Control Triggering Event and Description of the Senior Notes Restrictive Covenants Consolidation, Merger, Sale of Assets and Other Transactions. In addition, the limitation on liens and limitation on sale and lease-back transactions covenants with respect to principal facilities contain exceptions that will allow us to create, grant or incur liens or security interests or enter into sale and lease-back transactions with respect to our facilities in a number of circumstances.

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Our holding company structure may impact your ability to receive payment on the Senior Notes.

We are a holding company with no significant operations or material assets other than the capital stock of our subsidiaries. As a result, our ability to repay our indebtedness, including the Senior Notes, is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, distribution, loan, debt repayment or otherwise. Our subsidiaries do not have any obligation to pay amounts due on the Senior Notes or to make funds available for that purpose. In addition, our subsidiaries may not be able to, or be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the Senior Notes. Each of our subsidiaries is a distinct legal entity and, under certain circumstances, legal and contractual restrictions, as well as the financial condition and operating requirements of our subsidiaries, may limit our ability to obtain cash from our subsidiaries.

Effective subordination of the Senior Notes to indebtedness of our subsidiaries and to the claims of secured creditors may reduce amounts available for payment of the Senior Notes.

The Senior Notes are not guaranteed by any of our subsidiaries. As a result, the Senior Notes will be effectively subordinated to the indebtedness and other liabilities of our subsidiaries (including SunGard and its subsidiaries), other than if any of our domestic wholly-owned subsidiaries guarantees or becomes a co-obligor under any of our credit facilities in the future (in which case such subsidiaries will be required to also guarantee the Senior Notes).

However, except in the limited circumstances described above with respect to the SunGard Notes (if, as of the 90^{th} day following completion of the Mergers, more than $1.25 billion principal amount of the SunGard Notes remains outstanding), the agreements governing our amended senior credit facility and our new term loan credit agreement do not currently provide for any obligation of our subsidiaries to guarantee the debt under such agreements, even if our subsidiaries guarantee other indebtedness. Such agreements also only restrict, but do not prohibit, our subsidiaries from incurring other indebtedness, which restrictions are subject to a number of qualifications and exceptions. As a result, our subsidiaries may incur additional indebtedness without any requirement to provide guarantees of or become co-obligors under our credit facilities or, as a result, the Senior Notes. Also, these agreements do not prevent any of our subsidiaries from incurring obligations that do not constitute debt under the terms thereof.

Except to the extent that we are a creditor with recognized claims against our subsidiaries, all claims of creditors (including trade creditors) and holders of preferred stock, if any, of our subsidiaries will have priority with respect to the assets of such subsidiaries over our claims (and therefore the claims of our creditors, including holders of the Senior Notes). As of June 30, 2015, our subsidiaries had approximately $2,592.2 million of liabilities (including $347.0 million of deferred revenue) excluding any intercompany liabilities that were owed to us. On a pro forma basis, giving effect to the Transactions, as of June 30, 2015 our subsidiaries (including SunGard and its subsidiaries) would have had approximately $4,517.6 million of liabilities. See Unaudited Pro Forma Condensed Combined Financial Information. As of the closing of the Mergers, we may issue an FIS guarantee of all SunGard Notes that remain outstanding, which would itself rank equally with our obligations under the Senior Notes offered hereby. Further, if, as of the 90^{th} day following completion of the Mergers, more than $1.25 billion principal amount of the SunGard Notes remains outstanding, FIS must cause SunGard to provide a guaranty of payment of our amended senior credit facility and our new term loan credit agreement, which guaranty would thereafter be released when the principal amount of outstanding SunGard Notes is reduced below $1.25 billion. If SunGard does provide such a guaranty of payment of our amended senior credit facility and our new term loan credit agreement, the indenture will require SunGard to also provide a guarantee of the Senior Notes.

Other than to the extent contemplated under Description of the Senior Notes Restrictive Covenants Limitation on Liens, the Senior Notes will not be secured by any of our assets, and as a result will be effectively subordinated to any secured debt that we may now have or may incur in the future, to the extent of the value of the assets securing such debt. As of June 30, 2015, we had approximately $18.3 million of secured indebtedness.