

FIFTH THIRD BANCORP
Form 4
March 29, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FIFTH THIRD BANCORP

2. Issuer Name and Ticker or Trading Symbol
Vantiv, Inc. [VNTV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
38 FOUNTAIN SQUARE PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

CINCINNATI, OH 45263

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Stock ⁽¹⁾ | 03/27/2012 | | D ⁽²⁾ | 2,086,064 | D \$ 0 5,679,034 | I | By FTFS Partners, LLC ⁽³⁾ |
| Class B Common Stock ⁽¹⁾ | | | | | 78,240,102 | I | By Fifth Third Bank ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Units of Vantiv Holding, LLC | (5) | 03/27/2012 | | D(2) | 2,086,064 | (5) | (5) | Class A Common Stock | 2,086,064 |
| Class B Units of Vantiv Holding, LLC | (5) | | | | | (5) | (5) | Class A Common Stock | 78,240,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FIFTH THIRD BANCORP 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263 | X | X | | |

Signatures

Paul L. Reynolds, Executive Vice President, Secretary and Chief Risk Officer of Fifth Third Bancorp

03/29/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The Class B Common Stock provides Fifth Third Bank and FTFS Partners, LLC (together with their affiliates, the "Fifth Third Investors") with up to 18.5% of the aggregate voting power of Vantiv, Inc.'s common stock (other than in connection with a stockholder vote with respect to a change of control, in which event the Class B Common Stock will provide the Fifth Third Investors with the full number of votes equal to the number of shares of Class B Common Stock they own) but has no economic rights. If the Fifth Third Investors acquire shares of Class A Common Stock in the future, the voting power of the Class B Common Stock will be reduced by an equivalent amount. Upon an exchange of Class B Units of Vantiv Holding, LLC for shares of Class A Common Stock of Vantiv, Inc. as described in note 5, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled.
- (1) number of votes equal to the number of shares of Class B Common Stock they own) but has no economic rights. If the Fifth Third Investors acquire shares of Class A Common Stock in the future, the voting power of the Class B Common Stock will be reduced by an equivalent amount. Upon an exchange of Class B Units of Vantiv Holding, LLC for shares of Class A Common Stock of Vantiv, Inc. as described in note 5, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled.
- (2) On March 27, 2012, Vantiv, Inc. consummated the initial public offering of its Class A Common Stock and used the proceeds, net of underwriting discounts and expenses, from the issuance and sale of 2,086,064 shares of Class A Common Stock to purchase 2,086,064 Class B Units of Vantiv Holding, LLC from FTFS Partners, LLC. Upon that purchase, those Class B Units of Vantiv Holding, LLC automatically converted into Class A Units of Vantiv Holding, LLC and an equivalent number of shares of Class B Common Stock of

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Vantiv, Inc. held by FTPS Partners, LLC automatically were cancelled.

- (3) FTPS Partners, LLC is a wholly owned subsidiary of Fifth Third Bank, which is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.
- (4) Fifth Third Bank is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.

- The Fifth Third Investors have the right, following the expiration of the 180-day underwriters' lock-up and pursuant to and subject to the limitations in the Exchange Agreement among Fifth Third Bank, FTPS Partners, LLC, Vantiv, Inc. and Vantiv Holding, LLC (the "Exchange Agreement"), to exchange Class B Units of Vantiv Holding, LLC, a subsidiary of Vantiv, Inc., for shares of Class A Common Stock of Vantiv, Inc. on a one-for-one basis or, at Vantiv, Inc.'s option, for cash. Upon such exchange for Class A Common Stock, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled. The Fifth Third Investors are prohibited by the Exchange Agreement from owning more than 18.5% of the Class A Common Stock at any time.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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