

Fidelity National Information Services, Inc.  
Form SC 13G/A  
February 13, 2017

**UNITED STATES**

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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Fidelity National Information Services, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**31620M106**

(CUSIP Number)

**December 31, 2016**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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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**CUSIP No.**      **13G Page 2 of 12**  
**31620M106**

NAME OF REPORTING  
PERSON

1

TPG Group Holdings  
(SBS) Advisors, Inc.  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2      (a)

(b)

3      SEC USE ONLY  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

Delaware

NUMBER <sup>5</sup>  
OF      SOLE VOTING  
          POWER  
          - 0 -  
SHARES <sub>6</sub>      SHARED VOTING  
          POWER

BENEFICIALLY ~~0~~ -  
                  SOLE  
OWNED      DISPOSITIVE  
BY      7      POWER

EACH      - 0 -

REPORTING      SHARED  
                  DISPOSITIVE  
PERSON <sub>8</sub>      POWER

WITH:      - 0 -

9      AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING

PERSON

- 0 -

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING  
PERSON

CO

CUSIP No. 31620M106 13G Page 3 of 12

NAME OF REPORTING PERSON

1

TPG Advisors IV, Inc.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) o

(b) o

3 SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

- 0 -

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON

SOLE DISPOSITIVE POWER

- 0 -

EACH

SHARED DISPOSITIVE POWER

8

PERSON

- 0 -

WITH:

9 AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING  
PERSON

- 0 -

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

0%  
12 TYPE OF REPORTING  
PERSON

CO

CUSIP No. 31620M106 13G Page 4 of 12

NAME OF REPORTING PERSON

1

TPG Advisors III, Inc.  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

Delaware

SOLE VOTING  
POWER

NUMBER<sup>5</sup>  
OF

- 0 -

SHARES<sup>6</sup>

SHARED VOTING  
POWER

BENEFICIALLY<sup>7</sup> -

SOLE  
DISPOSITIVE  
POWER

OWNED  
BY<sup>7</sup>

- 0 -

EACH

REPORTING  
PERSON<sup>8</sup>

SHARED  
DISPOSITIVE  
POWER

WITH:

- 0 -

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED

BY EACH REPORTING  
PERSON

- 0 -

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING  
PERSON

CO



CUSIP No. 31620M106 13G Page 5 of 12

NAME OF REPORTING PERSON

1

T3 Advisors II, Inc.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

- 0 -

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE DISPOSITIVE POWER

- 0 -

SHARED DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING  
PERSON

- 0 -

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

0%  
12 TYPE OF REPORTING  
PERSON

CO

**CUSIP No.**      **13G Page 6 of 12**  
**31620M106**

NAME OF REPORTING  
PERSON

1

David Bonderman

CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2      (a)

(b)

3      SEC USE ONLY  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

United States

SOLE VOTING  
POWER

NUMBER <sup>5</sup>

OF

- 0 -

SHARED VOTING

SHARES <sub>6</sub>

POWER

~~BENEFICIALLY~~ -

SOLE

OWNED

DISPOSITIVE

BY <sub>7</sub>

POWER

EACH

- 0 -

<sub>8</sub>

SHARED

REPORTING

DISPOSITIVE

POWER

PERSON

- 0 -

WITH:

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

- 0 -

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING  
PERSON

IN

CUSIP No. 31620M106 13G Page 7 of 12

NAME OF REPORTING PERSON

1

James G. Coulter  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2 (a) o

(b) o

3 SEC USE ONLY  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

United States  
SOLE VOTING  
POWER

NUMBER<sup>5</sup>  
OF

- 0 -

SHARES<sup>6</sup>

SHARED VOTING  
POWER

BENEFICIALLY<sup>7</sup> -

SOLE  
DISPOSITIVE  
POWER

OWNED  
BY

7

EACH

- 0 -

REPORTING  
PERSON<sup>8</sup>

SHARED  
DISPOSITIVE  
POWER

WITH:

- 0 -

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED

BY EACH REPORTING  
PERSON

- 0 -

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

0%  
12 TYPE OF REPORTING  
PERSON

IN

**Item 1(a).** Name of Issuer:

Fidelity National Information Services, Inc.

**Item 1(b).** Address of Issuer's Principal Executive Offices:

601 Riverside Avenue  
Jacksonville, Florida 32204

**Item 2**

(a). Name of  
Person  
Filing:

This  
Schedule  
13G is being  
filed jointly  
by TPG  
Group  
Holdings  
(SBS)  
Advisors,  
Inc., a  
Delaware  
corporation  
("Group  
Advisors"),  
TPG  
Advisors IV,  
Inc., a  
Delaware  
corporation  
("Advisors  
IV"), TPG  
Advisors III,  
Inc., a  
Delaware  
corporation  
("Advisors  
III"), T3  
Advisors II,  
Inc., a  
Delaware

corporation  
(“T3 Advisors  
II”), David  
Bonderman  
and James G.  
Coulter  
(each, a  
“Reporting  
Person” and,  
together, the  
“Reporting  
Persons”),  
pursuant to  
an  
Agreement  
of Joint  
Filing, a  
copy of  
which is  
filed with  
this Schedule  
13G as  
Exhibit 1, in  
accordance  
with Rule  
13d-1(k)(1)  
under the  
Act.

Group  
Advisors is  
the sole  
member of  
TPG Group  
Holdings  
(SBS)  
Advisors,  
LLC, a  
Delaware  
limited  
liability  
company,  
which is the  
general  
partner of  
TPG Group  
Holdings  
(SBS), L.P.,  
a Delaware



limited  
partnership,  
which is the  
sole member  
of TPG  
Holdings  
I-A, LLC, a  
Delaware  
limited  
liability  
company,  
which is the  
general  
partner of  
TPG  
Holdings I,  
L.P., a  
Delaware  
limited  
partnership,  
which is the  
sole member  
of TPG  
GenPar IV  
Advisors,  
LLC, a  
Delaware  
limited  
liability  
company,  
which is the  
general  
partner of  
TPG GenPar  
IV, L.P., a  
Delaware  
limited  
partnership,  
which is the  
general  
partner of  
TPG  
Partners IV,  
L.P., a  
Delaware  
limited  
partnership  
(“TPG  
Partners IV”),  
which  
directly held

shares of  
Common  
Stock. TPG  
Advisors IV  
is the  
managing  
member of  
TPG Solar  
Co-Invest,  
LLC, a  
Delaware  
limited  
liability  
company  
(“Solar  
Co-Invest”),  
which  
directly held  
shares of  
Common  
Stock.  
Advisors III  
is the general  
partner of  
TPG GenPar  
III, L.P., a  
Delaware  
limited  
partnership,  
which is the  
general  
partner of  
TPG  
Partners III,  
L.P., a  
Delaware  
limited  
partnership,  
which is the  
managing  
member of  
TPG Solar  
III, LLC, a  
Delaware  
limited  
liability  
company  
(“Solar III”),  
which  
directly held  
shares of

Common  
Stock. T3  
Advisors II  
is the general  
partner of T3  
GenPar II,  
L.P., a  
Delaware  
limited  
partnership,  
which is the  
general  
partner of  
each of  
(i) T3  
Partners II,  
L.P., a  
Delaware  
limited  
partnership  
(“T3 Partners  
II”), which  
directly held  
shares of  
Common  
Stock, and  
(ii) T3  
Parallel II,  
L.P., a  
Delaware  
limited  
partnership  
(“T3 Parallel  
II” and,  
together with  
TPG  
Partners IV,  
Solar  
Co-Invest,  
Solar III and  
T3 Partners  
II, the “TPG  
Funds”),  
which  
directly held  
shares of  
Common  
Stock.

David  
Bonderman  
and James G.  
Coulter are  
sole  
shareholders  
of each of  
Group  
Advisors,  
Advisors IV,  
Advisors III  
and T3  
Advisors II  
and may  
therefore be  
deemed to be  
the  
beneficial  
owners of  
the shares of  
Common  
Stock held  
by the TPG  
Funds.  
Messrs.  
Bonderman  
and Coulter  
disclaim  
beneficial  
ownership of  
such shares  
of Common  
Stock except  
to the extent  
of their  
pecuniary  
interest  
therein.

**Item 2**

**(b). Address of  
Principal  
Business  
Office or, if  
none,  
Residence:**

The principal  
business

address of  
each of the  
Reporting  
Persons is as  
follows:

c/o TPG  
Global, LLC

301  
Commerce  
Street, Suite  
3300

Fort Worth,  
Texas 76102

**Citizenship:**

See

**Item 2**

(c). responses to  
Item 4 on  
each cover  
page.

Title of Class of Securities:

**Item 2** (d).  
Common Stock, par value \$0.01 per share ("Common Stock")

**Item 2** (e)  
CUSIP Number:  
31620M106

**Item 3.** **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);  
Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

(k)  
If filing as a non-U.S. institution in accordance with

§ 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

#### **Item 4. Ownership**

(a) AMOUNT BENEFICIALLY OWNED:

See responses to Item 9 on each cover page.

(b) PERCENT OF CLASS:

See responses to Item 11 on each cover page.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 5 on each cover page.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 6 on each cover page.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 7 on each cover page.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 8 on each cover page.

**Item 5.  
Ownership of  
Five Percent  
or Less of a  
Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6.  
Ownership of  
More than  
Five Percent  
on Behalf of  
Another  
Person**

Not Applicable.

**Item 7.  
Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Security  
Being  
Reported on  
By the Parent  
Holding  
Company or  
Control  
Person**



See responses  
to Item 2(a)  
above.

**Item 8.  
Identification  
and  
Classification  
of Members  
of the Group**  
Not  
Applicable.

**Item 9. Notice  
of Dissolution  
of Group**  
Not  
Applicable.

**Item 10. Certifications**  
By signing below each  
of the undersigned  
certifies that, to the best  
of its or his knowledge  
and belief, the securities  
referred to above were  
not acquired and are not  
held for the purpose of  
or with the effect of  
changing or influencing  
the control of the issuer  
of the securities and  
were not acquired and  
are not held in  
connection with or as a  
participant in any  
transaction having that  
purpose or effect, other  
than activities solely in  
connection with a  
nomination under §  
240.14a-11.

**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.

Dated: February 13, 2017

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

TPG Advisors IV, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

TPG Advisors III, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

T3 Advisors II, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

David Bonderman

By: /s/ Clive Bode

Name: Clive Bode, on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Clive Bode

Name: Clive Bode, on behalf of James G. Coulter (2)

(1) Clive Bode is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Bonderman on June 22, 2015 (SEC File No. 005-87680).

(2) Clive Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Coulter on June 22, 2015 (SEC File No. 005-87680).

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**Exhibit Index**

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.\*

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\* Incorporated herein by reference to the Agreement of Joint Filing by TPG Group Holdings (SBS) Advisors, Inc., TPG Advisors IV, Inc., TPG Advisors III, Inc., T3 Advisors II, Inc., David Bonderman and James G. Coulter, dated as of December 10, 2015, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., TPG Advisors IV, Inc., TPG Advisors III, Inc., T3 Advisors II, Inc., David Bonderman and James G. Coulter on December 10, 2015.

