

Fidelity National Information Services, Inc.

Form S-4/A

June 16, 2009

**Table of Contents**

**As filed with the Securities and Exchange Commission on June 16, 2009**

**Registration No. 333-158960**

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

**Amendment No. 1  
to  
Form S-4  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933**

**FIDELITY NATIONAL INFORMATION SERVICES, INC.**  
*(Exact Name of Registrant as Specified in its Charter)*

**Georgia**  
*(State or other  
jurisdiction of incorporation)*

**7389**  
*(Primary Standard Industrial  
Classification Code Number)*

**37-1490331**  
*(I.R.S. Employer  
Identification Number)*

**601 Riverside Avenue  
Jacksonville, Florida 32204  
(904) 854-5000**  
*(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive  
Offices)*

**Ronald D. Cook**  
**Executive Vice President, General Counsel and Corporate Secretary**  
**601 Riverside Avenue  
Jacksonville, Florida 32204  
(904) 854-5000**  
*(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)*

*With copies to:*

**Donald W. Layden, Jr., Esq.**  
**Senior Executive Vice President,**

**Lawrence S. Makow, Esq.**  
**Matthew M. Guest, Esq.**

**Jeffrey Symons, Esq.**  
**Yi Claire Sheng, Esq.**

**General  
Counsel and Corporate Secretary  
Metavante Technologies, Inc.  
4900 West Brown Deer Road  
Milwaukee, Wisconsin 53223  
(414) 357-2290**

**Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
(212) 403-1000**

**Kirkland & Ellis LLP  
153 East 53rd Street  
New York, New York 10022  
(212) 446-4800**

**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.**

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**Table of Contents**

The information in this document is not complete and may be changed. We may not sell the securities offered by this document until the registration statement filed with the Securities and Exchange Commission is effective. This document does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.

**PRELIMINARY SUBJECT TO COMPLETION DATED JUNE 16, 2009**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

The board of directors of Fidelity National Information Services, Inc., or FIS, and the board of directors of Metavante Technologies, Inc., or Metavante, have each approved a merger agreement which provides for the acquisition of Metavante by FIS. Following completion of the merger, Metavante will be wholly owned by FIS.

If the merger is completed, each share of Metavante common stock outstanding immediately before that time will automatically be converted into the right to receive 1.35 shares of FIS common stock. This exchange ratio is fixed and will not be adjusted. Based on the closing price of FIS common stock on the New York Stock Exchange on March 31, 2009, the last trading day before public announcement of the merger, the 1.35 exchange ratio represented \$24.57 in value for each share of Metavante common stock. Based on the closing price of FIS common stock on the New York Stock Exchange on [ ], 2009, the latest practicable date before the date of this document, the exchange ratio represented \$[ ] in value for each share of Metavante common stock. Shares of FIS common stock outstanding before the merger is completed will remain outstanding and will not be exchanged, converted or otherwise changed in the merger.

In connection with the proposed merger, FIS has entered into an equity capital investment agreement with affiliates of Thomas H. Lee Partners, L.P., or THL, and Fidelity National Financial, Inc., or FNF. We also refer to THL and FNF as the equity capital investors. Under the investment agreement, FIS, THL and FNF have agreed that, in connection with completion of the merger, FIS will issue approximately 16.1 million shares of FIS common stock in the aggregate to THL and to FNF in exchange for the payment to FIS of approximately \$250 million in cash. The completion of these transactions is subject to the prior approval of the FIS shareholders, the completion of the merger and the other terms and conditions contained in the investment agreement.

The merger is intended to qualify as a reorganization under United States federal tax law. Accordingly, Metavante shareholders generally are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of Metavante common stock for shares of FIS common stock in the merger, except with respect to any cash received instead of fractional shares of FIS common stock.

At a special meeting of FIS shareholders, FIS shareholders will be asked to vote on the issuance of FIS common stock to Metavante shareholders in the merger and on the issuance of FIS common stock to each of THL and FNF under the investment agreement. Approval of each proposal requires the affirmative vote of a majority of votes cast by the holders of FIS common stock, provided that the total votes cast represent a majority of the votes entitled to be cast on the proposal.

At a special meeting of Metavante shareholders, Metavante shareholders will be asked to vote on the approval and adoption of the merger agreement and the transactions it contemplates. Approval and adoption of the merger

agreement and the transactions it contemplates requires the affirmative vote of a majority of all the votes entitled to be cast by the holders of Metavante common stock. WPM, L.P., or WPM, an affiliate of Warburg Pincus LLC, has entered into an agreement with FIS, Cars Holdings, LLC and Metavante under which, subject to the terms and conditions of that agreement, WPM has agreed to vote all of the Metavante shares it holds in favor of the merger. As of the date of this document, WPM holds in the aggregate approximately 25% of the outstanding shares of Metavante common stock.

**The FIS board of directors unanimously recommends that the FIS shareholders vote FOR the proposal to issue shares of FIS common stock in the merger and FOR the proposals to issue shares of FIS common stock to the equity capital investors.**

**The Metavante board of directors unanimously recommends that the Metavante shareholders vote FOR the proposal to approve and adopt the merger agreement and the transactions it contemplates.**

The obligations of FIS and Metavante to complete the merger are subject to the satisfaction or waiver of conditions set forth in the merger agreement. More information about FIS, Metavante and the merger, as well as the equity capital investment, is contained in this joint proxy statement/prospectus. **FIS and Metavante encourage you to read this entire joint proxy statement/prospectus carefully, including the section entitled Risk Factors beginning on page [ ]**.

We look forward to the successful combination of FIS and Metavante.

[ ]

[ ]

Lee A. Kennedy  
President and Chief Executive Officer  
Fidelity National Information Services, Inc.

Frank R. Martire  
Chairman and Chief Executive Officer  
Metavante Technologies, Inc.

Neither the Securities and Exchange Commission, also referred to in this document as the SEC, nor any state securities commission has approved or disapproved of the securities to be issued under this document or determined that this document is accurate or complete. Any representation to the contrary is a criminal offense.

**This document is dated [ ], 2009 and is first being mailed to the shareholders of FIS and Metavante on or about [ ], 2009.**

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**Table of Contents**

**Fidelity National Information Services, Inc.  
601 Riverside Avenue  
Jacksonville, Florida 32204**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

To the Shareholders of Fidelity National Information Services, Inc.:

Notice is hereby given that a Special Meeting of Shareholders of Fidelity National Information Services, Inc. will be held on [ ], 2009 at [ ], at [ ] to consider and vote upon the following matters:

a proposal to approve the issuance of shares of FIS common stock as contemplated by the Agreement and Plan of Merger, dated as of March 31, 2009, by and among Fidelity National Information Services, Inc., Cars Holdings, LLC, and Metavante Technologies, Inc., as such agreement may be amended from time to time;

a proposal to approve the issuance of 12,861,736 shares of FIS common stock to be purchased by affiliates of Thomas H. Lee Partners, L.P. as contemplated by the Investment Agreement, dated as of March 31, 2009, by and between FIS and the investors named therein, as such agreement may be amended from time to time;

a proposal to approve the issuance of 3,215,434 shares of FIS common stock to be purchased by Fidelity National Financial, Inc. as contemplated by the Investment Agreement, dated as of March 31, 2009, by and between FIS and the investors named therein, as such agreement may be amended from time to time; and

a proposal to approve the adjournment of the special meeting, including, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve any of the foregoing proposals.

The FIS board of directors has fixed the close of business on [ ], 2009 as the record date for the FIS special meeting. Only FIS shareholders of record at that time are entitled to notice of, and to vote at, the FIS special meeting, or any adjournment or postponement of the FIS special meeting. Approval of the proposal to issue shares of FIS common stock in the merger and the proposals to issue shares of FIS common stock to the equity capital investors each requires the approval by the affirmative vote of a majority of votes cast at the special meeting, provided that the total votes cast represent a majority of the votes entitled to be cast on the proposal.

**Whether or not you plan to attend the special meeting, please vote by one of the methods described below to ensure that your shares are represented and voted in accordance with your wishes.** Please vote as soon as possible by accessing the Internet site listed on the FIS proxy card, by calling the toll-free number listed on the FIS proxy card, or by submitting your proxy card by mail. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. This will not prevent you from voting in person, but it will help to secure a quorum and avoid additional solicitation costs. Any holder of FIS common stock who is present at the FIS special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing or by telephone or Internet at any time before the FIS special meeting in the manner described in the accompanying document.

**The FIS board of directors unanimously recommends that the FIS shareholders vote FOR the proposal to issue shares of FIS common stock in the merger and FOR the proposals to issue shares of FIS common stock to the equity capital investors.**

By Order of the Board of Directors,

[       ]

Ronald D. Cook

*Executive Vice President,*

*General Counsel and Corporate Secretary*

[       ], 2009

**YOUR VOTE IS IMPORTANT. PLEASE COMPLETE, SIGN, DATE AND RETURN YOUR PROXY CARD, OR SUBMIT YOUR VOTE VIA THE TELEPHONE OR INTERNET, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.**

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**Table of Contents**

**Metavante Technologies, Inc.  
4900 West Brown Deer Road  
Milwaukee, Wisconsin 53223**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

To the Shareholders of Metavante Technologies, Inc:

Notice is hereby given that a Special Meeting of Shareholders of Metavante Technologies, Inc. will be held on [        ], 2009 at [        ], Central Time, at [        ] to consider and vote upon the following matters:

a proposal to approve and adopt the Agreement and Plan of Merger, dated as of March 31, 2009, by and among Fidelity National Information Services, Inc., Cars Holdings, LLC, and Metavante Technologies, Inc., as such agreement may be amended from time to time, and the transactions it contemplates; and

a proposal to approve the adjournment of the special meeting, including, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the foregoing proposal.

The Metavante board of directors has fixed the close of business on [        ], 2009 as the record date for the Metavante special meeting. Only Metavante shareholders of record at that time are entitled to notice of, and to vote at, the Metavante special meeting, or any adjournment or postponement of the Metavante special meeting. Approval and adoption of the merger agreement and the transactions it contemplates requires the affirmative vote of a majority of all the votes entitled to be cast by the holders of Metavante common stock.

WPM, an affiliate of Warburg Pincus LLC, has entered into an agreement with FIS, Cars Holdings, LLC and Metavante under which, subject to the terms and conditions of that agreement, it has agreed to vote all of the Metavante shares it holds in favor of the merger. As of the date of this document, WPM holds in the aggregate approximately 25% of the outstanding shares of Metavante common stock.

**Whether or not you plan to attend the special meeting, please vote by one of the methods described below to ensure that your shares are represented and voted in accordance with your wishes.** Please vote as soon as possible by accessing the Internet site listed on the Metavante proxy card, by calling the toll-free number listed on the Metavante proxy card, or by submitting your proxy card by mail. To submit your proxy by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of Metavante common stock who is present at the Metavante special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing or by telephone or Internet at any time before the Metavante special meeting in the manner described in the accompanying document.

**The Metavante board of directors unanimously recommends that the Metavante shareholders vote **FOR** the proposal to approve and adopt the merger agreement and the transactions it contemplates.**

By Order of the Board of Directors,

[        ]  
Donald W. Layden, Jr.  
*Senior Executive Vice President,*



*General Counsel and Secretary*

[ ], 2009

**YOUR VOTE IS IMPORTANT. PLEASE COMPLETE, SIGN, DATE AND RETURN YOUR PROXY CARD, OR SUBMIT YOUR VOTE VIA THE TELEPHONE OR INTERNET, WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING.**

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**Table of Contents**

**ADDITIONAL INFORMATION**

This document incorporates important business and financial information about FIS and Metavante from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this document, other than certain exhibits to those documents, free of charge through the Securities and Exchange Commission's website ([www.sec.gov](http://www.sec.gov)) or by requesting them in writing or by telephone from the appropriate company at the following addresses:

**Fidelity National Information Services, Inc.**

601 Riverside Avenue  
Jacksonville, Florida 32204  
(904) 854-3282  
Attn: Investor Relations

**Metavante Technologies, Inc.**

4900 West Brown Deer Road  
Milwaukee, Wisconsin 53223  
(414) 357-2290  
Attn: Investor Relations

**If you would like to request any documents, please do so by [        ], 2009 in order to receive them before the FIS special meeting and by [        ], 2009 in order to receive them before the Metavante special meeting.**

*For more information, see "Where You Can Find More Information" beginning on page [    ].*

You should rely only on the information contained in or incorporated by reference into this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated [        ], 2009. You should not assume that the information contained in, or incorporated by reference into, this document is accurate as of any date other than that date. Neither our mailing of this document to FIS shareholders or Metavante shareholders nor the issuance by FIS of common stock in connection with the merger will create any implication to the contrary.

Information on the websites of FIS or Metavante, or any subsidiary of FIS or Metavante, is not part of this document. You should not rely on that information in deciding how to vote.

**This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this document regarding FIS has been provided by FIS and information contained in this document regarding Metavante has been provided by Metavante.**

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**Table of Contents**

**TABLE OF CONTENTS**

<u>QUESTIONS AND ANSWERS</u>	i
<u>SUMMARY</u>	1
<u>Selected Historical Financial Data of FIS</u>	11
<u>Selected Historical Financial Data of Metavante</u>	13
<u>Selected Unaudited Pro Forma Condensed Combined Financial Information</u>	14
<u>Comparative Per Share Data</u>	15
<u>RISK FACTORS</u>	16
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	18
<u>THE FIS SPECIAL MEETING</u>	19
<u>THE METAVANTE SPECIAL MEETING</u>	22
<u>INFORMATION ABOUT THE COMPANIES</u>	25
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	26
<u>FIS PROPOSAL 1 AND METAVANTE PROPOSAL 1: THE MERGER</u>	38
<u>Background of the Merger</u>	38
<u>FIS' Reasons for the Merger and the Investments; Recommendation of the FIS Board of Directors</u>	43
<u>Metavante's Reasons for the Merger; Recommendation of the Metavante Board of Directors</u>	45
<u>Opinions of FIS' Financial Advisors</u>	48
<u>Opinion of Metavante's Financial Advisor</u>	64
<u>Financial Forecasts</u>	72
<u>Board of Directors and Management of FIS following Completion of the Merger</u>	72
<u>Public Trading Markets</u>	73
<u>No Appraisal Rights</u>	73
<u>Regulatory Approvals Required for the Merger</u>	73
<u>Litigation Related to the Merger</u>	74
<u>Interests of Certain Persons in the Merger</u>	74
<u>THE MERGER AGREEMENT</u>	80
<u>Structure of the Merger</u>	80
<u>Treatment of Metavante Stock Awards</u>	80
<u>Closing and Effective Time of the Merger</u>	81
<u>Distribution of FIS Shares</u>	81
<u>Representations and Warranties</u>	82
<u>Covenants and Agreements</u>	84
<u>Agreement Not to Solicit Other Offers</u>	86
<u>Expenses and Fees</u>	88
<u>Conditions to Complete the Merger</u>	88
<u>Amendment and Waiver of the Merger Agreement</u>	89
<u>Termination of the Merger Agreement</u>	90
<u>Termination Fee</u>	90
<u>Employee Benefit Matters</u>	91
<u>Indemnification and Insurance</u>	92
<u>Agreements with an Entity Affiliated with Warburg Pincus LLC</u>	92
<u>ACCOUNTING TREATMENT</u>	94
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u>	94
<u>COMPARISON OF RIGHTS OF FIS AND METAVANTE SHAREHOLDERS</u>	97
<u>COMPARATIVE MARKET PRICES AND DIVIDENDS</u>	112



**Table of Contents**

<u>Terms of the Investments</u>	113
<u>Interests of Certain Persons in the Investments</u>	113
<u>Representations, Warranties, Covenants and Agreements</u>	113
<u>Other Agreements</u>	114
<u>Fees and Expenses</u>	115
<u>Conditions to Complete the Investments</u>	115
<u>Termination of the Investment Agreement</u>	116
<u>LEGAL MATTERS</u>	116
<u>EXPERTS</u>	116
<u>SHAREHOLDER PROPOSALS</u>	117
<u>OTHER MATTERS</u>	117
<u>COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES</u>	117
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	117
<u>EX-23.2 CONSENT OF KPMG LLP</u>	
<u>EX-23.3 CONSENT OF DELOITTE &amp; TOUCHE LLP</u>	
<u>EX-99.8</u>	

**APPENDICES**

**APPENDIX A**

Agreement and Plan of Merger, dated as of March 31, 2009, by and among Fidelity National Information Services, Inc., Cars Holdings, LLC and Metavante Technologies, Inc. A-1

**APPENDIX B**

Investment Agreement, dated as of March 31, 2009, by and between Fidelity National Information Services, Inc. and the Investors B-1

**APPENDIX C**

Opinion of Goldman, Sachs & Co. C-1

**APPENDIX D**

Opinion of Banc of America Securities LLC D-1

**APPENDIX E**

Opinion of Barclays Capital Inc. E-1

**Table of Contents**

**QUESTIONS AND ANSWERS**

*The following are some questions that you, as a shareholder of FIS or Metavante, may have regarding the shareholders' meetings and the answers to those questions. FIS and Metavante urge you to read the remainder of this document carefully because the information in this section does not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference into, this document.*

**Q: Why am I receiving this document?**

A: You are receiving this document because you were a shareholder of record of FIS or Metavante on the record date for the applicable FIS or Metavante special meeting. FIS and Metavante have agreed to the acquisition of Metavante by FIS under the terms of a merger agreement that is described in this document. A copy of the merger agreement is attached to this document as Appendix A. In order to complete the merger, FIS shareholders and Metavante shareholders must vote to approve the following proposals:

FIS shareholders must approve the issuance of shares of FIS common stock in the merger.

Metavante shareholders must approve and adopt the merger agreement and the transactions it contemplates.

FIS and Metavante will hold separate shareholders' meetings to obtain these approvals. FIS shareholders will also consider and vote on proposals to issue shares of FIS common stock to be purchased by the equity capital investors as more fully described below under FIS Proposals 2 and 3: The Investments. A copy of the investment agreement is attached to this document as Appendix B.

This document contains important information about the merger, the equity capital investment and the meetings of the respective shareholders of FIS and Metavante, and you should read it carefully. The enclosed proxy card and instructions allow you to vote your shares without attending your respective shareholders' meeting in person.

Your vote is important. We encourage you to vote as soon as possible.

**The FIS board of directors unanimously recommends that the FIS shareholders vote FOR the proposal to issue shares of FIS common stock in the merger and FOR the proposals to issue shares of FIS common stock to the equity capital investors.**

**The Metavante board of directors unanimously recommends that the Metavante shareholders vote FOR the proposal to approve and adopt the merger agreement and the transactions it contemplates.**

**Q: When and where will the shareholders' meetings be held?**

A: The FIS special meeting will be held at [ ] on [ ], 2009 at [ ], local time.

The Metavante special meeting will be held at [ ], on [ ], 2009 at [ ], local time.

**Q: How do I vote?**

A:

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If you are a shareholder of record of FIS as of the record date for the FIS special meeting or a shareholder of record of Metavante as of the record date for the Metavante special meeting, you may vote in person by attending your shareholders meeting or, to ensure your shares are represented at the meeting, you may vote by:

accessing the Internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

signing and returning the enclosed proxy card in the postage-paid envelope provided.

**Table of Contents**

If you hold FIS shares or Metavante shares in the name of a bank or broker, please see the discussion below.

**Q: If my shares are held in street name by my broker, will my broker vote my shares for me?**

A: If you hold your shares in a stock brokerage account or if your shares are held by a bank or nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your bank or broker. Please note that you may not vote shares held in street name by returning a proxy card directly to FIS or Metavante or by voting in person at your shareholders meeting unless you provide a legal proxy, which you must obtain from your bank or broker. Further, brokers who hold shares of FIS or Metavante common stock on behalf of their customers may not give a proxy to FIS or Metavante to vote those shares on the Metavante merger proposal or the FIS share issuance proposals unless they have received voting instructions from their customers.

If you are a Metavante shareholder that holds shares in street name and you do not instruct your broker on how to vote your shares, your broker may not vote your shares, which will have the same effect as a vote against the proposal to approve and adopt the merger agreement and the transactions it contemplates.

**Q: What will happen if I fail to vote or I abstain from voting?**

A: If you are a FIS shareholder and fail to vote, or abstain, it will count against obtaining a quorum for the proposal to approve the issuance of shares of FIS common stock in the merger and the proposals to issue shares of FIS common stock to the equity capital investors, which requires that the total votes cast represent a majority of the votes entitled to be cast on the proposal. If a quorum is present, the failure to vote or abstention will not count as a vote against the proposal to approve the issuance of shares of FIS common stock in the merger or the proposals to issue shares of FIS common stock to the equity capital investors.

If you are a Metavante shareholder and fail to vote, or abstain, it will have the same effect as a vote against the proposal to approve and adopt the merger agreement and the transactions it contemplates.

**Q: What will happen if I return my proxy card without indicating how to vote?**

A: If you return your signed proxy card without indicating how to vote on any particular proposal, the FIS or Metavante common stock represented by your proxy will be voted in accordance with management's recommendation on that proposal.

**Q: Can I change my vote after I have returned a proxy or voting instruction card?**

A: Yes. You can change your vote at any time before your proxy is voted at your respective shareholders meeting. You can do this in one of three ways:

you can send a signed notice of revocation;

you can grant a new, valid proxy by proxy card, Internet or telephone, with a later date; or

if you are a holder of record, you can attend your shareholders meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.



If you choose either of the first two methods, you must submit your notice of revocation or your new signed proxy to the Corporate Secretary of FIS or Metavante, as appropriate, to be received no later than the beginning of the applicable shareholders meeting. If your shares are held in street name by your bank or broker, you should contact your broker to change your vote.

**Q: What do I need to do now?**

A: Carefully read and consider the information contained in and incorporated by reference into this document, including its appendices.

In order for your shares to be represented at your shareholders meeting:

you can attend your shareholders meeting in person;

**Table of Contents**

you can vote through the Internet or by telephone by following the instructions included on your proxy card; or

you can indicate on the enclosed proxy card how you would like to vote and return the signed proxy card in the accompanying pre-addressed postage paid envelope.

**Q: Do I have dissenter s rights or appraisal rights?**

A: No. Under Georgia law, holders of FIS common stock are not entitled to appraisal rights in connection with the share issuance proposal. Under Wisconsin law, the holders of Metavante common stock are not entitled to appraisal rights in connection with the merger.

**Q: Is the merger expected to be taxable to Metavante shareholders or to FIS and/or Metavante?**

A: Generally, no. The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the United States Internal Revenue Code of 1986, as amended, which we refer to as the Code, and holders of Metavante common stock generally are not expected to recognize any gain or loss for United States federal income tax purposes on the exchange of shares of Metavante common stock for shares of FIS common stock in the merger, except with respect to cash received instead of fractional shares of FIS common stock. In addition, none of FIS, Metavante or Merger Sub will recognize any gain or loss for United States federal income tax purposes as a result of the merger. You should read Material United States Federal Income Tax Consequences of the Merger beginning on page [ ] for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. **We urge you to consult your tax advisor to determine the tax consequences of the merger to you.**

**Q: Should I send in my Metavante stock certificates now?**

A: No. Metavante shareholders should not send in any stock certificates now. After the merger is completed, FIS exchange agent will send former Metavante shareholders a letter of transmittal explaining what they must do to exchange their Metavante stock certificates for the merger consideration payable to them. The shares of FIS common stock that Metavante shareholders receive in the merger will be issued in book-entry form.

If you are a FIS shareholder, you are not required to take any action with respect to your FIS stock certificates.

**Q: Who can help answer my questions?**

A: FIS or Metavante shareholders who have questions about the merger or the other matters to be voted on at the shareholders meetings or who desire additional copies of this document or additional proxy cards should contact:

Georgeson  
199 Water Street, 26th Floor  
New York, NY 10038  
Banks and brokers call (212) 440-9800  
FIS shareholders call toll-free (800) 891-3214  
Metavante shareholders call toll-free (866) 257-5565

**Table of Contents**

**SUMMARY**

*This summary highlights information contained elsewhere in this document. It may not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer in order to fully understand the merger and the related transactions. See *Where You Can Find More Information* on page [ ]. Each item in this summary refers to the page of this document on which that subject is discussed in more detail.*

**The Merger (See page [ ])**

A copy of the merger agreement is attached as Appendix A to this document. FIS and Metavante encourage you to read the entire merger agreement carefully because it is the principal document governing the merger.

**Structure of the Merger (See page [ ])**

Subject to the terms and conditions of the merger agreement and in accordance with Wisconsin law and Delaware law, at the effective time of the merger, Metavante will be merged with and into Cars Holdings, LLC, a direct, wholly owned subsidiary of FIS formed for the purposes of the merger (referred to in this document as Merger Sub), with Merger Sub surviving the merger and remaining a wholly owned subsidiary of FIS. The effect of the merger will be that Metavante will be acquired by FIS and shares of Metavante common stock will no longer be publicly traded.

**Consideration to be Received in the Merger (See page [ ])**

Upon completion of the merger, each share of Metavante common stock outstanding immediately prior to completion of the merger will automatically be converted into the right to receive 1.35 shares of FIS common stock. The 1.35 exchange ratio is fixed and will not be adjusted based on changes following the date of the merger agreement in the market value of the common stock of Metavante or FIS or based on other changes. Because of this, the implied dollar value of the consideration to Metavante shareholders will fluctuate with changes in the market price of a share of FIS common stock. Based on the closing price of FIS common stock on the New York Stock Exchange on March 31, 2009, the last trading day before public announcement of the merger, the 1.35 exchange ratio represented \$24.57 in value for each share of Metavante common stock. Based on the closing price of FIS common stock on the New York Stock Exchange on [ ], 2009, the latest practicable date before the date of this document, the exchange ratio represented \$[ ] in value for each share of Metavante common stock. FIS will not issue any fractional shares of FIS common stock in the merger. Holders of Metavante common stock who would otherwise be entitled to a fractional share of FIS common stock will instead receive an amount in cash calculated by multiplying the fraction of a share by the average closing sale prices of FIS common stock on the New York Stock Exchange for the five full trading days preceding (but not including) the effective date of the merger. Shares of FIS common stock outstanding before the merger is completed will remain outstanding and will not be exchanged, converted or otherwise changed in the merger.

**Treatment of Metavante Stock Awards (See page [ ])**

The merger agreement specifies how equity compensation awards issued by Metavante prior to completion of the merger will be treated in the merger. Upon completion of the merger:

each outstanding option issued by Metavante to acquire Metavante common stock will be converted into an option to purchase a number of shares of FIS common stock equal to the number of shares of Metavante

common stock underlying such option immediately prior to the merger multiplied by the exchange ratio, with an exercise price that equals the exercise price of such option immediately prior to the merger divided by the exchange ratio;

## **Table of Contents**

each restricted share of Metavante common stock will be converted into a number of restricted shares of FIS common stock equal to the number of shares of Metavante common stock underlying such restricted share multiplied by the exchange ratio;

each performance share denominated in shares of Metavante common stock will be converted into a number of restricted shares of FIS common stock equal to the number of shares of Metavante common stock underlying such performance share, at target, as of immediately prior to the merger multiplied by a fraction, the numerator of which is the number of whole calendar months remaining in the performance period and the denominator of which is the total number of calendar months in the performance period, multiplied by the exchange ratio, and a cash amount based upon the portion of the performance period that has been completed; and

each stock unit denominated in shares of Metavante common stock will be converted into a number of shares of FIS common stock equal to the number of shares of Metavante common stock underlying such unit immediately prior to the merger multiplied by the exchange ratio.

FIS has generally agreed to assume at completion of the merger Metavante's obligations with respect to the Metavante stock options, restricted shares, performance shares and stock units that are converted into FIS stock options and restricted shares as described above in accordance with the terms of the plans and agreements under which they have been granted.

## **Material United States Federal Income Tax Consequences of the Merger (See page [ ])**

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code, and it is a condition to the parties' respective obligations to complete the merger that each of FIS and Metavante receive a tax opinion to that effect. Accordingly, if you are a holder of Metavante common stock, the merger generally will be tax-free to you for United States federal income tax purposes as to the shares of FIS common stock that you receive in exchange for your shares of Metavante common stock in the merger, except for any gain or loss that may result from the receipt of cash instead of fractional shares of FIS common stock that you would otherwise be entitled to receive. In addition, none of FIS, Metavante or Merger Sub will recognize any gain or loss for United States federal income tax purposes as a result of the merger.

*The United States federal income tax consequences described above may not apply to all holders of Metavante common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.*

## **Opinions of Financial Advisors**

### ***FIS (See page [ ])***

*Goldman Sachs.* Goldman, Sachs & Co. delivered its opinion to the FIS board of directors that, as of the date of the written fairness opinion, and based upon and subject to the factors and assumptions set forth therein, the exchange ratio of 1.350 shares of FIS common stock to be issued in exchange for each share of Metavante common stock pursuant to the merger agreement was fair from a financial point of view to FIS. The full text of the written opinion of Goldman Sachs, dated March 31, 2009, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Appendix C. Goldman Sachs provided its opinion for the information and assistance of the FIS board of directors in connection with its consideration of the merger. The Goldman Sachs opinion is not a recommendation as to how any holder of shares of FIS common stock should vote with respect to the merger or any other matter.

*Banc of America Securities.* In connection with the merger, Banc of America Securities LLC, FIS financial advisor, delivered to the FIS board of directors a written opinion, dated March 31, 2009, as to the fairness, from a financial point of view and as of the date of the opinion, of the exchange ratio of 1.350 shares of FIS common stock to be issued in exchange for each share of Metavante common stock as provided for in the merger. The full text of the written opinion, dated March 31, 2009, of Banc of America Securities, which

**Table of Contents**

describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Appendix D to this document and is incorporated by reference herein in its entirety. Banc of America Securities provided its opinion to the FIS board of directors for the benefit and use of FIS board of directors in connection with its evaluation of the merger. Banc of America Securities opinion addresses only the fairness to FIS of the exchange ratio of 1.350 shares of FIS common stock to be issued in exchange for each share of Metavante common stock pursuant to the merger agreement from a financial point of view and does not constitute a recommendation to any shareholder as to how to vote or act in connection with the proposed merger.

***Metavante (See page [ ])***

On March 31, 2009, Barclays Capital Inc., or Barclays Capital, provided its opinion to Metavante's board of directors that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, from a financial point of view, the exchange ratio to be offered to the shareholders of Metavante in the merger was fair to such shareholders.

The full text of Barclays Capital's written opinion, dated as of March 31, 2009, which sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations upon the review undertaken by Barclays Capital in rendering its opinion, is attached to this document as Appendix E. Holders of shares of Metavante common stock are encouraged to read the opinion carefully in its entirety. Barclays Capital provided its opinion for the use and benefit of Metavante's board of directors in connection with its consideration of the merger. Barclays Capital's opinion addresses only the fairness, from a financial point of view, of the exchange ratio to be offered to the shareholders of Metavante in the merger and does not constitute a recommendation to any shareholder of Metavante as to how such shareholder should vote with respect to the proposed transaction or any other matter.

**Interests of Certain Persons in the Merger (See page [ ])**

Metavante's executive officers and directors have interests in the merger as indi