

FIFTH THIRD BANCORP
Form 4
December 14, 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)
12/12/2012

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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/12/2012		M ⁽²⁾⁽³⁾		5,679,034	A	2	5,679,034	I	By FTFS Partners, LLC ⁽⁴⁾
Class A Common Stock	12/12/2012		M ⁽²⁾⁽³⁾		8,020,966	A	2	8,020,966	I	By Fifth Third Bank ⁽⁵⁾
Class A Common Stock	12/12/2012		S ⁽²⁾⁽³⁾		5,679,034	D	\$ 19.3965	0	I	By FTFS Partners, LLC ⁽⁴⁾
Class A Common Stock	12/12/2012		S ⁽²⁾⁽³⁾		8,020,966	D	\$ 19.3965	0	I	By Fifth Third Bank ⁽⁵⁾

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Class B Common Stock ⁽¹⁾	12/12/2012	D ⁽²⁾⁽³⁾	5,679,034	D	\$ 0	0	I	By FTFS Partners, LLC ⁽⁴⁾
Class B Common Stock ⁽¹⁾	12/12/2012	D ⁽²⁾⁽³⁾	8,020,966	D	\$ 0	70,219,136	I	By Fifth Third Bank ⁽⁵⁾

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

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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 Number Shares
Class B Units of Vantiv Holding, LLC	<u>(6)</u>	12/12/2012		M ⁽²⁾⁽³⁾	5,679,034	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	5,679,034
Class B Units of Vantiv Holding, LLC	<u>(6)</u>	12/12/2012		M ⁽²⁾⁽³⁾	8,020,966	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	8,020,966

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

12/14/2012

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 FTPS 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)

On December 12, 2012, Fifth Third Bank and FTPS Partners, LLC completed the sale of an aggregate 13,700,000 shares of Class A Common Stock of Vantiv, Inc. as part of a registered secondary offering. In connection with the offering, Fifth Third Bank sold 8,020,966 shares of Class A common stock, and FTPS Partners, LLC sold 5,679,034 shares of Class A common stock. All of the shares of Class A common stock sold by Fifth Third Bank and FTPS Partners, LLC were issued to Fifth Third Bank and FTPS Partners, LLC, respectively, in exchange for 8,020,966 and 5,679,034 Class B Units of Vantiv Holding, LLC, respectively, pursuant to the terms of the exchange right described in note 5. Simultaneously with the exchange, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. held by Fifth Third Bank and FTPS Partners, LLC, respectively, automatically were cancelled.

(2)

Immediately following completion of the secondary offering, Fifth Third Bank held 70,219,136 Class B Units of Vantiv Holding, LLC and 70,219,136 shares of Class B Common Stock of Vantiv, Inc., and FTPS Partners, LLC no longer held a beneficial interest in Vantiv, Inc. and Vantiv Holding, LLC.

(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.

(5)

The Fifth Third Investors have the right, following the expiration of the 90-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.

(6)

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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