

Edgar Filing: Fidelity National Information Services, Inc. - Form 8-K

Fidelity National Information Services, Inc.  
Form 8-K  
December 20, 2017

United States  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported):  
December 19, 2017

Fidelity National Information Services, Inc.  
(Exact name of Registrant as Specified in its Charter)

1-16427  
(Commission File Number)

Georgia 37-1490331  
(State or Other Jurisdiction of Incorporation or Organization) (IRS Employer Identification Number)  
601 Riverside Avenue  
Jacksonville, Florida 32204  
(Addresses of Principal Executive Offices)

(904) 438-6000  
(Registrant's Telephone Number, Including Area Code)  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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Item 8.01 Other Events.

Woody Woodall, chief financial officer of FIS, has established a stock trading plan in accordance with the requirements specified in Rule 10b5-1(c) of the Securities Exchange Act of 1934, as amended (a "Rule 10b5-1 Trading Plan") to sell a portion of his common shares of the company in an orderly manner. The transactions may take place from time-to-time in 2018, subject to certain 10b5-1 plan criteria, including certain minimum price levels. Under the Rule 10b5-1 Trading Plan, 174,389 stock options held by Mr. Woodall may be exercised and the underlying shares of FIS stock immediately sold.

The Rule 10b5-1 Trading Plan is designed to facilitate the orderly exercise of employee stock options as part of personal financial planning, including the avoidance of option expirations or lapses, with the goal of minimizing market impact and avoiding any concerns about the timing of the transactions.

Rule 10b5-1 permits corporate officers, directors and others to adopt written, pre-arranged stock trading plans when they are not in possession of material, non-public information. Using these plans, insiders may gradually diversify their investment portfolios and spread stock trades over a period of time regardless of any material, non-public information they may receive after adopting their plans. In accordance with 10b5-1 rules, Mr. Woodall will have no discretion over sales under the Rule 10b5-1 Trading Plan.

All transactions under the Rule 10b5-1 Trading Plan will be disclosed through Form 144 and Form 4 filings with the Securities and Exchange Commission as required by applicable securities laws. After the completion of all transactions contemplated by this Rule 10b5-1 Trading Plan, Mr. Woodall is and will continue to be in compliance with FIS' formal stock ownership guidelines for executive officers.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Fidelity National Information Services,  
Inc.

Date: December 20, 2017 By: /s/ Marc M. Mayo

Name: Marc M. Mayo

Title: Executive Vice President and  
Chief Legal Officer