

Fidelity National Information Services, Inc.
Form DEFA14A
April 19, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FIDELITY NATIONAL INFORMATION SERVICES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 29, 2013.**

Meeting Information

**FIDELITY NATIONAL INFORMATION
SERVICES, INC.**

Meeting Type: Annual Meeting
For holders as of: April 1, 2013
Date: May 29, 2013 **Time:** 10:00 a.m., EDT
Location: Peninsular Auditorium
601 Riverside Avenue
Jacksonville, FL 32204

You are receiving this communication because you hold shares in the company named above.

FIDELITY NATIONAL INFORMATION SERVICES, INC.

601 RIVERSIDE AVENUE

JACKSONVILLE, FL 32204

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

**The Board of Directors recommends you vote
FOR the following proposals:**

1. Election of Directors

Nominees:

- 1a. Stephan A. James
 - 1b. Frank R. Martire
 - 1c. Gary A. Norcross
 - 1d. James B. Stallings, Jr.
2. Advisory vote on Fidelity National Information Services, Inc. executive compensation.
 3. To approve the amendment and restatement of the FIS 2008 Omnibus Incentive Plan.
 4. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2013 fiscal year.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

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the risks associated with each of Barrick and Newmont's brand, reputation and trust environmental risks safety and technology risks the ability to realise the anticipated benefits of the proposed transaction or implementing the business plan for Barrick following such transaction, should it occur, including as a result of a delay in its completion or difficulty in integrating the businesses of the companies involved; risks relating to the ultimate outcome of any possible transaction between Barrick and Newmont, including the possibilities that Newmont will reject a transaction with Barrick or that Barrick will not pursue a transaction with Newmont, the risk that the conditions to completion of the transaction will not be satisfied; the risk that any shareholder approval of the transaction will not be obtained from the relevant shareholders; the risk that required regulatory approvals necessary to complete the transaction will not be obtained, or that conditions will be imposed in connection with such approvals that will increase the costs associated with the transaction or have other negative implications for Barrick following the transaction; the risk that litigation relating to the transaction may be commenced which may prevent, delay or give rise to significant costs or liabilities on the part of Barrick and/or Newmont; the risk that the focus of management's time and attention on the transaction may detract from other aspects of the respective businesses of Barrick and Newmont; the risk that a material decrease in the trading price of Barrick common shares may occur; the risk that Barrick may not be able to retain key employees of Newmont following the transaction; the risk that the benefits from the potential transaction (including estimated synergies and savings, years of profitable production in Nevada, premium values and value creation for Newmont and Barrick shareholders and financial benefits from the potential transaction) may not be achieved or, if achieved, will not be achieved on the scale anticipated; changes in or enforcement of national and local government legislation, taxation, controls or regulations and/or changes in the administration of laws, policies and practices, expropriation or nationalization of property and political or economic developments in Canada, the United States and other jurisdictions in which Barrick and Newmont carry on business or in which Barrick may carry on business in the future; lack of certainty with respect to foreign legal systems, corruption and other factors that are inconsistent with the rule of law legal or regulatory developments and changes the outcome of any litigation, arbitration or other dispute proceeding the impact of any acquisitions or similar transactions competition and market risks the impact of foreign exchange rates pricing pressures the possibility that future exploration results will not be consistent with expectations; risks that exploration data may be incomplete and considerable additional work may be required to complete further evaluation, including but not limited to drilling, engineering and socioeconomic studies and investment; risk of loss

due to acts of war, terrorism, sabotage and civil disturbances; contests over title to properties, particularly title to undeveloped properties, or over access to water, power and other required infrastructure; and business continuity and crisis management. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors.

Neither Barrick nor any of its associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this press release will actually occur. You are cautioned not to place undue reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations, Barrick is not under any obligation, and Barrick expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Technical Information

The technical and scientific information contained in this press release in respect of Barrick has been reviewed and approved for release by Rodney Quick, mineral resource management and evaluation executive of Barrick and Rick Sims, Registered Member SME, Vice President, Reserves and Resources of Barrick, each a “Qualified Person” as defined by National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

Third Party Data

Certain comparisons of Barrick, Newmont and their industry peers are based on data obtained from Wood Mackenzie. Wood Mackenzie is an independent third party research and consultancy firm that provides data for, among others, the metals and mining industry. Wood Mackenzie does not have any affiliation to Barrick.

Other than in respect of its own mines, Barrick does not have the ability to verify the data or information obtained from Wood Mackenzie and the non-GAAP financial performance measures used by Wood Mackenzie may not correspond to the non-GAAP financial performance measures calculated by Barrick, Newmont or their respective industry peers. For more information on these non-GAAP financial performance measures see Endnote 2.

Endnotes

1. Barrick synergies are projected over a twenty year period, assuming analyst consensus commodity prices and a 5% discount rate. Comparison of expected synergies from Barrick/Newmont transaction to quoted synergies from Newmont/Goldcorp transaction represents annual average pre-tax synergies for first five full years (2020 – 2024).

2. A Tier One gold asset is a mine with a stated mine life in excess of 10 years with annual production of at least five hundred thousand ounces of gold and total cash cost per ounce within the bottom half of Wood Mackenzie's cost curve tools (excluding state-owned and privately owned mines). Total cash cost per ounce is based on data from Wood Mackenzie as of August 31, 2018, except in respect of Barrick's mines where Barrick relied on its internal data which is more current and reliable. The Wood Mackenzie calculation of total cash cost per ounce may not be identical to the manner in which Barrick calculates comparable measures. Total cash cost per ounce is a non-GAAP financial performance measure with no standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers. Total cash cost per ounce should not be considered by investors as an alternative to cost of sales or to other IFRS measures. Barrick believes that total cash cost per ounce is a useful indicator for investors and management of a mining company's performance as it provides an indication of a company's profitability and efficiency, the trends in cash costs as the company's operations mature, and a benchmark of performance to allow for comparison against other companies.

3. Based on consensus NAV. NAV per Newmont share accretion is defined as (A) Barrick's current NAV, plus Newmont's current NAV, plus the NPV of after-tax synergies, less the \$650 million break fee agreed to by Newmont's board of directors, divided by pro forma fully-diluted shares outstanding, and adjusted for the exchange ratio, divided by (B) Newmont's current NAV, divided by Newmont's current fully-diluted shares outstanding. Pro forma fully-diluted shares outstanding was derived by adding Barrick's current fully-diluted common shares outstanding and the additional common shares to be issued by Barrick to Newmont shareholders pursuant to the proposed transaction. "NAV" or "net asset value" is intended to provide additional information only and is a non-GAAP financial performance measure with no standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers. NAV is based on research analyst consensus estimates and the NPV of after-tax synergies is based on Barrick's internal modelling of synergies. The calculation of pro forma NAV reflects the payment of the break-fee in respect of the Newmont/Goldcorp transaction (without regard to any potential adjustments from resulting tax savings) but excludes one-time transaction-related expenses for both Barrick/Newmont and Newmont/Goldcorp. Barrick uses NAV because it believes that this non-GAAP measure is a metric commonly used across the industry to compare the relative value of the asset portfolios of mining companies.

4. Targeted annual dividends represents management's current expectations and are "forward-looking statements". See cautionary statement above regarding forward-looking statements. Dividends for the last three quarters of 2019 have not yet been approved or declared by Barrick's Board of Directors. Investors are cautioned that such statements with respect to future dividends are non-binding. The declaration and payment of future dividends remain at the

discretion of the Board of Directors and will be determined based on Barrick's financial results, balance sheet strength, cash and liquidity requirements, future prospects, gold and commodity prices, and other factors deemed relevant by the Board of Directors. The Board of Directors reserves all powers related to the declaration and payment of dividends. Consequently, in determining the dividend to be declared and paid on the common shares of Barrick, the Board of Directors may revise or terminate the payment level at any time without prior notice. As a result, investors should not place undue reliance on such statements.

- The potential pro forma adjusted EBITDA figure of \$7.0 billion referenced in the attached letter was derived by adding (i) the adjusted EBITDA reported by Barrick in its Q4 2018 Report issued on February 13, 2019, (ii) the operating profit reported by Randgold Resources Limited in its Q4 2018 Report issued on February 13, 2019 (adjusted to exclude depreciation and amortization) and (iii) the adjusted EBITDA reported by Newmont in its press release dated February 21, 2019 reporting its full year and fourth quarter 2018 results, and making certain adjustments to give effect to the anticipated synergies of a potential transaction. “Adjusted EBITDA” is a non-GAAP financial performance measure with no standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers. Barrick uses adjusted EBITDA because it believes that this non-GAAP financial performance measure is an important indicator of recurring operations, as it excludes items that may not be indicative of, or are unrelated to, their core operating results, and provides a measure of profitability. For more detail on Barrick’s use of adjusted EBITDA, see pages 19, 74 and 75 of the MD&A accompanying Barrick’s audited financial statements for the year ended December 31, 2018.
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6. The potential pro forma reserves and resources figures of 141 million ounces and 275 million ounces, respectively, referenced in the attached letter are stated on an attributable basis and were derived by adding (i) the reserves and resources reported by Barrick in its Q4 2018 Report issued on February 13, 2019, (ii) the reserves and resources reported by Barrick in Randgold’s Q4 Report issued on February 13, 2019 and (iii) the reserves and resources reported by Newmont in its press release dated February 21, 2019 reporting its 2018 Reserves and Resources and its annual report on Form 10-K for the fiscal year ended December 31, 2018. Pro forma resources are inclusive of reserves but exclusive of inferred resources of 53 million ounces. Barrick reported proven reserves of 344.6 million tonnes grading 2.15 g/t, representing 23.9 million ounces of gold; probable reserves of 900.2 million tonnes grading 1.33 g/t, representing 38.4 million ounces of gold; measured resources of 405.3 million tonnes grading 0.93 g/t, representing 12.2 million ounces of gold; indicated resources of 1,568.1 million tonnes grading 1.52 g/t, representing 76.7 million ounces of gold; inferred resources of 852.9 million tonnes grading 1.22 g/t, representing 33.5 million ounces of gold. Randgold reported proven reserves of 29.7 million tonnes grading 3.4 g/t, representing 3.2 million ounces of gold; probable reserves of 69.1 million tonnes grading 4.3 g/t, representing 9.6 million ounces of gold; measured resources of 39.6 million tonnes grading 3.7 g/t, representing 4.7 million ounces of gold; indicated resources of 115.6 million tonnes grading 3.8 g/t, representing 14.1 million ounces of gold; inferred resources of 45.7 million tonnes grading 2.8 g/t, representing 4.2 million ounces of gold. Newmont reported proven reserves of 563.0 million tonnes grading 1.18 g/t, representing 21.3 million ounces of gold; probable reserves of 1.2 billion tonnes grading 1.19 g/t, representing 44.1 million ounces of gold; measured resources of 302.8 million tonnes grading 0.60 g/t, representing 5.9 million ounces of gold; indicated resources of 1.5 billion tonnes grading 0.71 g/t, representing 33.5 million ounces of gold; inferred resources of 480.5 million tonnes grading 1.01 g/t, representing 15.6 million ounces of gold. Barrick and Newmont reported resources are exclusive of reserves; Randgold reported resources are inclusive of reserves. The pro forma reserves and resources are provided for illustrative purposes only. Barrick, Randgold and Newmont calculate such figures based on different standards and assumptions, and accordingly such figures may not be directly comparable and the potential pro forma reserves and resources may be subject to adjustments due to such differing standards and assumptions. In particular, Barrick mineral reserves and resources have been prepared according to Canadian Institute of Mining, Metallurgy and Petroleum 2014 Definition Standards for Mineral Resources and Mineral Reserves as incorporated by National Instrument 43-101 – Standards of Disclosure for Mineral Projects, which differ from the requirements of U.S. securities laws. Randgold reports its reserve and resources in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves standards and guidelines published and maintained by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists and Minerals Council of Australia (the JORC (2012) Code). Barrick has reconciled the Randgold reserves and resources to National Instrument 43-101 and there are no material differences. Newmont’s reported reserves are prepared in compliance with Industry Guide 7 published by the SEC, however, the SEC does not recognize the terms “resources” and “measured and indicated resources”. According to its public disclosure, Newmont has determined that its reported “resources” would be substantively the same as those prepared using

Guidelines established by the Society of Mining, Metallurgy and Exploration (SME) and that its reported measured and indicated resources (combined) are equivalent to “Mineralized Material” disclosed in its annual report on Form 10-K.