

Neary James
Form 4
October 05, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Neary James

2. Issuer Name and Ticker or Trading Symbol
Fidelity National Information Services, Inc. [FIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WARBURG PINCUS LLC, 450 LEXINGTON AVENUE

10/01/2009

(Street)

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

NEW YORK, NY 10017

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 ⁽¹⁾ | 10/01/2009 | | A | 40,208,769 | A ⁽²⁾ 40,208,769 | I ⁽¹⁾ | See footnote ⁽¹⁾ |
| Common Stock, par value \$0.01 | 10/01/2009 | | A | 6,381 | A ⁽³⁾ 6,381 | D | |

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

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(9-02)

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 (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) | 8. Price or Derivative Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Director Stock Option (Right to Buy) | \$ 17.19 | 10/01/2009 | | A | 9,990 (4) | (5) | (5) | Common Stock | 9,990 (4) |
| Director Stock Option (Right to Buy) | \$ 10.4 | 10/01/2009 | | A | 8,235 (6) | (7) | (7) | Common Stock | 8,235 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Neary James C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | | | |

Signatures

/s/ Scott A. Arenare, as Attorney-in-Fact
10/05/2009

**Signature of Reporting Person

Date

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).

(1) See Exhibit 99 - Explanation of Responses.

(2) These shares were acquired on October 1, 2009 (the "Effective Date") in connection with the consummation of the merger (the "Merger") of Metavante Technologies, Inc. ("Metavante") with and into Cars Holdings, LLC ("Merger Sub"), a wholly owned subsidiary of Fidelity National Information Services, Inc. ("FIS"), pursuant to the Agreement and Plan of Merger, dated as of March 31, 2009, by and among FIS, Merger Sub and Metavante, in exchange for 29,784,274 shares of Metavante common stock.

(3) These shares were acquired in the Merger on the Effective Date in exchange for 4,727 shares of Metavante common stock.

(4) This option was received in the Merger on the Effective Date in exchange for an option to acquire 7,400 shares of Metavante common stock for \$23.20.

(5) This option provides for vesting in four equal annual installments beginning February 25, 2009 and expires February 25, 2018, but provides for vesting upon any termination of service on the board of directors within two years after a change in control of Metavante, which change of control occurred on October 1, 2009, and expires three years after any such termination.

(6) This option was received in the Merger on the Effective Date in exchange for an option to acquire 6,100 shares of Metavante common stock for \$14.03.

(7) This option provides for vesting in four equal annual installments beginning November 21, 2009 and expires November 21, 2018, but provides for vesting upon any termination of service on the board of directors within two years after a change in control of Metavante, which change of control occurred on October 1, 2009, and expires three years after any such termination.

Remarks:

* Power of Attorney given by Mr. Neary was previously filed with the Securities and Exchange Commission on October 2, 2009 as an exhibit to a Form 4 filed by Mr. Neary with respect to Metavante.

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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