

Fidelity National Information Services, Inc.

Form S-4/A

July 09, 2009

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As filed with the Securities and Exchange Commission on July 9, 2009

Registration No. 333-158960

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

**Amendment No. 2  
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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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 JULY 9, 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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**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 10:00 a.m., local time, at Peninsular Auditorium, 601 Riverside Avenue, Jacksonville, Florida 32204, 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 June 29, 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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**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 8:00 a.m., local time, at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 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 June 29, 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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**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: Shareholder 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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**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 Peninsular Auditorium, 601 Riverside Avenue, Jacksonville, Florida 32204 on [ ], 2009 at 10:00 a.m., local time.

The Metavante special meeting will be held at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, on [ ], 2009 at 8:00 a.m., local time.

**Q: How do I vote if I am a shareholder of record?**

A: 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.

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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: How do I vote shares held in the FIS 401(k) Profit Sharing Plan?**

A: If participants in the FIS 401(k) Profit Sharing Plan (the FIS 401(k) Plan) have shares of common stock of FIS allocated to their accounts under the FIS 401(k) Plan as of June 29, 2009, the proxy card will constitute voting instructions to the trustee for the FIS 401(k) Plan for the voting of those shares. The trustee will tabulate the votes received from all participants received by the deadline and will determine the ratio of votes for and against each item, and the trustee will then vote all shares held in the 401(k) Plan in accordance with these ratios.

**Q: How do I vote shares held in the FIS Employee Stock Purchase Plan?**

A: If participants in the FIS Employee Stock Purchase Plan (the ESPP) have shares of common stock of FIS allocated to their accounts under the ESPP as of June 29, 2009, the proxy card will constitute voting instructions to the trustee for the ESPP for the voting of those shares. The trustee will vote only those shares that are properly voted by ESPP participants; if a participant does not submit voting instructions regarding the participant's ESPP shares, they will not be voted.

**Q: How do I vote shares held in the Metavante Retirement Program?**

A: If participants in the Metavante Retirement Program have shares of Metavante common stock allocated to their accounts as of June 29, 2009, the proxy card will constitute voting instructions to the trustee of the Metavante Retirement Program for the voting of those shares. If voting instructions are not received for shares held in the plan, the trustee will vote those shares in the same proportion as shares of Metavante common stock in the plan for which voting instructions have been received are voted.

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

A: If you are a FIS shareholder of record 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 of record 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.

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**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;

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.**

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**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

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**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;

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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 (or an amount in cash in respect thereof for cash-settled stock units) 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



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the merger. The full text of the written opinion, dated March 31, 2009, of Banc of America Securities, which 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 individuals that are different from, or in addition to, the interests of Metavante's shareholders generally. The Metavante board of directors was aware of these interests and considered them, among other matters, in approving and adopting the merger agreement and the transactions it contemplates. Messrs. David Coulter, James Neary and Adarsh Sarma, who are currently members of the Metavante board of directors, are also managing directors of Warburg Pincus LLC. As discussed below under the caption "The Merger Agreement Agreements with an Entity Affiliated with Warburg Pincus LLC, WPM, which is affiliated with Warburg Pincus LLC, has entered into certain agreements with FIS, Merger Sub and Metavante in connection with the execution of the merger agreement. Stock options, restricted stock, performance shares and stock units in respect of Metavante stock will generally be assumed by FIS and converted into awards denominated in FIS common stock, as adjusted for the exchange ratio in the merger. Certain executive officers have change of control agreements with Metavante that provide them with severance and other benefits in connection with a qualifying termination of employment following a change of control such as the merger. Mr. Frank R. Martire, the current Chairman and Chief Executive Officer of Metavante, and Mr. Michael D. Hayford, the current President and Chief Operating Officer of Metavante, have each entered into an employment agreement and relocation letter agreement with FIS in connection with the entry into the merger agreement. Each employment agreement and relocation letter agreement is effective upon, and subject to, the closing of the merger and will amend, restate and supersede the executive's existing employment and change of control agreement with Metavante. Upon completion of the merger, Mr. Martire will become one of the nine members of the board of directors of FIS. See FIS Proposal 1 and Metavante Proposal 1: The Merger Board of Directors and Management of FIS following Completion of the Merger. Metavante's executive officers and directors also have rights to indemnification and directors' and officers' liability insurance that will survive completion of the merger.



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**Board of Directors of FIS Following Completion of the Merger (See page [ ])**

Upon completion of the merger, the board of directors of FIS will consist of nine members comprised of:

Mr. William P. Foley, the current chairman of the board of FIS, Mr. Lee Kennedy, the current President and Chief Executive Officer of FIS, plus four current non-employee directors of FIS designated by FIS (which will include the THL designee in the event the THL investment is completed);

Mr. Frank R. Martire, the current Chairman and Chief Executive Officer of Metavante, plus one current non-employee director of Metavante designated by Metavante; and

one individual designated by WPM.

**Regulatory Approvals Required for the Merger (See page [ ])**

We have agreed to use our reasonable best efforts to obtain all regulatory approvals required to complete the transactions contemplated by the merger agreement. These approvals include the termination or expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations promulgated thereunder, collectively referred to in this document as the HSR Act. FIS and Metavante have completed, or will complete, the filing of applications and notifications to obtain the required regulatory approvals. On April 17, 2009, FIS and Metavante each filed its notification and report form under the HSR Act with the Antitrust Division of the United States Department of Justice, referred to in this document as the Antitrust Division, and the United States Federal Trade Commission, referred to in this document as the FTC. On May 18, 2009, FIS, with the concurrence of Metavante, voluntarily withdrew its notification and report form. FIS refiled the required notification and report form on May 20, 2009, at which time a new initial 30-day waiting period commenced. On June 19, 2009, the Antitrust Division issued a request for additional information and documentary material in connection with the proposed merger, thereby extending the statutory waiting period until 30 days after FIS and Metavante substantially comply with the request, unless the waiting period is either terminated earlier by the Antitrust Division or further extended with the consent of FIS and Metavante. FIS and Metavante are working closely with the Antitrust Division, cooperating fully with its investigation, and seeking to respond promptly to its request for additional information.

Although we do not know of any reason why we cannot obtain these regulatory approvals in a timely manner, we cannot be certain when or if we will obtain them.

**Conditions That Must Be Satisfied or Waived for the Merger to Occur (See page [ ])**

We currently expect to complete the merger in the fourth quarter of 2009. However, as more fully described in this document and in the merger agreement, whether or when the merger will be completed depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others:

obtaining the approval of the issuance of FIS common stock in the merger from the FIS shareholders and the approval of the merger agreement and the transactions it contemplates from the Metavante shareholders;

the approval of FIS common stock to be issued in the merger for listing on the New York Stock Exchange;

obtaining required governmental and regulatory approvals;

the absence of any legal prohibition on consummation of the merger;

that none of the required governmental and regulatory approvals results in the imposition of conditions that would reasonably be expected to have a material adverse effect (measured on a scale relative to Metavante) on either party or the surviving company of the merger;

the receipt of tax opinions in form and substance reasonably satisfactory to FIS and Metavante regarding the impact of the merger on the tax treatment of Metavante's spin-off of Marshall & Ilsley

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Corporation, or M&I, on November 1, 2007 and FIS spin-off of Lender Processing Services, Inc., or LPS, on July 2, 2008;

the accuracy of the representations and warranties of the parties to the merger agreement (subject to the materiality standards set forth in the merger agreement);

material performance of all the covenants of the parties to the merger agreement; and

the receipt of customary tax opinions as to the United States federal income tax treatment of the merger.

Several of the conditions to the obligations of the parties to close are beyond our control and we cannot be certain when, or if, the conditions to the merger will be satisfied or waived. The obligations of FIS or Metavante to proceed with the merger are not conditioned upon the completion of either of the investments.

**Termination of the Merger Agreement (See page [ ])**

We may agree to terminate the merger agreement without completing the merger, even after shareholder approval, as long as the termination is approved by each of our boards of directors.

In addition, the merger agreement may be terminated by either party in the following circumstances:

if any of the required governmental and regulatory approvals are denied (and the denial is final and nonappealable);

if a governmental entity has issued a final and nonappealable order permanently enjoining or prohibiting the merger;

if the merger has not been completed on or before December 31, 2009, unless the failure to complete the merger by that date is due to a breach of the merger agreement by the party seeking to terminate the agreement;

if there is a breach by the other party that would cause the closing conditions described above not to be satisfied, unless the breach is capable of being, and is, cured within 30 days of notice of the breach;

if the other party fails to recommend the approval of the transaction to its shareholders, modifies its recommendation in a manner adverse to the other party or recommends (or fails to recommend against) an alternative transaction;

if the other party fails to substantially comply with its obligations relating to obtaining its shareholder vote or relating to not soliciting alternative transactions;

if either requisite shareholder approval is not obtained; or

to enter into a definitive agreement with respect to a superior proposal, if prior to obtaining its requisite shareholder approval, a party (1) receives a superior proposal from a third party that was not obtained in violation of such party's obligation to refrain from soliciting alternative transactions, (2) notifies the other party of its intention to terminate the merger agreement and negotiates in good faith with the other party (to the extent the other party desires to negotiate) during a five day period to revise the terms of the merger agreement so that the other proposal ceases to be a superior proposal and (3) pays the termination fee.

**Expenses and Termination Fees (See pages [ ] and [ ])**

Generally, all fees and expenses incurred in connection with the merger agreement and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses, subject to the specific exceptions discussed in this document. Upon termination of the merger agreement under specified circumstances, FIS or Metavante may be required to pay the other party a termination fee of \$175 million. See The Merger Agreement Termination Fee beginning on page [ ] for a complete discussion of the circumstances under which a party may be required to pay a termination fee.

**Table of Contents****The Rights of Metavante Shareholders Will Be Governed by Georgia Law and by the FIS Governing Documents after the Merger (See page [ ])**

The rights of Metavante shareholders will change as a result of the merger due to differences in FIS and Metavante's governing documents and due to the fact that the companies are incorporated in different states (Metavante in Wisconsin and FIS in Georgia). Metavante shareholders will become FIS shareholders and their legal rights as shareholders will, following completion of the merger, be governed by Georgia law, the FIS amended and restated articles of incorporation and the FIS amended and restated bylaws. This document contains a description of the material differences in shareholder rights beginning on page [ ].

**No Appraisal Rights (See page [ ])**

Under Georgia law, holders of FIS common stock are not entitled to appraisal rights in connection with the share issuances. Under Wisconsin law, the holders of Metavante common stock are not entitled to appraisal rights in connection with the merger.

**Comparative Market Prices and Share Information (See page [ ])**

FIS common stock is quoted on the New York Stock Exchange under the symbol FIS. Metavante common stock is quoted on the New York Stock Exchange under the symbol MV. The following table shows the closing sale prices of FIS common stock and Metavante common stock as reported on the New York Stock Exchange on March 31, 2009, the last trading day before we announced the merger, and on [ ], 2009, the last practicable trading day before the distribution of this document. This table also shows the implied value of the merger consideration proposed for each share of Metavante common stock, which we calculated by multiplying the closing price of FIS common stock on those dates by 1.35, the exchange ratio.

	<b>FIS Common Stock</b>	<b>Metavante Common Stock</b>	<b>Implied Value of One Share of Metavante Common Stock</b>
At March 31, 2009	\$ 18.20	\$ 19.96	\$ 24.57
At [ ], 2009	\$	\$	\$

*The market price of FIS common stock and Metavante common stock will fluctuate prior to the special meetings and before the merger is completed, which will affect the implied value of the merger consideration to Metavante shareholders. You should obtain current market quotations for the shares.*

**Agreements with an Entity Affiliated with Warburg Pincus LLC (See page [ ])**

In connection with the merger agreement, on March 31, 2009, WPM entered into a support agreement with FIS, Merger Sub and Metavante under which, subject to the terms and conditions thereof, WPM has agreed to vote all of the shares of Metavante common stock it holds in favor of the merger and against any proposal relating to alternative business combination transactions involving Metavante. As of the date of this document, WPM holds in the aggregate approximately 25% of the outstanding shares of Metavante common stock. In connection with the merger and based

upon certain existing rights of WPM in respect of its investment in Metavante, WPM and FIS also entered into a shareholders agreement and a stock purchase right agreement. Subject to the terms and conditions set forth in the shareholders agreement, following completion of the merger, WPM will be entitled to nominate and have appointed one director to the board of directors of FIS and will be subject to certain limitations on its ability to transfer its shares of FIS common stock until 180 days after the closing date of the merger. The stock purchase right agreement, which is similar to an agreement WPM currently has with Metavante, provides WPM after the merger with the right to purchase from FIS shares of FIS common stock in accordance with formulas set forth in the stock purchase right agreement if employee stock options that were outstanding immediately prior to Metavante's spin-off of M&I and which will be assumed by FIS in connection with the merger are exercised following the merger. The stock purchase right agreement with FIS would supersede WPM's similar existing agreement with Metavante if and when the merger is consummated. In connection with these transactions, Metavante has agreed to reimburse WPM's reasonable out-of-pocket expenses incurred by WPM and its affiliates in connection with the negotiation and completion of the transactions contemplated by these agreements. The reimbursement of such expenses is subject to a cap of \$1.2 million in the aggregate.



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### **Litigation Related to the Merger (See page [ ])**

Certain litigation is pending in connection with the merger. See FIS Proposal 1 and Metavante Proposal 1: The Merger Litigation Related to the Merger beginning on page [ ].

### **ShareGift USA's Charitable Donation Program**

Arrangements have been made to enable Metavante shareholders to donate some or all of the merger consideration to be received by them upon consummation of the merger to ShareGift USA.

ShareGift USA is a nonprofit charity recognized as exempt from tax by the Internal Revenue Service under Section 501(c)(3) of the Code that will distribute the merger consideration donated by Metavante shareholders (or the proceeds from the sale of any donated merger consideration) to a variety of recognized U.S. charities. ShareGift USA will aggregate all donations from Metavante shareholders and distribute them to charitable institutions.

If you are a Metavante shareholder and a U.S. taxable investor, you may be eligible for a tax deduction should you choose to participate in ShareGift USA's program. Please consult your tax advisor accordingly.

For additional information on the ShareGift USA charitable donation program, see ShareGift USA's Charitable Donation Program beginning on page [ ].

### **The Investments and the Investment Agreement**

In connection with entering into the merger agreement, FIS has entered into an investment agreement providing for an equity capital investment in shares of FIS common stock by the equity capital investors. The FIS board of directors determined that the investments are in the best interests of FIS and its shareholders after considering, among other factors, the capital structure of FIS following the completion of the proposed merger and the proposed investments, and the fact that Metavante's lenders viewed the additional equity capital to be received in the proposed investments as having a favorable impact on the combined company's capital structure in the context of the discussions with Metavante's lenders and seeking such lenders' consents regarding modifications to the terms of Metavante's existing debt in connection with the proposed merger. See FIS Proposal 1 and Metavante Proposal 1: The Merger FIS Reasons for the Merger and the Investments; Recommendation of the FIS Board of Directors beginning on page [ ]. Under the investment agreement, immediately after the merger, (a) THL will purchase 12,861,736 shares of FIS common stock for an aggregate purchase price of approximately \$200 million and (b) FNF will purchase 3,215,434 shares of FIS common stock for an aggregate purchase price of approximately \$50 million. The price per share of FIS common stock under each of the THL and FNF investments is \$15.55. The price per share was determined through arms-length negotiations with the equity capital investors and was approved by the FIS board of directors on the basis of the factors described under FIS Proposal 1 and Metavante Proposal 1: The Merger FIS Reasons for the Merger and the Investments; Recommendation of the FIS Board of Directors beginning on page [ ].

The consummation of the investments is subject to the satisfaction or waiver of certain conditions, including, among others, approval by FIS shareholders of the issuance of shares of FIS common stock to each of THL and FNF, the receipt of required governmental approvals and expiration of applicable waiting periods, the accuracy of the representations and warranties of the other party (subject to a material adverse effect standard), material compliance by the other party with its obligations under the investment agreement, and the consummation of the merger. While the obligations of FIS and the equity capital investors to proceed with the investment are conditioned upon the occurrence of the merger between FIS and Metavante, the obligations of FIS or Metavante to proceed with the merger are not conditioned upon the completion of either of the investments.

Following the completion of the investments, pursuant to the terms of the investment agreement and contingent upon THL maintaining specified ownership levels in FIS common stock, THL will have the right to designate one member to the FIS board of directors. The investment agreement also provides that neither THL nor FNF may transfer the shares purchased in the investments, subject to limited exceptions, for 180 days after

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the completion of the investments, and after such time provides THL and FNF with certain rights to have the offering of their shares of FIS common stock registered with the Securities and Exchange Commission.

In consideration for entering into the investment agreement, FIS has agreed to pay each of THL and FNF a transaction fee equal to 3% of their respective investments at the completion of the investments.

A copy of the investment agreement is attached as Appendix B to this document. We encourage you to read the entire agreement carefully.

### **Interests of Certain Persons in the Investments (see page [ ])**

Certain of FIS executive officers and directors have interests in the transactions contemplated by the investment agreement as a result of the existing relationships between each of THL and FNF with FIS.

## **The Shareholder Meetings**

### **The FIS Special Meeting (See page [ ])**

The FIS special meeting will be held at Peninsular Auditorium, 601 Riverside Avenue, Jacksonville, Florida 32204, on [ ], 2009 at 10:00 a.m., local time. At the FIS special meeting, FIS shareholders will be asked to:

approve the issuance of FIS common stock to Metavante shareholders in the merger, as contemplated by the merger agreement;

approve the issuance of FIS common stock in connection with the investment by THL, as contemplated by the investment agreement;

approve the issuance of FIS common stock in connection with the investment by FNF, as contemplated by the investment agreement; and

consider and vote upon 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 June 29, 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. As of the record date, there were 191,334,818 shares of FIS common stock entitled to vote at the FIS special meeting.

Each share of FIS common stock outstanding on the record date entitles the holder to one vote on each matter to be voted upon by shareholders at the special meeting. The proposal to approve the issuance of shares of common stock in the merger and the proposals to issue shares of FIS common stock to the equity capital investors each requires the affirmative vote of a majority of all votes cast by the holders of common stock at the meeting. A FIS shareholder's failure to vote, a broker non-vote or an abstention will count against obtaining a quorum for those proposals, which requires that the total votes cast represent a majority of the votes entitled to be cast on such proposal. If a quorum is present, a FIS shareholder's failure to vote, a broker non-vote or an 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.

As of the FIS record date, directors and executive officers of FIS and their affiliates had the right to vote 3,119,831 shares of FIS common stock, or approximately 1.6% of the outstanding FIS common stock entitled to be voted at the FIS special meeting.

The FIS board of directors believes that the merger is in the best interests of FIS and its shareholders and has unanimously approved and adopted the merger agreement and the transactions it contemplates. The FIS board of directors also believe that the equity capital investments are in the best interests of FIS and its shareholders and has unanimously approved and adopted the investment agreement and the transactions it contemplates. For the factors considered by the FIS board of directors in reaching its decision to approve the merger agreement and the investment agreement and the transactions each agreement contemplates, see FIS

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Proposal 1 and Metavante Proposal 1: The Merger FIS Reasons for the Merger and the Investments; Recommendation of the FIS Board of Directors. **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 Special Meeting (See page [ ])**

The Metavante special meeting will be held at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, on [ ], 2009 at 8:00 a.m., local time. At the Metavante special meeting, Metavante shareholders will be asked to:

consider and vote upon the approval and adoption of the merger agreement and the transactions it contemplates; and

consider and vote upon 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 June 29, 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. As of the record date, there were 120,260,336 shares of Metavante common stock outstanding and entitled to vote at the Metavante special meeting.

Each share of Metavante common stock outstanding on the record date entitles the holder to one vote on each matter to be voted upon by shareholders at the 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. Because the affirmative vote of a majority of all the votes entitled to be cast by the holders of Metavante common stock is needed for us to proceed with the merger, the failure to vote by proxy or in person will have the same effect as a vote against the merger. Abstentions also will have the same effect as a vote against the merger.

As of the Metavante record date, directors and executive officers of Metavante and their affiliates had the right to vote 598,309 shares of Metavante common stock, or approximately 0.5% of the outstanding Metavante common stock entitled to vote at the Metavante special meeting.

WPM has entered into an agreement with FIS, Merger Sub and Metavante whereby, 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.

The Metavante board of directors believes that the merger is in the best interests of Metavante and its shareholders and has unanimously approved and adopted the merger agreement and the transactions it contemplates. For the factors considered by the Metavante board of directors in reaching its decision to approve the merger agreement and the transactions it contemplates, see FIS Proposal 1 and Metavante Proposal 1: The Merger Metavante s Reasons for the Merger; Recommendation of the Metavante Board of Directors. **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 Companies**

**Fidelity National Information Services, Inc. (See page [ ])**

FIS is a leading provider of technology solutions, processing services and information-based services to the financial services industry. FIS offers a diversified service mix and benefits from the opportunity to cross-sell multiple services across its broad customer base. FIS is a member of the Standard and Poor's 500 Index. As of December 31, 2008, FIS had over 14,000 customers in over 90 countries spanning all segments of the

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financial services industry. These customers include 40 of the top 50 world banks, including nine of the top 10, as ranked by Bankalmanac.com as of April 30, 2008, as well as mid-tier and community banks, credit unions, commercial lenders, automotive financial institutions, retailers and international customers. The company is located on the web at *www.fidelityinfoservices.com*. The principal executive offices of FIS are located at 601 Riverside Avenue, Jacksonville, Florida 32204, and its telephone number is (904) 854-5000.

Additional information about FIS and its subsidiaries is included in documents incorporated by reference in this document. See *Where You Can Find More Information* on page [ ].

**Metavante Technologies, Inc. (See page [ ])**

Metavante's wholly owned operating subsidiary, Metavante Corporation, delivers banking and payments technologies to approximately 8,000 financial services firms and businesses worldwide. Metavante products and services drive account processing for deposit, loan and trust systems, image-based and conventional check processing, electronic funds transfer, consumer healthcare payments, electronic presentment and payment transactions, outsourcing, and payment network solutions including the NYCE<sup>®</sup> Payment Network, an ATM/PIN debit network. Metavante began operations in 1964 as a wholly owned subsidiary of M&I providing community and regional banks with dependable, outsourced account processing services with a high level of client service. Since then, Metavante has become a provider of innovative, high quality products and services to the financial services, commercial, and health care insurance industries. With over 50 locations, Metavante recorded approximately \$1.7 billion in revenue for the year ended December 31, 2008. The company is located on the web at *www.metavante.com*. The principal executive offices of Metavante are located at 4900 West Brown Deer Road, Milwaukee, Wisconsin 53223, and its telephone number is (414) 357-2290.

Additional information about Metavante and its subsidiaries is included in documents incorporated by reference in this document. See *Where You Can Find More Information* on page [ ].

**Cars Holdings, LLC (See page [ ])**

Cars Holdings, LLC, also referred to as Merger Sub, is a newly formed Delaware limited liability company and a direct, wholly owned subsidiary of FIS. The company was formed solely for the purpose of effecting the proposed merger with Metavante and has not carried on any activities other than in connection with the proposed merger. Merger Sub's address is 601 Riverside Avenue, Jacksonville, Florida 32204, and its telephone number is (904) 854-5000.

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF FIS**

Set forth below are highlights from FIS consolidated financial data as of and for the years ended December 31, 2004 through 2008 and the three-month periods ended March 31, 2009 and March 31, 2008. On February 1, 2006, FIS completed the merger of FIS and Certegy Inc. For accounting and financial reporting purposes, the merger with Certegy was treated as a reverse acquisition of Certegy by FIS and purchase accounting was applied to the acquired assets and liabilities of Certegy pursuant to generally accepted accounting principles. Accordingly, FIS historical financial information for periods prior to the merger with Certegy is the historical financial information of FIS. On July 2, 2008, FIS completed the spin-off of its former lender processing services segment into a separate publicly traded company, Lender Processing Services, Inc., or LPS. For accounting purposes the results of LPS are presented as discontinued operations. Accordingly, all prior periods have been restated to present the results of FIS on a stand alone basis and include the results of LPS up to July 1, 2008 as discontinued operations. You should read this information in conjunction with FIS consolidated financial statements and related notes included in FIS Annual Report on Form 10-K, as amended by the Annual Report on Form 10-K/A, for the year ended December 31, 2008 and FIS Quarterly Report on Form 10-Q for the three-month period ended March 31, 2009, which are incorporated by reference in this document and from which this information is derived. See [Where You Can Find More Information](#) on page [ ].

	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>2009(1)(2)</b>	<b>2008(1)(2)</b>	<b>2008(1)(2)</b>	<b>2007(1)(2)</b>	<b>2006(2)</b>	<b>2005</b>	<b>2004</b>
	<b>(In millions, except per share data)</b>						
Statement of Earnings Data:							
Processing and services revenues	\$ 797.8	\$ 830.3	\$ 3,446.0	\$ 2,921.0	\$ 2,416.5	\$ 1,258.8	\$ 981.8
Cost of revenues	594.3	648.7	2,636.9	2,265.8	1,872.2	939.0	733.1
Gross profit	203.5	181.6	809.1	655.2	544.3	319.8	248.7
Selling, general and administrative expenses	99.0	111.1	389.4	302.9	279.8	179.9	186.3
Research and development costs	22.6	19.3	84.8	70.4	70.9	85.7	40.3
Operating income	81.9	51.2	334.9	281.9	193.6	54.2	22.1
Other income (expense)	(30.0)	(37.2)	(155.7)	102.1	(188.4)	(127.3)	19.3
Earnings from continuing operations before income taxes and equity in earnings (loss) of	51.9	14.0	179.2	384.0	5.2	(73.1)	41.4



unconsolidated entities								
Provision for income taxes	17.9	3.3	57.6	136.2	(2.9)	(32.9)	12.7	
Equity in earnings (loss) of unconsolidated entities			(0.2)	2.8	5.8	5.0	(3.3)	
Earnings (loss) from continuing operations, net of tax	34.0	10.7	121.4	250.6	13.9	(35.2)	25.4	
Earnings (loss) from discontinued operations, net of tax	(1.3)	59.6	98.1	311.5	244.2	239.2	168.7	
Net earnings	32.7	70.3	219.5	562.1	258.1	204.0	194.1	
Net (earnings) loss attributable to noncontrolling interest	0.3	0.2	(4.7)	(0.9)	1.0	(7.4)	(4.7)	
Net earnings attributable to FIS	\$ 33.0	\$ 70.5	\$ 214.8	\$ 561.2	\$ 259.1	\$ 196.6	\$ 189.4	

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	<b>Three Months Ended</b>			<b>Year Ended December 31,</b>			
	<b>2009(1)(2)</b>	<b>2008(1)(2)</b>	<b>2008(1)(2)</b>	<b>2007(1)(2)</b>	<b>2006(2)</b>	<b>2005</b>	<b>2004</b>
	<b>(In millions, except per share data)</b>						
Net earnings (loss) per share basic from continuing operations attributable to FIS common stockholders(3)	\$ 0.18	\$ 0.06	\$ 0.61	\$ 1.30	\$ 0.08	\$ (0.33)	\$ 0.17
Net earnings (loss) per share basic from discontinued operations attributable to FIS common stockholders(3)	(0.01)	0.30	0.51	1.61	1.31	1.86	1.31
Net earnings per share basic attributable to FIS common stockholders(3)	\$ 0.17	\$ 0.36	\$ 1.12	\$ 2.91	\$ 1.39	\$ 1.54	\$ 1.48
Weighted average shares outstanding basic	190.0	194.5	191.6	193.1	185.9	127.9	127.9
Net earnings (loss) per share diluted from continuing operations attributable to FIS common stockholders(3)	\$ 0.18	\$ 0.06	\$ 0.61	\$ 1.28	\$ 0.08	\$ (0.33)	\$ 0.17
Net earnings (loss) per share diluted from discontinued operations attributable to FIS common stockholders(3)	(0.01)	0.30	0.50	1.58	1.29	1.86	1.31
Net earnings per share diluted attributable to FIS common stockholders(3)	\$ 0.17	\$ 0.36	\$ 1.11	\$ 2.86	\$ 1.37	\$ 1.53	\$ 1.48
Weighted average shares outstanding diluted	191.6	196.5	193.5	196.5	189.2	128.4	127.9
Amounts attributable to FIS common stockholders:							
Net earnings (loss) from continuing operations, net of tax	\$ 34.3	\$ 10.9	\$ 116.7	\$ 249.7	\$ 14.9	\$ (42.6)	\$ 20.7
Earnings (loss) from discontinued operations, net	(1.3)	59.6	98.1	311.5	244.2	239.2	168.7

of tax

Net earnings	\$	33.0	\$	70.5	\$	214.8	\$	561.2	\$	259.1	\$	196.6	\$	189.4
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- (1) eFunds Corporation's results of operations are included in earnings from September 12, 2007, the eFunds acquisition date.
- (2) Certegy's results of operations are included in earnings from February 1, 2006, the date of the merger with Certegy.
- (3) Net earnings per share attributable to FIS common stockholders are calculated, for all periods prior to 2006, using the shares outstanding following FIS formation as a holding company, adjusted as converted by the exchange ratio of 0.6396 FIS shares for each share of Old FIS common stock in the Certegy merger.

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	As of March 31,		As of December 31,				2004
	2009(1)	2008	2008(1)	2007	2006	2005(2)	
<b>(In millions, except per share data)</b>							
Balance Sheet Data:							
Cash and cash equivalents	\$ 272.0	\$ 328.0	\$ 220.9	\$ 355.3	\$ 211.8	\$ 133.2	\$ 190.9
Goodwill	4,190.1	5,338.7	4,194.0	5,326.8	3,737.5	1,787.7	1,757.8
Other intangible assets	893.1	986.1	924.3	1,030.6	1,010.0	508.8	629.2
Total assets	7,416.4	9,832.2	7,500.4	9,794.6	7,630.6	4,189.0	4,002.9
Total long-term debt	2,460.5	4,179.3	2,514.5	4,275.4	3,009.5	2,564.1	431.2
Total FIS stockholders equity	3,560.3	3,839.8	3,532.8	3,781.2	3,142.7	694.6	2,754.8
Noncontrolling interest	163.6	11.2	164.2	14.2	13.0	13.1	13.6
Total equity	3,723.9	3,851.0	3,697.0	3,795.4	3,155.7	707.7	2,768.4
Cash dividends declared per share	\$ 0.05	\$ 0.05	\$ 0.20	\$ 0.20	\$ 0.20	\$	\$

(1) FIS LPS business was spun-off as of July 2, 2008.

(2) On March 8, 2005, FIS paid a dividend to Fidelity National Financial, Inc., its former parent, of \$2.7 billion as part of a recapitalization transaction.

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF METAVANTE**

The following table of selected financial data presents Metavante and its consolidated subsidiaries as of and for the years ended December 31, 2008 and 2007 and the three-month periods ended March 31, 2009 and 2008, and Metavante Corporation and its consolidated subsidiaries as of and for the years ended December 31, 2006, 2005, and 2004. Metavante Corporation was a wholly owned subsidiary of M&I until the completion of Metavante's spin-off of M&I on November 1, 2007. You should read this information in conjunction with Metavante's consolidated financial statements and related notes included in Metavante's Annual Report on Form 10-K, as amended by the Annual Report on Form 10-K/A, for the year ended December 31, 2008 and Metavante's Quarterly Report on Form 10-Q for the three-month period ended March 31, 2009, which are incorporated by reference in this document and from which this information is derived. See "Where You Can Find More Information" on page [ ]

	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>2009</b>	<b>2008</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>
	<b>(In millions, except per share data)</b>						
<b>Results of operations information:</b>							
Total revenue	\$ 426.9	\$ 424.6	\$ 1,707.3	\$ 1,598.1	\$ 1,504.2	\$ 1,285.0	\$ 1,015.4
Income from operations(1)	89.5	85.2	337.6	152.9	272.0	228.5	146.5
Income before income taxes and noncontrolling interest(1)	63.2	57.2	230.7	120.0	240.5	192.9	125.8
Provision for income taxes	23.5	22.5	83.3	70.6	80.4	73.3	49.0
Net income(1)	40.3	35.0	147.4	49.5	160.1	119.5	76.8
Net earnings per share(2):							
Basic	\$ 0.34	\$ 0.29	\$ 1.24	\$ 0.42			
Diluted	\$ 0.34	\$ 0.29	\$ 1.23	\$ 0.41			
Weighted average shares, basic	119.4	119.0	119.1	118.9			
Weighted average shares, diluted	119.8	119.9	119.9	119.9			
<b>Financial condition information (at period end):</b>							
Current assets	\$ 908.8	\$ 1,061.1	\$ 1,099.0	\$ 1,013.5	\$ 940.6	\$ 905.5	\$ 816.7
Total assets	2,959.8	3,223.7	3,157.0	3,100.0	3,015.3	2,857.8	2,413.6
Current liabilities	601.7	917.5	825.1	856.5	571.1	647.2	659.6
Long-term debt	1,715.0	1,732.5	1,719.4	1,737.0	982.0	982.4	1,024.3
Shareholders' equity(3)	423.1	322.0	361.0	299.4	1,262.1	1,035.7	576.1
<b>Other information:</b>							
	\$ 51.4	\$ 121.0	\$ 302.5	\$ 345.4	\$ 292.4	\$ 250.3	\$ 211.2

Cash flow from operating activities							
Capital expenditures	31.5	37.0	137.5	143.4	109.4	112.0	87.5
Depreciation	9.2	9.8	38.7	40.5	40.9	40.4	35.7
Amortization	28.5	29.8	116.1	114.9	103.6	98.7	94.9

- (1) 2007 includes non-cash impairment charges of goodwill and other long-lived assets and non-recurring charges associated with the separation from M&I.
- (2) Weighted average shares for 2007 was calculated from November 2, 2007 through December 31, 2007, which represents the actual number of days that shares of Metavante's common stock were publicly traded. Net earnings per share were not calculated for 2006, 2005, and 2004 because Metavante was a wholly owned subsidiary of M&I.
- (3) Effective January 1, 2009, Metavante adopted SFAS No. 160, *Non-controlling Interests in Consolidated Financial Statements – an amendment of ARB No. 51*. Due to the immateriality of adoption, the retrospective adjustment has not been made to Shareholders' equity for the periods presented above. The impact of the adoption for December 31, 2008 and 2007 would be to increase Shareholders' equity \$15.4 million and \$14.1 million, respectively.

**Table of Contents****SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The unaudited pro forma condensed combined statement of earnings combines the historical consolidated statements of earnings of FIS and Metavante, giving effect to the merger and the equity capital investments, as if they had occurred on January 1, 2008. The unaudited pro forma condensed combined balance sheet combines the historical consolidated balance sheets of FIS and Metavante, giving effect to the merger and the equity capital investments as if they had occurred on March 31, 2009. The historical consolidated financial information has been adjusted in the unaudited pro forma condensed financial statements to give effect to pro forma events that are (1) directly attributable to the merger, (2) factually supportable, and (3) with respect to the statement of earnings, expected to have a continuing impact on the combined results. The unaudited selected pro forma combined financial information has been derived from and should be read in conjunction with the consolidated financial statements and the related notes of both FIS and Metavante, which are incorporated in this document by reference and more detailed unaudited pro forma condensed combined financial information, including the notes thereto, appearing elsewhere in this document. See [Where You Can Find More Information](#) on page [ ] and [Unaudited Pro Forma Condensed Combined Financial Information](#) on page [ ].

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined companies had the companies actually been combined at the beginning of each period presented, nor the impact of possible business model changes. The unaudited pro forma condensed combined financial information also does not consider any potential impacts of current market conditions on revenues, expense efficiencies, asset dispositions, and share repurchases, among other factors. In addition, as explained in more detail in the accompanying notes to the unaudited pro forma condensed combined financial information, the preliminary allocation of the pro forma purchase price reflected in the unaudited pro forma condensed combined financial information is subject to adjustment and may vary significantly from the actual purchase price allocation that will be recorded upon completion of the merger.

	<b>For The Three-Month Period Ended March 31, 2009</b>	<b>For The Year Ended December 31, 2008</b>
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**(In millions, except per share data)**

**Unaudited Pro Forma Condensed Combined Statement of Earnings Data:**

Processing and services revenues	\$ 1,206.4	\$ 5,072.1
Cost of revenues	\$ 891.5	\$ 3,805.4
Operating Income	\$ 144.4	\$ 517.3
Net earnings from continuing operations attributable to FIS/Metavante	\$ 59.6	\$ 159.9
Net earnings per share – basic from continuing operations attributable to FIS/Metavante	\$ 0.16	\$ 0.43
Net earnings per share – diluted from continuing operations attributable to FIS/Metavante	\$ 0.16	\$ 0.42
Weighted average shares outstanding – basic	368.2	368.6
Weighted average shares outstanding – diluted	381.1	377.1

**As of  
March 31,  
2009  
(In millions)**

Cash and cash equivalents	\$	434.8
Total current assets	\$	1,933.1
Working capital	\$	591.8
Total assets	\$	13,076.6
Long-term debt, excluding current portion	\$	3,731.2
Total FIS/Metavante stockholders equity	\$	6,897.4



**Table of Contents****COMPARATIVE PER SHARE DATA**

The following table sets forth for FIS common stock and Metavante common stock certain historical, pro forma and pro forma-equivalent per share financial information. The pro forma and pro forma-equivalent per share information give effect to the merger and equity capital investments as if they had occurred on the dates presented, in the case of the book value data, and as if it had occurred on January 1, 2008, in the case of the net income and dividends paid data. The unaudited pro forma data in the tables assume that the merger is accounted for using the acquisition method of accounting and represents a current estimate based on available information of the combined company's results of operations. The pro forma financial adjustments record the assets and liabilities of Metavante at their estimated fair values and are subject to adjustment as additional information becomes available and as additional analyses are performed. See **Unaudited Pro Forma Condensed Combined Financial Information** on page [ ]. The information in the following table is based on, and should be read together with, the historical financial information that we have presented in the prior filings of FIS and Metavante with the SEC. See **Where You Can Find More Information** on page [ ].

We anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses and revenue enhancement opportunities. The unaudited pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of possible business model changes as a result of current market conditions which may impact revenues, expense efficiencies, asset dispositions, share repurchases and other factors. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during these periods nor is it indicative of the results of operations in future periods or the future financial position of the combined company. The Comparative Per Share Data Table for the year ended December 31, 2008 and the three months ended March 31, 2009 combines the historical income per share data of FIS and subsidiaries and Metavante and subsidiaries giving effect to the transactions as if the merger, using the acquisition method of accounting, and the equity capital investments had become effective on January 1, 2008. The pro forma adjustments are based upon available information and certain assumptions that FIS management believes are reasonable. Upon completion of the merger, the operating results of Metavante will be reflected in the consolidated financial statements of FIS on a prospective basis.

	<b>FIS Historical</b>	<b>Metavante Historical</b>	<b>Pro Forma Combined</b>	<b>Equivalent Pro Forma Amount per share of Metavante(1)</b>
<b>As of and for the Year Ended December 31, 2008:</b>				
Basic net income per share of common stock from continuing operations	\$ 0.61	\$ 1.24	\$ 0.43	\$ 0.59
Diluted net income per share of common stock from continuing operations	\$ 0.61	\$ 1.23	\$ 0.42	\$ 0.57
Book value per share of common stock	\$ 18.51	\$ 3.01	\$ 18.56	\$ 25.06

Cash dividends declared per share of common stock	\$ 0.20	\$	\$ 0.20	\$ 0.27
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**As of and for the Three-Month Period Ended  
March 31, 2009:**

Basic net income per share of common stock from continuing operations	\$ 0.18	\$ 0.34	\$ 0.16	\$ 0.22
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Diluted net income per share of common stock from continuing operations	\$ 0.18	\$ 0.34	\$ 0.16	\$ 0.22
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Book value per share of common stock	\$ 18.62	\$ 3.40	\$ 18.73	\$ 25.29
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Cash dividends declared per share of common stock	\$ 0.05	\$	\$ 0.05	\$ 0.07
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(1) Reflects Metavante shares at the exchange ratio of 1.35

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**RISK FACTORS**

*In addition to the other information included in and incorporated by reference into this document, including the risk factors and other information set forth in the Annual Report on Form 10-K of FIS for the fiscal year ended December 31, 2008, filed with the SEC on February 27, 2009 (as amended on March 10, 2009), and in the Annual Report on Form 10-K of Metavante for the fiscal year ended December 31, 2008, filed with the SEC on February 20, 2009 (as amended on April 30, 2009), and the matters addressed in Cautionary Statement Regarding Forward-Looking Statements, you should carefully consider the following risk factors before deciding whether to vote for the approval and adoption of the merger agreement and the transactions it contemplates, in the case of Metavante shareholders, or for the issuances of shares of FIS common stock, in the case of FIS shareholders. For further discussion of these and other risk factors, please see FIS and Metavante's periodic reports and other documents incorporated by reference into this document. See Where You Can Find More Information, beginning on page [ ].*

***Because the exchange ratio is fixed and will not be adjusted, and the market price of shares of FIS common stock will fluctuate, Metavante and FIS shareholders cannot be sure of the market value of the shares of FIS common stock at the time they are issued in the merger.***

The exchange ratio in the merger is fixed and will not be adjusted to reflect any increase or decrease in the price of FIS common stock or Metavante common stock. If the price of FIS common stock has declined from currently prevailing levels as of the date the merger is completed, the market value of the FIS shares received by Metavante shareholders upon completion of the merger will decline commensurately relative to the value on the date of this document. The market price of a share of FIS common stock on the date of the completion of the merger is likely to be different, and may be lower, than it was on the date of this document or on the date of the FIS and Metavante shareholder meetings.

Stock price changes may result from a variety of factors (many of which may not be within FIS or Metavante's control), including;

general market and economic conditions;

changes in the businesses, operations and prospects of FIS or Metavante;

investor behavior and strategies, including assessments as to whether and when the merger will be completed; and

governmental, litigation and/or regulatory developments or considerations.

Shareholders of FIS and Metavante are urged to obtain current market quotations for FIS and Metavante common stock.

***We may fail to realize the anticipated cost savings and other financial benefits of the merger on the anticipated schedule, if at all.***

To achieve planned financial benefits of the merger, FIS will need to successfully integrate Metavante's operations into its own in a timely and efficient manner and will need to execute transitional matters successfully, including integrating new members of FIS management and the retention of key Metavante personnel. Currently, each company operates as an independent public company. Achieving the anticipated cost savings and financial benefits of the

merger will depend in part upon whether FIS integrates Metavante's businesses in an efficient and effective manner. There can be no assurance that FIS will be able to accomplish this integration process smoothly or successfully. In addition, the integration of certain operations following the merger will require the dedication of significant management resources, which will compete for management's attention with its efforts to manage the day-to-day business of the combined company. Any inability to realize the full extent of, or any of, the anticipated cost savings and financial benefits of the merger, as well as any delays encountered in the integration process, could have an adverse effect on the business and results of operations of the combined company, which may affect the market price of FIS common stock.

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***Members of Metavante s and FIS management and certain directors have interests in the merger and the investments, respectively, that are different from, or in addition to, your interests.***

Executive officers of FIS and Metavante negotiated the terms of the merger agreement, and the FIS and Metavante boards approved the merger, and recommended that their respective shareholders vote to approve, the issuance of shares in connection with the merger or the merger itself, as applicable. In addition, executive officers of FIS negotiated the terms of the investment agreement, and the FIS board approved, and recommended that its shareholders vote to approve, the issuance of shares in connection with the investments. In considering these facts and the other information contained in this document, you should be aware that some members of Metavante s and FIS management and certain members of their boards have economic interests in the merger and the investments, respectively, that are different from, or in addition to, the interests of FIS and Metavante shareholders generally. Please see FIS Proposal 1 and Metavante Proposal 1: The Merger Interests of Certain Persons in the Merger and FIS Proposal 2 and Proposal 3: The Investments Interests of Certain Persons in the Investments for information about these economic interests.

***The merger is subject to the receipt of consents and approvals from government entities. Such approvals may not be obtained or may impose conditions that could have an adverse effect on the combined company following the merger.***

Completion of the merger is conditioned, among other things, upon the receipt of certain governmental approvals, including the expiration or termination of the applicable waiting period under the HSR Act. Although FIS and Metavante have agreed in the merger agreement to use their reasonable best efforts to obtain the requisite governmental approvals, there can be no assurance that these approvals will be obtained. In addition, the governmental authorities from which these approvals are required may impose conditions on the completion of the merger or require changes to the terms of the merger. Although FIS and Metavante do not currently expect that any such conditions or changes would be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the merger or imposing additional costs on or limiting the revenues of FIS following the merger. In addition, under the terms of the merger agreement, neither party is obligated to complete the merger if any such condition or change would reasonably be expected to have a material adverse effect (as measured on a scale relative to Metavante) on either party or the surviving company in the merger.

***The shares of FIS common stock to be received by Metavante shareholders as a result of the merger will have different rights from the shares of Metavante common stock.***

Upon the completion of the merger, Metavante shareholders will become FIS shareholders and their rights as shareholders will be governed by the amended and restated articles of incorporation and bylaws of FIS and by the applicable laws of the State of Georgia, where FIS is incorporated. The rights associated with Metavante common stock are different from the rights associated with FIS common stock. Please see Comparison of Rights of FIS and Metavante Shareholders beginning on page [ ] for a discussion of the different rights associated with FIS common stock.

***Failure to complete the merger could negatively impact FIS and Metavante.***

If the merger is not completed, the ongoing businesses of FIS or Metavante may be adversely affected and there may be various consequences, including:

the business of each party may have been adversely impacted by the failure to pursue other beneficial opportunities due to the focus on the merger, without realizing any of the anticipated benefits of the merger; and

the market price of the common stock of FIS and/or Metavante may be negatively impacted.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This document contains or incorporates by reference certain forward-looking statements, including statements about the financial condition, results of operations, earnings outlook and prospects of each of FIS and Metavante and the benefits of the merger between FIS and Metavante, which are subject to numerous assumptions, risks, and uncertainties. These forward-looking statements are found at various places throughout this document, including in the section entitled **Risk Factors** beginning on page [ ]. You can find many of these statements by looking for words such as plan, believe, expect, intend, anticipate, estimate, project, potential, possible or other similar. Actual results could differ materially from those contained or implied by such statements for a variety of factors, including:

the effect of governmental regulations, including the possibility that there are unexpected delays in obtaining regulatory approvals;

any changes in economic conditions;

competitive pressures on product pricing and services;

the risk that the merger may fail to achieve beneficial synergies or that it may take longer than expected to do so;

the risk of reduction in revenue from the elimination of existing and potential customers due to consolidation in the banking, retail and financial services industries and its impact on the customer bases of FIS and Metavante;

the failure to adapt to changes in technology or in the marketplace;

the failure to obtain approval of FIS and Metavante's shareholders;

the effect of litigation on the companies or the completion of the merger;

delays associated with integrating the companies, including employees and operations, after the merger is completed;

actions that may be taken by the competitors, customers and suppliers of FIS or Metavante that may cause the merger to be delayed or not completed; and

other risks discussed and identified in public filings with the SEC made by FIS or Metavante.

All forward-looking statements included in this document are based on information available at the time of the document. Neither FIS nor Metavante assumes any obligation to update any forward-looking statement.

For additional information about factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements, please see the reports that FIS and Metavante have filed with the SEC as described under **Where You Can Find More Information** beginning on page [ ].

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**THE FIS SPECIAL MEETING**

This section contains information from FIS for FIS shareholders about the special meeting of FIS shareholders that has been called to consider and vote upon the proposal to approve the issuance of FIS common stock in the merger and the proposals to approve the issuance of shares of FIS common stock to the equity capital investors.

Together with this document, we are also sending you a notice of the FIS special meeting and a form of proxy that is solicited by the FIS board of directors. The FIS special meeting will be held at Peninsular Auditorium, 601 Riverside Avenue, Jacksonville, Florida 32204, on [ ], 2009 at 10:00 a.m., local time.

**Matters to Be Considered**

The purpose of the FIS special meeting is to consider and vote on:

a proposal to approve the issuance of FIS common stock to Metavante shareholders in the merger, as contemplated by the merger agreement;

a proposal to approve the issuance of FIS common stock in connection with the purchase by THL, as contemplated by the investment agreement;

a proposal to approve the issuance of FIS common stock in connection with the purchase by FNF, as contemplated by the investment agreement; 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.

**Proxies**

Each copy of this document mailed to holders of FIS common stock is accompanied by a form of proxy with instructions for voting by mail, by telephone or through the Internet. If you hold stock in your name as a shareholder of record and are voting by mail, you should complete and return the proxy card accompanying this document to ensure that your vote is counted at the special meeting, or at any adjournment or postponement of the special meeting, regardless of whether you plan to attend the special meeting. You may also vote your shares by telephone or through the Internet. Information and applicable deadlines for voting by telephone or through the Internet are set forth in the enclosed proxy card instructions. If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker.

If you hold stock in your name as a shareholder of record, you may revoke any proxy at any time before it is voted by signing and returning a proxy card with a later date, delivering a written revocation letter to FIS Corporate Secretary, or by attending the special meeting in person, notifying the Corporate Secretary that you are revoking your proxy, and voting by ballot at the special meeting. If you have voted your shares by telephone or through the Internet, you may revoke your prior telephone or Internet vote by recording a different vote, or by signing and returning a proxy card dated as of a date that is later than your last telephone or Internet vote.

Any shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence (without notifying the Corporate Secretary) of a shareholder at the



special meeting will not constitute revocation of a previously given proxy. Written notices of revocation and other communications about revoking your proxy should be addressed to:

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

Attention: Ronald D. Cook  
Executive Vice President,  
General Counsel and Corporate Secretary

If your shares are held in street name by a bank or broker, you should follow the instructions of your bank or broker regarding the revocation of proxies.

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All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with the instructions you provide on the proxy card or as you instruct via Internet or telephone. **If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted FOR approval of the issuance of shares of FIS common stock in the merger, FOR approval of the proposals to issue shares of FIS common stock to the equity capital investors, and FOR approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.** According to the FIS amended and restated bylaws, only business within the purpose or purposes described in the notice of special meeting may be conducted at the meeting.

## **Solicitation of Proxies**

In accordance with the merger agreement, the cost of proxy solicitation for the FIS special meeting will be borne by FIS, except that FIS and Metavante will share equally all expenses incurred in connection with the filing of the registration statement of which this document forms a part with the SEC and the printing and mailing of this document. FIS and Metavante have also made arrangements with Georgeson to assist them in soliciting proxies and have agreed to pay it \$15,000 and \$7,500, respectively, plus reasonable expenses for these services. If necessary, FIS may use several of its regular employees, who will not be specially compensated, to solicit proxies from FIS shareholders, either personally or by telephone, facsimile, letter or other electronic means. FIS will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares held of record on June 29, 2009 and will provide customary reimbursement to such firms for the cost of forwarding these materials.

## **Record Date**

The close of business on June 29, 2009 has been fixed as the record date for determining the FIS shareholders entitled to receive notice of and to vote at the special meeting. At that time, 191,334,818 shares of FIS common stock were outstanding, held by approximately 8,853 holders of record.

## **Quorum**

In order to conduct voting at the special meeting, there must be a quorum. 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 each have a quorum requirement, under the applicable New York Stock Exchange rules, that the total votes cast represent a majority of the votes entitled to be cast on such proposal; therefore a FIS shareholder's failure to vote on one of the proposals, a broker non-vote on one of the proposals or an abstention will count against obtaining a quorum for such proposal.

## **Vote Required**

Each share of FIS common stock outstanding on the record date entitles the holder to one vote on each matter to be voted upon by shareholders at the special meeting. 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 each requires the affirmative vote of a majority of all votes cast by the holders of common stock at a meeting. If a quorum is present, a FIS shareholder's failure to vote, a broker non-vote or an 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 because approval of each proposal is based on the affirmative vote of a majority of votes cast.

The special meeting may be adjourned by the holders of a majority of the voting shares represented at the meeting, whether or not a quorum is present, to reconvene at a specific time and place, but no later than 120 days after the date fixed for the original meeting.

**The FIS board of directors urges FIS shareholders to promptly vote by: accessing the Internet site listed in the proxy card instructions if voting through the Internet; calling the toll-free number listed in the proxy card instructions if voting by telephone; or completing, dating, and signing the accompanying**

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**proxy card and returning it promptly in the enclosed postage-paid envelope.** If you hold your stock in street name through a bank or broker, please vote by following the voting instructions of your bank or broker.

Shareholders will vote at the meeting by ballot. Votes cast at the meeting, in person or by proxy, will be tallied by FIS inspector of election.

As of the record date, directors and executive officers of FIS had the right to vote approximately 3,119,831 shares of FIS common stock, or approximately 1.6% of the outstanding FIS shares entitled to vote at the special meeting. FIS currently expects that these individuals will vote their shares of FIS common stock in favor of the proposals to be presented at the special meeting.

## **Recommendation of the FIS Board of Directors**

The FIS board of directors believes that the merger is in the best interests of FIS and its shareholders and has unanimously approved and adopted the merger agreement and the transactions it contemplates. The FIS board of directors also believes that the equity capital investments are in the best interests of FIS and its shareholders and has unanimously approved and adopted the investment agreement and the transactions it contemplates. For the factors considered by the FIS board of directors in reaching its decision to approve the merger agreement and the investment agreement and the transactions they each contemplate, see FIS Proposal 1 and Metavante Proposal 1: The Merger FIS Reasons for the Merger and the Investments; Recommendation of the FIS Board of Directors. **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.**

## **Attending the Meeting**

All holders of FIS common stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Shareholders of record can vote in person at the special meeting. If you are not a shareholder of record, you must obtain a proxy executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. FIS reserves the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification.

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**THE METAVANTE SPECIAL MEETING**

This section contains information from Metavante for Metavante shareholders about the special meeting of Metavante shareholders that has been called to consider a proposal to approve and adopt the merger agreement and the transactions it contemplates.

Together with this document, we are also sending you a notice of the Metavante special meeting and a form of proxy that is solicited by the Metavante board of directors. The Metavante special meeting will be held at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, on [ ], 2009 at 8:00 a.m., local time.

**Matters to Be Considered**

The purpose of the Metavante special meeting is to consider and vote on:

a proposal to approve and adopt the merger agreement 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.

**Proxies**

Each copy of this document mailed to holders of Metavante common stock is accompanied by a form of proxy with instructions for voting by mail, by telephone or through the Internet. If you hold stock in your name as a shareholder of record and are voting by mail, you should complete and return the proxy card accompanying this document to ensure that your vote is counted at the special meeting, or at any adjournment or postponement of the special meeting, regardless of whether you plan to attend the special meeting. You may also vote your shares by telephone or through the Internet. Information and applicable deadlines for voting by telephone or through the Internet are set forth in the enclosed proxy card instructions. If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker.

If you hold stock in your name as a shareholder of record, you may revoke any proxy at any time before it is voted by signing and returning a proxy card with a later date, delivering a written revocation letter to Metavante's Secretary, or by attending the special meeting in person, notifying the Secretary that you are revoking your proxy, and voting by ballot at the special meeting. If you have voted your shares by telephone or through the Internet, you may revoke your prior telephone or Internet vote by recording a different vote, or by signing and returning a proxy card dated as of a date that is later than your last telephone or Internet vote.

Any shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence (without notifying the Secretary) of a shareholder at the special meeting will not constitute revocation of a previously given proxy. Written notices of revocation and other communications about revoking your proxy should be addressed to:

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

Donald W. Layden, Jr.  
Senior Executive Vice President,  
General Counsel and Secretary

If your shares are held in street name by a bank or broker, you should follow the instructions of your bank or broker regarding the revocation of proxies.

If you hold shares of Metavante common stock as a participant in the Metavante Retirement Program, the trustee for the plan will vote the shares you hold through the plan as you direct. The trustee for the plan will provide plan participants who hold Metavante common stock through the plan with forms on which

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participants may communicate their voting instructions. If voting instructions are not received for shares held in the plan, the trustee will vote those shares in the same proportion as shares of Metavante common stock in the plan for which voting instructions have been received are voted.

All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with the instructions you provide on the proxy card or as you instruct via Internet or telephone. **If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted FOR approval and adoption of the merger agreement and the transactions it contemplates, and FOR approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.** Under Wisconsin law, only business within the purpose described in the notice of special meeting may be conducted at the meeting.

## **Solicitation of Proxies**

In accordance with the merger agreement, the cost of proxy solicitation for the Metavante special meeting will be borne by Metavante, except that FIS and Metavante will share equally all expenses incurred in connection with the filing of the registration statement of which this document forms a part with the SEC and the printing and mailing of this document. In addition to the use of the mail, proxies may be solicited by officers and directors and regular employees of Metavante, without additional remuneration, by personal interview, telephone, letter, facsimile or other electronic means. FIS and Metavante have also made arrangements with Georgeson to assist them in soliciting proxies and have agreed to pay it \$15,000 and \$7,500, respectively, plus reasonable expenses for these services. Metavante will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares held of record on June 29, 2009 and will provide customary reimbursement to such firms for the cost of forwarding these materials.

## **Record Date**

The close of business on June 29, 2009 has been fixed as the record date for determining the Metavante shareholders entitled to receive notice of and to vote at the special meeting. At that time, 120,260,336 shares of Metavante common stock were outstanding, held by approximately 13,717 holders of record.

## **Quorum**

A majority of the votes entitled to be cast by the shares entitled to vote must be present or represented by proxy to constitute a quorum for action on the matters to be voted upon at the special meeting. All shares of Metavante common stock represented at the Metavante special meeting, including abstentions and broker non-votes, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the Metavante special meeting.

## **Vote Required**

Each share of Metavante common stock outstanding on the record date entitles the holder to one vote on each matter to be voted upon by shareholders at the 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 holders of outstanding shares of Metavante common stock. Because the affirmative vote of a majority of all the votes entitled to be cast by the holders of Metavante common stock is needed for us to proceed with the merger, the failure to vote by proxy or in person will have the same effect as a vote against the merger. Abstentions also will have the same effect as a vote against the merger. **Accordingly, the Metavante board of directors urges Metavante shareholders to promptly vote by completing, dating, and signing the accompanying proxy card and returning it promptly in**

**the enclosed postage-paid envelope, or, if you hold your stock in street name through a bank or broker, by following the voting instructions of your bank or broker.** If you hold stock in your name as a shareholder of record, you may complete, sign, date and mail your proxy card in the enclosed postage paid return envelope as soon as possible, vote by calling the toll-free number listed on the Metavante proxy card, vote by accessing the Internet site listed on the Metavante proxy card or vote in person at the Metavante special meeting. If you



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hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the voting instruction form included with these materials and forwarded to you by your bank or broker. This voting instruction form provides instructions on voting by mail, telephone or on the Internet.

Any adjournments of the special meeting by vote of shareholders for the purpose of soliciting additional proxies or for any other purpose must be approved by the affirmative vote of a majority of the shares represented at the special meeting.

Shareholders will vote at the meeting by ballot. Votes cast at the meeting, in person or by proxy, will be tallied by Metavante's inspector of election.

As of the record date, directors and executive officers of Metavante had the right to vote approximately 598,309 shares of Metavante common stock, or approximately 0.5% of the outstanding Metavante shares entitled to vote at the special meeting. Metavante currently expects that these individuals will vote their shares of Metavante common stock in favor of the proposals to be presented at the special meeting.

WPM has entered into an agreement with FIS, Merger Sub and Metavante whereby, 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.

## **Recommendation of the Metavante Board of Directors**

The Metavante board of directors has approved and adopted the merger agreement and the transactions it contemplates, including the merger. The Metavante board of directors determined that the merger agreement and the transactions it contemplates are advisable and in the best interests of Metavante and its shareholders. **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.** See FIS Proposal 1 and Metavante Proposal 1: The Merger Metavante's Reasons for the Merger; Recommendation of the Metavante Board of Directors on page [ ] for a more detailed discussion of the Metavante board of directors' recommendation.

## **Attending the Meeting**

All holders of Metavante common stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Shareholders of record can vote in person at the special meeting. If you are not a shareholder of record, you must obtain a proxy executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. Metavante reserves the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification.

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**INFORMATION ABOUT THE COMPANIES**

**Fidelity National Information Services, Inc.**

FIS is a leading provider of technology solutions, processing services and information-based services to the financial services industry. FIS offers a diversified service mix and benefits from the opportunity to cross-sell multiple services across its broad customer base. FIS is a member of the Standard and Poor's 500 Index. As of December 31, 2008, FIS had over 14,000 customers in over 90 countries spanning all segments of the financial services industry. These customers include 40 of the top 50 world banks, including nine of the top 10, as ranked by Bankalmanac.com as of April 30, 2008, as well as mid-tier and community banks, credit unions, commercial lenders, automotive financial institutions, retailers and international customers. The company is located on the web at [www.fidelityinfoservices.com](http://www.fidelityinfoservices.com)

Additional information about FIS and its subsidiaries is included in documents incorporated by reference in this document. See "Where You Can Find More Information" on page [ ].

The principal executive office of FIS is located at 601 Riverside Avenue, Jacksonville, Florida 32204, and its telephone number is (904) 854-5000.

**Metavante Technologies, Inc.**

Metavante Technologies wholly owned operating subsidiary, Metavante Corporation, delivers banking and payments technologies to approximately 8,000 financial services firms and businesses worldwide. Metavante products and services drive account processing for deposit, loan and trust systems, image-based and conventional check processing, electronic funds transfer, consumer healthcare payments, electronic presentment and payment transactions, outsourcing, and payment network solutions including the NYCE<sup>®</sup> Payment Network, an ATM/PIN debit network. Metavante began operations in 1964 as a wholly owned subsidiary of M&I providing community and regional banks with dependable, outsourced account processing services with a high level of client service. Since then, Metavante has become a provider of innovative, high quality products and services to the financial services, commercial, and health care insurance industries. With over 50 locations, Metavante recorded approximately \$1.7 billion in revenue for the year ended December 31, 2008. The company is located on the web at [www.metavante.com](http://www.metavante.com).

Additional information about Metavante and its subsidiaries is included in documents incorporated by reference in this document. See "Where You Can Find More Information" on page [ ].

The principal executive office of Metavante is located at 4900 West Brown Deer Road, Milwaukee, Wisconsin 53223, and its telephone number is (414) 357-2290.

**Cars Holdings, LLC**

Cars Holdings, LLC, also referred to as Merger Sub, is a newly formed Delaware limited liability company and a wholly owned subsidiary of FIS. The company was formed solely for the purpose of effecting the proposed merger with Metavante and has not carried on any activities other than in connection with the proposed merger.

The principal executive office of Merger Sub is located at 601 Riverside Avenue, Jacksonville, Florida 32204, and its telephone number is (904) 854-5000.



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**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The unaudited pro forma condensed combined statements of earnings combine the historical consolidated statements of earnings of FIS and Metavante, giving effect to the merger and the equity capital investments, as if they had occurred on January 1, 2008. The unaudited pro forma condensed combined balance sheet combines the historical consolidated balance sheets of FIS and Metavante, giving effect to the merger and the equity capital investments as if they had occurred on March 31, 2009. The historical consolidated financial information has been adjusted in the unaudited pro forma condensed combined financial statements to give effect to pro forma events that are (1) directly attributable to the merger, (2) factually supportable, and (3) with respect to the statements of earnings, expected to have a continuing impact on the combined results. The unaudited pro forma condensed combined financial information should be read in conjunction with the accompanying notes to the unaudited pro forma condensed combined financial statements. In addition, the unaudited pro forma condensed combined financial information was based on and should be read in conjunction with the following, which are incorporated by reference into this joint proxy statement/prospectus:

separate historical financial statements of FIS as of and for the three months ended March 31, 2009 and the related notes included in FIS Quarterly Report on Form 10-Q for the three-month period ended March 31, 2009,

separate historical financial statements of FIS as of and for the year ended December 31, 2008 and the related notes included in FIS Annual Report on Form 10-K for the year ended December 31, 2008, as amended by the Annual Report on Form 10-K/A,

separate historical financial statements of Metavante as of and for the three months ended March 31, 2009 and the related notes included in Metavante's Quarterly Report on Form 10-Q for the three-month period ended March 31, 2009, and

separate historical financial statements of Metavante as of and for the year ended December 31, 2008 and the related notes included in Metavante's Annual Report on Form 10-K for the year ended December 31, 2008, as amended by the Annual Report on Form 10-K/A.

The unaudited pro forma condensed combined financial information has been presented for informational purposes only. The pro forma information is not necessarily indicative of what the combined company's financial position or results of operations actually would have been had the merger and the equity capital investments been completed as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company. Transactions between FIS and Metavante during the periods presented in the unaudited pro forma condensed combined financial statements have been eliminated.

The unaudited pro forma condensed combined financial information has been prepared using the acquisition method of accounting under existing U.S. generally accepted accounting principles ( GAAP ), which are subject to change and interpretation. FIS has been treated as the acquirer in the merger for accounting purposes. The acquisition accounting is dependent upon certain valuations and other studies that have yet to commence or progress to a stage where there is sufficient information for a definitive measurement. Accordingly, the pro forma adjustments are preliminary and have been made solely for the purpose of providing unaudited pro forma condensed combined financial information. Differences between these preliminary estimates and the final acquisition accounting will occur and these differences could have a material impact on the accompanying unaudited pro forma condensed combined financial statements and

the combined company's future results of operations and financial position.

The unaudited pro forma condensed combined financial information does not reflect any cost savings, operating synergies or revenue enhancements that the combined company may achieve as a result of the merger or the costs to integrate the operations of FIS and Metavante or the costs necessary to achieve these cost savings, operating synergies and revenue enhancements.

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As of March 31, 2009

(in millions)

	FIS	Metavante	Pro Forma Adjustments	Pro Forma Combined
<b>Assets</b>				
Current assets				
Cash and cash equivalents	\$ 272.0	\$ 274.5	\$ (111.7) (a)	\$ 434.8
Settlement deposits	39.2	226.7		265.9
Trade receivables, net	498.8	247.7		746.5
Settlement receivables	42.7	73.6		116.3
Other receivables	110.7			110.7
Receivable from related party	11.2			11.2
Prepaid expenses and other current assets	99.1	52.5		151.6
Deferred income taxes	62.3	33.8		96.1
Total current assets	1,136.0	908.8	(111.7)	1,933.1
Property and equipment, net	269.6	131.5		401.1
Goodwill	4,190.1	1,309.3	2,519.9 (b)	8,019.3
Intangible assets, net	893.1	252.7	377.5 (c)	1,523.3
Computer software, net	613.0	222.6		835.6
Deferred contract costs	237.2	43.7	(43.7) (d)	237.2
Long-term note receivable from FNF	5.3			5.3
Other noncurrent assets	72.1	91.2	(41.6) (e)(h)	121.7
Total assets	\$ 7,416.4	\$ 2,959.8	\$ 2,700.4	\$ 13,076.6
<b>Liabilities and Equity</b>				
Current liabilities:				
Accounts payable and accrued liabilities	\$ 395.1	\$ 221.3		\$ 616.4
Settlement payables	82.4	222.6		305.0
Current portion of long-term debt	132.8	17.5		150.3
Deferred revenues	192.5	140.3	\$ (63.2) (f)	269.6
Total current liabilities	802.8	601.7	(63.2)	1,341.3
Deferred revenues	87.9			87.9
Deferred income taxes	326.6	141.6	145.5 (g)	613.7
Long-term debt, excluding current portion	2,327.7	1,715.0	(311.5) (h)	3,731.2
Other long-term liabilities	147.5	78.4		225.9
Total liabilities	3,692.5	2,536.7	(229.2)	6,000.0
Equity:				
Preferred stock				

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Common stock	2.0	1.2	0.6 (i)	3.8
Treasury stock, at cost	(391.4)	(0.7)	0.7 (j)	(391.4)
Additional paid-in capital	2,961.6	1,486.2	1,905.8 (k)	6,353.6
Retained earnings (deficit)	1,099.6	(983.3)	926.6 (l)	1,042.9
Accumulated other comprehensive earnings	(111.5)	(95.9)	95.9 (j)	(111.5)
Total FIS/Metavante stockholders equity	3,560.3	407.5	2,929.6	6,897.4
Noncontrolling interest	163.6	15.6		179.2
Total equity	3,723.9	423.1	2,929.6	7,076.6
Total liabilities and equity	\$ 7,416.4	\$ 2,959.8	\$ 2,700.4	\$ 13,076.6

See the accompanying notes to the unaudited pro forma condensed combined financial statements, which are an integral part of these statements. The pro forma adjustments are explained in *Note 6. Pro Forma Adjustments* beginning on page [ ].

**Table of Contents****Unaudited Pro Forma Condensed Combined Statement of Earnings****For the Three Months Ended March 31, 2009****(In millions, except per share data)**

	<b>FIS</b>	<b>Metavante</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Combined</b>
Processing and services revenues	\$ 797.8	\$ 426.9	\$ (18.3) (f)(m)	\$ 1,206.4
Cost of revenues	594.3	280.3	16.9 (m)(n)(q)	891.5
Gross profit	203.5	146.6	(35.2)	314.9
Selling, general and administrative expenses	99.0	57.1	(17.1) (o)	139.0
Research and development costs	22.6		8.9 (q)	31.5
Operating income	81.9	89.5	(27.0)	144.4
Other income, (expense):				
Interest and other income (expense), net	2.0	(0.1)		1.9
Interest expense	(32.0)	(26.2)	(2.0) (h)	(60.2)
Total other income (expense)	(30.0)	(26.3)	(2.0)	(58.3)
Earnings from continuing operations before income taxes and equity in earnings of unconsolidated entities	51.9	63.2	(29.0)	86.1
Provision for income tax	17.9	23.5	(14.0) (p)	27.4
Equity in earnings of unconsolidated entities				
Earnings from continuing operations, net of tax	34.0	39.7	(15.0)	58.7
Net loss attributable to noncontrolling interest	0.3	0.6		0.9
Net earnings from continuing operations attributable to FIS/Metavante	\$ 34.3	\$ 40.3	\$ (15.0)	\$ 59.6
Net earnings per share basic from continuing operations attributable to FIS/Metavante	\$ 0.18	\$ 0.34		\$ 0.16
Weighted average shares outstanding basic	190.0	119.4	58.8 (r)	368.2
Net earnings per share diluted from continuing operations attributable to FIS/Metavante	\$ 0.18	\$ 0.34		\$ 0.16
Weighted average shares outstanding diluted	191.6	119.8	69.7 (r)	381.1



See the accompanying notes to the unaudited pro forma condensed combined financial statements, which are an integral part of these statements. The pro forma adjustments are explained in *Note 6. Pro Forma Adjustments* beginning on page [ ].

**Table of Contents****Unaudited Pro Forma Condensed Combined Statement of Earnings**

**For the Year Ended December 31, 2008**  
**(In millions, except per share data)**

	<b>FIS</b>	<b>Metavante</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Combined</b>
Processing and services revenues	\$ 3,446.0	\$ 1,707.2	\$ (81.1) (f)(m)	\$ 5,072.1
Cost of revenues	2,636.9	1,118.5	50.0 (m)(n)(q)	3,805.4
Gross profit	809.1	588.7	(131.1)	1,266.7
Selling, general and administrative expenses	389.4	251.1	(27.2) (o)	613.3
Research and development costs	84.8		51.3 (q)	136.1
Operating income	334.9	337.6	(155.2)	517.3
Other income, (expense):				
Interest and other income (expense), net	7.8	(0.9)		6.9
Interest expense	(163.5)	(106.0)	(7.9) (h)	(277.4)
Total other income (expense)	(155.7)	(106.9)	(7.9)	(270.5)
Earnings from continuing operations before income taxes and equity in earnings of unconsolidated entities	179.2	230.7	(163.1)	246.8
Provision for income tax	57.6	83.3	(58.9) (p)	82.0
Equity in earnings of unconsolidated entities	(0.2)			(0.2)
Net earnings from continuing operations	121.4	147.4	(104.2)	164.6
Net (earnings) loss attributable to noncontrolling interest	(4.7)			(4.7)
Net earnings from continuing operations attributable to FIS/Metavante	\$ 116.7	\$ 147.4	\$ (104.2)	\$ 159.9
Net earnings per share basic from continuing operations attributable to FIS/Metavante	\$ 0.61	\$ 1.24	\$	\$ 0.43
Weighted average shares outstanding basic	191.6	119.1	57.9 (r)	368.6
Net earnings per share diluted from continuing operations attributable to	\$ 0.61	\$ 1.23	\$	\$ 0.42

FIS/Metavante

Weighted average shares outstanding diluted	193.5	119.9	63.7 (r)	377.1
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See the accompanying notes to the unaudited pro forma condensed combined financial statements, which are an integral part of these statements. The pro forma adjustments are explained in *Note 6. Pro Forma Adjustments* beginning on page [ ].

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**NOTES TO THE UNAUDITED PRO FORMA CONDENSED  
COMBINED FINANCIAL STATEMENTS**

**1. Description of Transaction**

***Merger Agreement***

On March 31, 2009, FIS and Metavante entered into the merger agreement, pursuant to which Metavante will be merged with and into a wholly owned subsidiary of FIS.

Subject to the terms and conditions of the merger agreement, which has been approved by the boards of directors of both FIS and Metavante, if the merger is completed, each share of Metavante common stock will be converted into the right to receive 1.35 (the Exchange Ratio) shares of FIS common stock. In addition, as of the consummation of the merger, outstanding Metavante stock options and other stock-based awards (other than performance shares) will be converted into stock options and other stock-based awards with respect to shares of FIS common stock, with adjustments in the number of shares and exercise price (in the case of stock options) to reflect the Exchange Ratio. Each outstanding Metavante performance share will be assumed by FIS and converted into the right to receive restricted shares of FIS common stock (with adjustments to reflect the Exchange Ratio) and an amount in cash.

The merger agreement contains certain termination rights for FIS and Metavante, including the right, subject to certain conditions, to terminate the merger agreement if the merger is not completed by December 31, 2009. The merger agreement further provides that, upon termination of the merger agreement under specified circumstances (including a termination by either party in order to enter into a definitive agreement with respect to an alternative transaction that the board of directors of such party has determined to be a superior proposal, subject to compliance with certain conditions), either Metavante or FIS would be required to pay the other party a termination fee of \$175 million.

Consummation of the merger is subject to certain customary conditions, including, among others, the approval of the merger by the shareholders of Metavante, the approval of the issuance of FIS common stock in connection with the merger by the shareholders of FIS, the receipt of required governmental and regulatory approvals and expiration of applicable waiting periods, the accuracy of the representations and warranties of the other party (generally subject to a material adverse effect standard), material compliance by the other party with its obligations under the merger agreement, the delivery of tax opinions as to the tax treatment of the merger, and the receipt of certain tax opinions regarding the impact of the merger on the tax treatment of certain past transactions. The merger is expected to be completed during the fourth quarter of 2009.

***Investment Agreement***

On March 31, 2009, FIS entered into an investment agreement with THL and FNF, pursuant to which, subject to the terms and conditions of the investment agreement, FIS will issue and sell (a) to THL in a private placement 12,861,736 shares of FIS common stock for an aggregate purchase price of approximately \$200 million and (b) to FNF in a private placement 3,215,434 shares of FIS common stock for an aggregate purchase price of approximately \$50 million. Pursuant to the terms of the investment agreement, FIS will pay each of THL and FNF a transaction fee equal to 3% of their respective investments. The effect of the investments has been included in the pro forma condensed combined financial information. (See entries (i), (k) and (r) in Note 6, *Pro Forma Adjustments*).

The investment agreement contains (a) customary representations and warranties of FIS, THL and FNF; (b) covenants of FIS to conduct its businesses in the ordinary course until the completion of the investments; and (c) covenants of FIS not to take certain actions during such period. Consummation of the investments is subject to certain conditions, including, among others, approval of the shareholders of FIS of the issuance of shares of common stock to each of

THL and FNF and the consummation of the merger.

Following the completion of the investments, pursuant to the terms of the investment agreement and contingent upon THL maintaining certain ownership levels in FIS common stock, THL will have the right to designate one member to the Company's board of directors. The investment agreement also provides that

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neither THL nor FNF may transfer the shares purchased in the investments, subject to limited exceptions, for 180 days after the closing, and after such time provides THL and FNF with certain registration rights.

### **2. Basis of Presentation**

The unaudited pro forma condensed combined financial information was prepared using the acquisition method of accounting and was based on the historical financial statements of FIS and Metavante. Certain reclassifications have been made to the historical financial statements of Metavante to conform with FIS presentation, primarily related to the presentation of restricted funds, EFD processing receivables, unbilled revenues and research and development costs.

In December 2007, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 160, *Non-controlling Interests in Consolidated Financial Statements – an amendment of ARB No. 51* ( SFAS 160 ), requiring non-controlling interests (sometimes called minority interests) to be presented as a component of equity on the balance sheet. SFAS 160 also requires that the amount of net earnings and losses attributable to the parent and to the non-controlling interests be clearly identified and presented on the face of the Consolidated Statement of Earnings. SFAS 160 requires expanded disclosures in the Consolidated Financial Statements that identify and distinguish between the interests of the parent's owners and the interest of the non-controlling owners of subsidiaries. Pursuant to the transition provisions of the statement, FIS and Metavante adopted SFAS 160 as of January 1, 2009. The presentation and disclosure requirements have been applied retrospectively for FIS for all periods presented in this document. The effect of retrospective application was deemed immaterial for Metavante and, therefore, has not been presented.

The acquisition method of accounting is based on SFAS No. 141(R), *Business Combinations*, ( SFAS 141(R) ) which FIS adopted on January 1, 2009 and uses the fair value concepts defined in SFAS No. 157, *Fair Value Measurements*, ( SFAS 157 ) which FIS has adopted as required. The unaudited pro forma condensed combined financial information was prepared using the acquisition method of accounting, under these existing U.S. GAAP standards, which are subject to change and interpretation.

SFAS 141(R) requires, among other things, that most assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. In addition, SFAS 141(R) establishes that the consideration transferred be measured at the closing date of the merger at the then-current market price; this particular requirement will likely result in a per share equity component that is different from the amount assumed in these unaudited pro forma condensed combined financial statements.

SFAS 157 defines the term fair value and sets forth the valuation requirements for any asset or liability measured at fair value, expands related disclosure requirements and specifies a hierarchy of valuation techniques based on the nature of the inputs used to develop the fair value measures. Fair value is defined in SFAS 157 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This is an exit price concept for the valuation of the asset or liability. In addition, market participants are assumed to be buyers and sellers in the principal (or the most advantageous) market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. As a result of these standards, FIS may be required to record assets which are not intended to be used or sold and/or to value assets at fair value measures that do not reflect FIS intended use of those assets. Many of these fair value measurements can be highly subjective and it is also possible that others applying reasonable judgment to the same facts and circumstances could develop and support a range of alternative estimated amounts.

Under the acquisition method of accounting, the assets acquired and liabilities assumed will be recorded as of the completion of the merger, at their respective fair values and added to those of FIS. Financial statements and reported

results of operations of FIS issued after completion of the merger will reflect these values, but will not be retroactively restated to reflect the historical financial position or results of operations of Metavante.

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Under SFAS 141(R), acquisition-related transaction costs (*i.e.*, advisory, legal, valuation, other professional fees) and certain acquisition-related restructuring charges impacting the target company are not included as a component of consideration transferred but are accounted for as expenses in the periods in which the costs are incurred. Total acquisition-related transaction costs expected to be incurred by FIS are estimated to be approximately \$70 million and are reflected in these unaudited pro forma condensed combined financial statements as a reduction to cash and retained earnings, net of the estimated tax effect of \$13.3 million at a statutory rate of 38.5% applied to deductible amounts. Actual non-recurring transaction costs for the three months ended March 31, 2009, have been eliminated in the Pro Forma Condensed Combined Statements of Earnings (Note 6, item (o)) as prescribed by Article 11 of Regulation S-X. The unaudited pro forma condensed combined financial statements do not reflect any acquisition-related restructuring charges to be incurred in connection with the merger but these charges are expected to be in the range of \$85 to \$100 million. These costs will be expensed as incurred.

In connection with the merger, the vesting of certain stock-based awards granted under one of the existing FIS stock award plans will accelerate under the change in control provisions relating to those grants. The charge to compensation expense that will be recorded upon the consummation of the merger relating to those grants is approximately \$25.0 million if measured based on a July 1, 2009 closing date. This amount is included in the total estimated restructuring charges indicated above.

**3. Accounting Policies**

Upon consummation of the merger, FIS will review Metavante's accounting policies. As a result of that review, it may become necessary to harmonize the combined entity's financial statements to conform to those accounting policies that are determined to be more appropriate for the combined entity. The unaudited pro forma condensed combined financial statements do not assume any differences in accounting policies.

**4. Estimate of Consideration Expected to be Transferred**

The following is a preliminary estimate of consideration expected to be transferred to effect the acquisition of Metavante:

	<b>Conversion Calculation</b>	<b>Estimated Fair Value</b>	<b>Form of Consideration</b>
<b>(In millions, except per share amounts)</b>			
Number of shares of Metavante common stock outstanding as of March 31, 2009	120.1		
Multiplied by an assumed FIS stock price of \$19.00, multiplied by the exchange ratio of 1.35 (\$19.00 * 1.35)	\$ 25.65	\$ 3,079.9	FIS common stock
Number of shares of Metavante stock options vested as of March 31, 2009 expected to be canceled and exchanged for FIS options	7.9		
Multiplied by exchange ratio of 1.35 multiplied by estimated fair value of \$6.72 (\$6.72 * 1.35)	\$ 9.07	71.4	FIS stock options
Estimate of consideration expected to be transferred (a)		\$ 3,151.3	



- (a) The estimated consideration expected to be transferred reflected in these unaudited pro forma condensed combined financial statements does not purport to represent what the actual consideration transferred will be when the merger is consummated. In accordance with SFAS 141(R), the fair value of equity securities issued as part of the consideration transferred will be measured on the closing date of the merger at the then-current market price. This requirement will likely result in a per share equity component different from the \$19.00 assumed in these unaudited pro forma condensed combined financial statements and that difference may be material. For example, a 10% change in the estimated consideration transferred would be an increase or decrease of approximately \$315 million. FIS stock has traded within a range of \$19.00 plus or minus 10% since the announcement of the merger agreement.

**Table of Contents****5. Estimate of Assets to be Acquired and Liabilities to be Assumed**

The following is a preliminary estimate of the assets to be acquired and the liabilities to be assumed by FIS in the merger, reconciled to the estimate of consideration expected to be transferred:

	<b>(In millions)</b>
Book value of net assets acquired at March 31, 2009	\$ 407.5
Adjusted for:	
Elimination of existing goodwill, intangible assets and deferred contract costs	(1,605.7)
Adjusted book value of net assets acquired	\$ (1,198.2)
Adjustments to:	
Identifiable intangible assets (I)	630.2
Other noncurrent assets	(51.6)
Deferred revenues	63.2
Deferred income taxes (II)	(145.5)
Long-term debt	24.0
Non-contractual contingencies (III)	
Goodwill (IV)	3,829.2
Estimate of consideration expected to be transferred	\$ 3,151.3

(I) As of the effective time of the merger, identifiable intangible assets are required to be measured at fair value and these acquired assets could include assets that are not intended to be used or sold or that are intended to be used in a manner other than their highest and best use. For purposes of these unaudited pro forma condensed combined financial statements, it is assumed that all assets will be used and that all assets will be used in a manner that represents the highest and best use of those assets, but it is not assumed that any market participant synergies will be achieved. The consideration of synergies has been excluded because they are not considered to be factually supportable, which is a required condition for these pro forma adjustments.

The fair value of identifiable intangible assets will be determined using the income method, which starts with a forecast of all the expected future net cash flows. At this time, FIS does not have sufficient information as to the amount, timing and risk of cash flows of intangible assets. For purposes of these unaudited pro forma condensed combined financial statements, intangible assets have been valued at 20% of the total purchase price, which is consistent with the historical experience of FIS in other acquisitions.

(II) As of the effective date of the merger, FIS will provide deferred taxes and other tax adjustments as part of the accounting for the acquisition, primarily related to the estimated fair value adjustments for acquired intangibles (see Note 6. *Pro Forma Adjustments, items (g) and (p)*).

(III) On April 1, 2009, the Financial Accounting Standards Board ( FASB ) issued FASB Staff Position 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies*, to amend the guidance in SFAS 141(R) to require that assets acquired and liabilities assumed in a business combination that arise from contingencies be recognized at fair value if fair value can be reasonably

estimated. If fair value of such an asset or liability cannot be reasonably estimated, the asset or liability would be recognized in accordance with SFAS No. 5, *Accounting for Contingencies*, and FASB Interpretation No. 14, *Reasonable Estimation of the Amount of a Loss*. As disclosed in Metavante's March 31, 2009 Quarterly Report on Form 10-Q, which is incorporated by reference into this joint proxy statement/prospectus, During its normal course of business, Metavante may be involved from time to time in litigation. Metavante recorded a reserve in the amount of \$8.5 million and \$8.7 million as of March 31, 2009 and December 31, 2008, respectively, for the estimated exposure and legal fees related to a contractual dispute with a customer. On June 3, 2009, Metavante prevailed at the trial court level on all counts before the court related to such dispute. On June 29, 2009, the other party to the litigation filed a motion for amended findings and judgment or for a new trial. The case also remains subject to appeal,

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however no appeal has been filed to date. FIS does not have sufficient information to evaluate this legal contingency to value it under a fair value standard or to estimate a range of outcomes.

In addition, Metavante has recorded provisions for uncertain tax positions. Income taxes are exceptions to both the recognition and fair value measurement principles of SFAS 141(R); they continue to be accounted for under the guidance of SFAS No. 109, *Accounting for Income Taxes*, as amended, and related interpretative guidance.

- (IV) Goodwill is calculated as the difference between the acquisition date fair value of the consideration expected to be transferred and the values assigned to the assets acquired and liabilities assumed. Goodwill is not amortized.

**6. Pro Forma Adjustments**

This note should be read in conjunction with other notes in the unaudited pro forma condensed combined financial statements. Adjustments included in the column under the heading *Pro Forma Adjustments* represent the following:

(a) To record estimated transaction costs of \$70.0 million, net of the estimated tax effect of \$13.3 million based on FIS statutory rate of 38.35% applied to deductible items, debt issue costs of \$10 million, and a reduction in cash of \$45.0 million to partially fund retirement of Metavante debt. Proceeds from the investments are considered received and immediately disbursed as another fund source for the Metavante debt retirement.

(b) To adjust goodwill to an estimate of acquisition-date goodwill, as follows:

	<b>(In millions)</b>
Eliminate Metavante historical goodwill	\$ (1,309.3)
Estimated transaction goodwill	3,829.2
<b>Total</b>	<b>\$ 2,519.9</b>

(c) To adjust intangible assets to an estimate of fair value, as follows:

	<b>(In millions)</b>
Eliminate Metavante historical intangible assets	\$ (252.7)
Estimated fair value of intangible assets acquired	630.2
	<b>\$ 377.5</b>

Intangibles are assumed to represent 20% of the total purchase price, consistent with FIS history for other acquisitions.

(d) To eliminate Metavante deferred contract costs which have no continuing benefit to the combined entity.

(e) To eliminate Metavante deferred customer inducements of \$19.0 million, which have no continuing benefit to the combined entity.

(f) To reduce Metavante's deferred revenues to estimated fair value, determined as fulfillment cost plus a normal profit margin. Certain deferred revenues (*e.g.*, license, conversion fees) are deferred for accounting purposes but require minimal or no future incremental direct costs in order to be recognized. In determining a normal profit margin, we applied FIS' historic profit margins to the estimated costs of services to be delivered for the remaining deferred revenue balances. The net effect is a 45% reduction to total Metavante deferred revenues, or \$63.2 million and \$71.2 million, as of March 31, 2009 and December 31, 2008, respectively. Corresponding reductions of \$15.8 million for the quarter ended March 31, 2009 and \$71.2 million for the year ended December 31, 2008 are reflected to revenue.

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(g) To record the estimated impact on deferred income taxes of fair value pro forma adjustments, as follows:

	<b>(in millions)</b>
Intangible assets	\$ 377.5
Deferred contract costs	(43.7)
Other noncurrent assets	(41.6)
Deferred revenue	63.2
Long-term debt	24.0
	\$ 379.4
FIS statutory tax rate	x38.35%
	\$ 145.5

(h) To record the net change in long-term debt as follows: