Fidelity National Information Services, Inc.
Form S-8
February 27, 2009

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As filed with the Securities and Exchange Commission on February 27, 2009

Registration No. 333

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S 8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
FIDELITY NATIONAL INFORMATION SERVICES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Georgia	37-1490331
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
601 Riverside Avenue Jacksonville, Florida **(Address of Principal Executive Offices)**	32204 **(Zip Code)**

Fidelity National Information Services, Inc. 2008 Omnibus Incentive Plan

(Full Title of the Plans)

Ronald D. Cook
Executive Vice President, General Counsel and Corporate Secretary
601 Riverside Avenue
Jacksonville, Florida 32204

(Name and Address of Agent for Service)

(904) 854 5000

(Telephone Number, Including Area Code, of Agent for Service)

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 þ	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value $0.01 per share(3)	11,200,000	$ 17.39(2)	$ 194,768,000(2)	$7,654.38
Total:	11,200,000	$	$ 194,768,000	$7,654.38

(1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers any additional securities to be offered or issued in connection with stock splits, stock dividends or similar transactions.

(2) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and the low prices of the Registrant s Common Stock on February 24, 2009, as reported on the New York Stock Exchange.

(3) Fidelity National Information Services, Inc. 2008 Omnibus

	Incentive Plan, which was adopted by the Registrant s board of directors and later approved by the Registrant s shareholders at the Annual Meeting of Shareholders held on May 29, 2008.

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EXPLANATORY NOTE

This Registration Statement on Form S-8 registers shares of common stock, par value $0.01 per share (the Common Stock), of Fidelity National Information Services, Inc., a Georgia corporation (the Registrant), which may be issued pursuant to the Fidelity National Information Services, Inc. 2008 Omnibus Incentive Plan (the Plan). The Plan, adopted by the Registrant s board of directors and later approved by the Registrant s shareholders at the Annual Meeting of Shareholders held on May 29, 2008, replaced the Certegy Inc. Stock Incentive Plan, as amended and restated on October 23, 2006 (the Certegy plan). The Plan authorizes awards in respect of an aggregate of 11,200,000 shares of the Registrant s common stock. This amount includes 10,500,000 shares newly authorized under the Plan, and 700,000 shares previously authorized under the Certegy plan which had not yet been awarded and were available for grant under the Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Securities and Exchange Commission (the SEC) are incorporated into this Registration Statement by reference:

(1) The Registrant s Annual Report on Form 10-K for the fiscal year ended December 31, 2008; and

(2) The description of the Registrant s Common Stock, par value $0.01 per share, contained in the Registrant s Registration Statement on Form 10, as amended (File No. 1-16427), filed with the SEC on April 3, 2001 under the Securities Exchange Act of 1934, as amended, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents with the SEC.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any subsequently filed document which also is incorporated by reference herein or any document which constitutes part of the prospectus relating to the Plan meeting the requirements of Section 10(a) of the Securities Act) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Ronald D. Cook, Executive Vice President, General Counsel and Corporate Secretary of the Registrant, whose opinion with respect to the Common Stock and rights is filed as Exhibit 5.1 hereto, is an officer of the Registrant and owns, as of February 16, 2009, approximately 90,971 shares of Common Stock, including shares that may be acquired within 60 days pursuant to the exercise of stock options.

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Item 6. Indemnification of Directors and Officers

The following summary is qualified in its entirety by reference to the complete text of the statutes referred to below, the Registrant s Amended and Restated Articles of Incorporation (the Articles) and Amended and Restated Bylaws (the Bylaws).

The Registrant is incorporated under the laws of the State of Georgia.

The Articles eliminate the liability of its directors to the Registrant or its shareholders for monetary damages for any action taken, or any failure to take action, as a director to the extent permitted under the Georgia Business Corporation Code (the Code). The Registrant s directors remain liable, however, for:

any appropriation, in violation of the director s duties, of any business opportunity;

acts or omissions that involve intentional misconduct or a knowing violation of law;

unlawful corporate distributions as set forth in Section 14-2-832 of the Code; or

any transactions from which the director received an improper personal benefit.

If the Code is amended to authorize corporate action further eliminating or limiting the personal liability of directors, the liability of the Registrant s directors will be eliminated or limited to the fullest extent permitted by the Code, as amended, without further action by the Registrant s shareholders. These provisions in the Articles may limit the remedies available to a shareholder in the event of breaches of any director s duties.

The Bylaws require the Registrant to indemnify and hold harmless any director or officer who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative or investigative, including any action or suit by or in the right of the Registrant, because the person is or was a Registrant director or officer against liability incurred in such proceeding. The Bylaws generally prohibit the Registrant from indemnifying any officer or director who is adjudged liable to the Registrant or is subjected to injunctive relief in favor of the Registrant for:

any appropriation, in violation of the director s or officer s duties, of any business opportunity;

acts or omissions that involve intentional misconduct or a knowing violation of law;

unlawful corporate distributions as set forth in Section 14-2-832 of the Code; or

any transactions from which the director derived an improper personal benefit.

The Bylaws require the Registrant, under certain circumstances, to advance expenses to Registrant officers and directors who are parties to an action, suit, or proceeding for which indemnification may be sought. The Bylaws permit, but do not require, the Registrant to indemnify and advance expenses to its employees or agents who are not officers or directors to the same extent and subject to the same conditions that a corporation could, without shareholder approval under Section 14-2-856 of the Code.

The Agreement and Plan of Merger dated as of September 14, 2005 among the Registrant, one of the Registrant s wholly owned subsidiaries and Fidelity National Information Services, Inc., a Delaware corporation, obligates the Registrant to indemnify and hold harmless anyone who was a director or officer of the Registrant or its subsidiaries before the closing of the merger contemplated by the merger agreement against any costs or expenses, including reasonable attorneys fees, or other loss or liability incurred in connection with any claim or proceeding arising out of matters existing or occurring at or prior to the effective time of the merger, including any matters arising in connection with the merger and related transactions, to the fullest extent permitted by applicable law. The Registrant is also obligated under the merger agreement to advance expenses as incurred to the fullest extent permitted under applicable law, provided that the person to whom expenses are advanced provides an undertaking to repay such advances if it is ultimately determined that such person is not entitled to indemnification.

The Registrant s directors and officers are insured against losses arising from any claim against them as such for wrongful acts or omissions, subject to certain limitations. Additionally, under the merger agreement, the Registrant

purchased a six-year tail prepaid non-cancelable run-off insurance policy to cover anyone who was a director or officer of the Registrant or its subsidiaries prior to the closing of the merger for events, acts, or omissions

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occurring on or prior to the closing, including those occurring in connection with the merger and related transactions.

Item 7. Exemption From Registration Claimed

Not Applicable.

Item 8. Exhibits

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit Number	Description
4.1	Amended and Restated Articles of Incorporation of Fidelity National Information Services, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on February 6, 2006).
4.2	Amended and Restated Bylaws of Fidelity National Information Services, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed on February 6, 2006).
4.3	Form of certificate representing Fidelity National Information Services, Inc. Common Stock (incorporated by reference to Exhibit 4.3 to Registration Statement on Form S-3 filed on February 6, 2006).
5.1	Opinion of Counsel.
10.1	Fidelity National Information Services, Inc. 2008 Omnibus Incentive Plan, effective as of May 29, 2008 (incorporated by reference to Annex A to Definitive Proxy Statement on Schedule 14A filed on April 15, 2008). (1)
23.1	Consent of Counsel (included in Exhibit 5.1).
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature pages of this Registration Statement).

(1) Management Contract or Compensatory Plan.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the

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aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on February 27, 2009.

FIDELITY NATIONAL INFORMATION SERVICES, INC.

/s/ Lee A. Kennedy
Lee A. Kennedy
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned directors and officers of Fidelity National Information Services, Inc., hereby severally appoint Lee A. Kennedy and George P. Scanlon, and each of them individually, with full powers of substitution and resubstitution, our true and lawful attorneys, with full powers to them and each of them to sign for us, in our names and in the capacities indicated below, any and all amendments to such Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that such attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Lee A. Kennedy Lee A. Kennedy	President, Chief Executive Officer and Director (Principal Executive Officer)	February 27, 2009
/s/ George P. Scanlon George P. Scanlon	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2009
/s/ Robert M. Clements Robert M. Clements	Director	February 27, 2009
/s/ William P. Foley, II William P. Foley, II	Director and Executive Chairman	February 27, 2009

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Signature	Title	Date
/s/ Thomas M. Hagerty	Director	February 27, 2009
Thomas M. Hagerty		
/s/ Keith W. Hughes	Director	February 27, 2009
Keith W. Hughes		
/s/ David K. Hunt	Director	February 27, 2009
David K. Hunt		
/s/ Richard N. Massey	Director	February 27, 2009
Richard N. Massey		

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