

Fidelity National Information Services, Inc.
Form S-4/A
October 13, 2015
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As filed with the Securities and Exchange Commission on October 9, 2015

Registration No. 333-206832

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

Amendment No. 1
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	7389 (Primary Standard Industrial	37-1490331 (I.R.S. Employer
Incorporation or Organization)	Classification Code Number) 601 Riverside Avenue	Identification Number)

Jacksonville, Florida 32204

(904) 438-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Michael P. Oates

Corporate Executive Vice President, General Counsel and Corporate Secretary

601 Riverside Avenue

Jacksonville, Florida 32204

(904) 438-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Robert S. Rachofsky

William R. Dougherty

Adam M. Turteltaub

Elizabeth A. Cooper

Willkie Farr & Gallagher LLP

Simpson Thacher & Bartlett LLP

787 Seventh Avenue

425 Lexington Avenue

New York, NY 10019

New York, NY 10017

(212) 728-8000

(212) 455-2000

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 Mergers described in the enclosed consent solicitation statement/prospectus.

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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 (Do not check if a smaller reporting company) Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this consent solicitation statement/prospectus is not complete and may be changed. FIS may not sell these securities until the registration statement filed with the Securities and Exchange Commission, of which this document is a part, is declared effective. This consent solicitation statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any representation to the contrary is a criminal offense.

Subject to completion, dated October 9, 2015

**CONSENT SOLICITATION STATEMENT
OF SUNGARD**

**PROSPECTUS OF FIDELITY NATIONAL
INFORMATION SERVICES, INC.**

[], 2015

To Stockholders of SunGard:

As you may be aware, SunGard and SunGard Capital Corp. II (which we refer to collectively as the SunGard Companies) entered into an Agreement and Plan of Merger, dated as of August 12, 2015 (which we refer to as the Merger Agreement), among Fidelity National Information Services, Inc. (which we refer to as FIS) and three of FIS wholly owned subsidiaries, pursuant to which, through a series of mergers, the SunGard Companies will be merged into wholly owned subsidiaries of FIS (which we collectively refer to as the Mergers).

The aggregate purchase price paid by FIS will consist of \$2,288,700,000 in cash, subject to adjustment pursuant to the Merger Agreement, and 44,663,899 shares of FIS common stock (which we collectively refer to as the merger consideration), less the number of FIS shares representing unvested RSUs of the SunGard Companies that will be converted into RSUs of FIS upon completion of the Mergers.

FIS common stock is traded on the New York Stock Exchange under the symbol FIS. On August 11, 2015, the last trading day prior to the announcement of the Mergers, the last reported sale price of FIS common stock on the NYSE was \$65.07. On [], 2015, the most recent practicable date prior to the printing of this consent solicitation statement/prospectus, the last reported sale price of FIS common stock on the NYSE was \$ []. We urge you to obtain current stock price quotations for FIS common stock from a newspaper, the internet or your broker.

The SunGard board of directors has considered the Mergers and the terms of the Merger Agreement and has unanimously determined that the Mergers and the Merger Agreement are advisable, fair to and in the best interest of SunGard and its stockholders. Accordingly, the SunGard board of directors has unanimously adopted and approved the Mergers and the Merger Agreement. However, the adoption of the Merger Agreement by (i) written consent of the holders of a majority of the outstanding shares of SunGard common stock entitled to vote, (ii) the affirmative vote or written consent of the Majority Principal Investors (as defined below) and (iii) the approval of the Requisite Principal Investors (as defined below) is required for the Mergers to close, and you are being sent this document to ask you to

adopt and approve the Merger Agreement and the Mergers by executing and returning the written consent furnished with this consent solicitation statement/prospectus. No vote of FIS stockholders is required to complete the Mergers.

Following entry by the parties into the Merger Agreement, certain stockholders of SunGard, representing approximately 85% of the outstanding shares of SunGard common stock, entered into support and standstill agreements with FIS under which they have agreed to, promptly following such stockholders receipt of the accompanying consent solicitation statement/prospectus as declared effective by the Securities and Exchange Commission, execute and return consents with respect to their shares of SunGard common stock adopting and approving the Merger Agreement and the Mergers. Therefore, under the support agreements, we expect to receive a number of consents sufficient to satisfy the approval requirements described above.

The SunGard board of directors has set October 9, 2015 as the record date for determining holders of SunGard common stock entitled to execute and deliver written consents with respect to this solicitation. If you are a record holder of outstanding SunGard common stock on that date, you are urged to complete, date and sign the enclosed written consent and promptly return it to SunGard. See the section entitled Solicitation of Written Consents beginning on page 40.

We encourage you to read carefully this consent solicitation statement/prospectus and the documents incorporated by reference into this consent solicitation statement/prospectus in their entirety, including the section entitled Risk Factors beginning on page 28.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this consent solicitation statement/prospectus, or determined if this consent solicitation statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This consent solicitation statement/prospectus is dated _____, 2015, and is first being mailed to SunGard stockholders on or about _____, 2015.

Russell P. Fradin
President and Chief Executive Officer

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ADDITIONAL INFORMATION

The accompanying consent solicitation statement/prospectus incorporates important business and financial information about FIS from documents that FIS has filed with the Securities and Exchange Commission (SEC) but that have not been included in or delivered with the accompanying consent solicitation statement/prospectus. For a listing of documents incorporated by reference into the accompanying consent solicitation statement/prospectus, see **Where You Can Find Additional Information** beginning on page 181 of the accompanying consent solicitation statement/prospectus.

FIS will provide you with copies of such documents (excluding all exhibits, unless FIS has specifically incorporated by reference an exhibit in the accompanying consent solicitation statement/prospectus), without charge, upon written or oral request to:

Fidelity National Information Services, Inc.

601 Riverside Avenue

Jacksonville, Florida 32204

Attn: Investor Relations

Telephone: (904) 438-6282

To ensure timely delivery, any request should be made at least five business days before _____, 2015, the targeted final date for receipt of written consents.

You should rely only on the information contained in or incorporated by reference into the accompanying consent solicitation statement/prospectus. Neither FIS nor SunGard has authorized anyone to provide you with different information. The accompanying consent solicitation statement/prospectus is dated as of _____, 2015. You should not assume that information contained in the accompanying consent solicitation statement/prospectus is accurate as of any date other than that date. Neither the mailing of the accompanying consent solicitation statement/prospectus to SunGard stockholders nor the issuance by FIS of common stock in the Mergers will create any implication to the contrary.

ABOUT THE CONSENT SOLICITATION STATEMENT/PROSPECTUS

The accompanying consent solicitation statement/prospectus, which forms a part of a registration statement on Form S-4 filed with the SEC by FIS, constitutes a prospectus of FIS under Section 5 of the Securities Act of 1933, as amended, with respect to the shares of FIS common stock to be issued to SunGard stockholders and holders of SunGard equity-based awards in connection with the Mergers. The consent solicitation statement/prospectus also constitutes a consent solicitation statement of SunGard with respect to the proposal to adopt the Merger Agreement and thereby approve the Mergers and the other transactions contemplated by the Merger Agreement.

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SunGard

680 East Swedesford Road

Wayne, PA 19087

Notice of Solicitation of Written Consent

To Stockholders of SunGard:

Pursuant to an Agreement and Plan of Merger, dated as of August 12, 2015 (which we refer to as the Merger Agreement), among Fidelity National Information Services, Inc. (which we refer to as FIS), Seahawk Merger Sub 1, Inc., a wholly owned subsidiary of FIS (which we refer to as Merger Sub 1), Seahawk Merger Sub LLC, a wholly owned subsidiary of FIS (which we refer to as Merger Sub 2), Seahawk Merger Sub 3, Inc., a wholly owned subsidiary of FIS (which we refer to as Merger Sub 3), SunGard and SunGard Capital Corp. II (which we refer to as SCCII, and, together with SunGard, the SunGard Companies), Merger Sub 1 will merge with and into SunGard, with SunGard continuing as the surviving corporation (which we refer to as the Merger 1 Surviving Corporation), the Merger 1 Surviving Corporation will merge with and into Merger Sub 2, with Merger Sub 2 continuing as the surviving company (which we refer to as the Follow-On 1 Surviving Company), Merger Sub 3 will merge with and into SCCII, with SCCII continuing as the surviving corporation (which we refer to as the Merger 2 Surviving Corporation), and the Merger 2 Surviving Corporation will merge with and into the Follow-On 1 Surviving Company, with the Follow-On 1 Surviving Company continuing as the surviving company (which we refer to as the Surviving Company) and as a wholly owned subsidiary of FIS (which mergers we collectively refer to as the Mergers).

This consent solicitation statement/prospectus is being delivered to you on behalf of the SunGard board of directors to request that holders of SunGard common stock as of the record date of October 9, 2015 execute and return written consents to adopt and approve the Merger Agreement and the Mergers.

This consent solicitation statement/prospectus describes the proposed Mergers and the actions to be taken in connection with the Mergers and provides additional information about the parties involved. Please give this information your careful attention. A copy of the Merger Agreement is attached as Annex A to this consent solicitation statement/prospectus.

A summary of the appraisal rights that may be available to you is described in the section entitled "The Mergers Appraisal Rights" beginning on page 68 of the accompanying consent solicitation statement/prospectus. Please note that if you wish to exercise appraisal rights you must not sign and return a written consent approving the Mergers, or a consent that fails to indicate a decision on the proposal. However, so long as you do not return a consent form at all, it is not necessary to affirmatively vote against or disapprove the Mergers. In addition, you must take all other steps necessary to perfect your appraisal rights.

The SunGard board of directors has considered the Mergers and the terms of the Merger Agreement and has unanimously determined that the Mergers and the Merger Agreement are advisable, fair to and in the best interests of SunGard and its stockholders.

Please complete, date and sign the written consent furnished with this consent solicitation statement/prospectus and return it promptly to SunGard by one of the means described in the section entitled "Solicitation of Written Consents" beginning on page 40 of the accompanying consent solicitation statement/prospectus.

By Order of the Board of Directors,

Leslie S. Brush
Secretary

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The following are some questions that you, as a stockholder of SunGard (SunGard) or SunGard Capital Corp. II (SCCII, and together with SunGard, the SunGard Companies), may have regarding the Mergers (as defined below), and brief answers to those questions. SunGard urges you to carefully read the remainder of this consent solicitation statement/prospectus because the information in this section may not provide all the information that might be important to you with respect to the Mergers. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this consent solicitation statement/prospectus. All references in this consent solicitation statement/prospectus to FIS refer to Fidelity National Information Services, Inc., a Georgia corporation. FIS following the completion of the Mergers is sometimes referred to in this consent solicitation statement/prospectus as the combined company. In this consent solicitation statement/prospectus, the common stock, par value \$0.01 per share, of FIS is referred to as FIS common stock and the holders thereof are referred to as FIS stockholders, the Class L Common Stock, par value \$0.001 per share (the Class L Common Stock) and classes A-1 through A-8 common stock, each par value \$0.001 per share (collectively the Class A Common Stock), of SunGard is referred to as SunGard common stock, the 11.5% Cumulative Preferred Stock of SCCII, par value \$0.001 per share, is referred to as the SCCII preferred stock. SunGard and SCCII stockholders are sometimes referred to in this consent solicitation statement/prospectus as you. Unless the context otherwise requires, all references in this consent solicitation statement/prospectus to SunGard refer to SunGard and its consolidated subsidiaries, including SCCII.

Q: Why am I receiving this consent solicitation statement/prospectus?

A: FIS has agreed to acquire SunGard under the terms of an Agreement and Plan of Merger, dated as of August 12, 2015, by and among FIS, Seahawk Merger Sub 1, Inc., a Delaware corporation (Merger Sub 1), Seahawk Merger Sub, LLC, a Delaware limited liability company (Merger Sub 2), Seahawk Merger Sub 3, Inc., a Delaware corporation (Merger Sub 3), each a wholly owned subsidiary of FIS, SunGard and SCCII (as may be amended from time to time, the Merger Agreement). Pursuant to the Merger Agreement, (i) Merger Sub 1 will merge with and into SunGard (Merger 1), with SunGard continuing as the surviving corporation (the Merger 1 Surviving Corporation), (ii) the Merger 1 Surviving Corporation will merge with and into Merger Sub 2 (the Follow-On Merger 1), with Merger Sub 2 continuing as the surviving company (the Follow-On 1 Surviving Company), (iii) Merger Sub 3 will merge with and into SCCII (Merger 2), with SCCII continuing as the surviving corporation (the Merger 2 Surviving Corporation), and (iv) the Merger 2 Surviving Corporation will merge with and into the Follow-On 1 Surviving Company (the Follow-On Merger 2 and, together with Merger 1, Follow-On Merger 1 and Merger 2, the Mergers), with the Follow-On 1 Surviving Company continuing as the surviving company (the Surviving Company) and as a wholly owned subsidiary of FIS. See the section titled The Merger Agreement beginning on page 77 of this consent solicitation statement/prospectus. A copy of the Merger Agreement is attached to this consent solicitation statement/prospectus as Annex A. It is the legal document that governs the Mergers.

SunGard is providing these consent solicitation materials to the holders of SunGard common stock, and is soliciting such holders' written consent to the Merger Agreement proposal. These consent solicitation materials also constitute a prospectus with respect to the shares of FIS common stock to be issued to the holders of Class L Common Stock and SCCII preferred stock and holders of Vested SunGard Awards and unvested RSUs in the Mergers (each as defined below). This consent solicitation statement/prospectus contains important information about the Mergers and the Merger Agreement, and you should read this consent solicitation statement/prospectus carefully.

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Q: What will happen to SunGard and SCCII as a result of the Mergers, and what will I receive in the Mergers?

A: As a result of the Mergers, SunGard and SCCII will each merge with and into Merger Sub 2, a wholly owned subsidiary of FIS, and shares of SunGard common stock and SCCII common and preferred stock will be cancelled. Upon the closing of the Mergers, you will be entitled to receive a combination of cash and shares of FIS common stock.

Under the Merger Agreement, at the effective time of the Mergers and without any action on the part of the holder thereof, the outstanding shares of Class L Common Stock and SCCII preferred stock as well as all vested stock options, appreciation units and restricted stock units (RSUs) representing an interest in shares of SunGard and/or SCCII (collectively, Vested SunGard Awards) will be converted into the right to receive an aggregate of \$2,288,700,000 in cash, subject to certain adjustments, and 44,663,899 shares of common stock of FIS less the number of FIS shares underlying unvested RSUs of SunGard that will, at the closing of the Mergers be converted into the number of RSUs of FIS common stock obtained by dividing the value, as of shortly prior to the closing of the Mergers, of the aggregate merger consideration that would have otherwise been payable in respect of the Class L Common Stock and SCCII preferred stock underlying such unvested RSU by the value, as of shortly prior to the closing of the Mergers, of a share of FIS common stock. Each outstanding share of Class A Common Stock and SCCII common stock will be cancelled, retired and cease to exist, and no consideration will be delivered in exchange therefor.

For a full description of the merger consideration, see the section titled The Merger Agreement Effects of the Mergers; Merger Consideration beginning on page 78 of this consent solicitation statement/prospectus.

Q: Why are FIS and SunGard proposing the Mergers?

A: FIS and SunGard believe that combining the strengths of the two companies is in the best interests of their respective companies and stockholders. The Mergers of FIS and SunGard will position the combined company to offer a broad range of enterprise banking and capital markets capabilities to empower financial institutions and businesses worldwide. To review the reasons for the Mergers in greater detail, see the sections titled The Mergers Recommendation of the SunGard Board of Directors and Its Reasons for the Mergers beginning on page 53 of this consent solicitation statement/prospectus and The Mergers FIS Reasons for the Mergers beginning on page 62 of this consent solicitation statement/prospectus.

Q: Does the board of directors of SunGard support the Mergers?

A: Yes. The board of directors of SunGard (the SunGard Board) has declared that the Mergers and the transactions contemplated by the Merger Agreement are advisable, fair to and in the best interests of SunGard and its stockholders, and unanimously recommends that SunGard stockholders adopt the Merger Agreement and thereby approve the Mergers and the other transactions contemplated by the Merger Agreement by executing and delivering the written consent furnished with this consent solicitation statement/prospectus.

Q: What happens if the Mergers are not completed?

A: If the Merger Agreement is not adopted by the SunGard stockholders or if the Mergers are not completed for any other reason, you will not receive any payment for your shares of Class L Common Stock or SCCII preferred stock in connection with the Mergers. Instead, SunGard and SCCII will remain as independent companies.

Q: What am I being asked to approve?

A: You are being asked to adopt the Merger Agreement and thereby approve the Mergers and the other transactions contemplated by the Merger Agreement.

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Q: Who is entitled to give a written consent?

A: The SunGard Board has set October 9, 2015, which is referred to as the record date in this consent solicitation statement/prospectus, as the record date for determining SunGard stockholders entitled to sign and deliver written consents with respect to this consent solicitation. Holders of outstanding shares of SunGard common stock as of the close of business on the record date will be entitled to give a consent using the form of written consent furnished with this consent solicitation statement/prospectus. The holders of Class A Common Stock and Class L Common Stock vote together as a single class, with each share entitled to one vote.

Q: What approval is required to adopt the Merger Agreement?

A: The Mergers cannot be completed unless stockholders of SunGard adopt the Merger Agreement and thereby approve the Mergers and the other transactions contemplated by the Merger Agreement. Adoption of the Merger Agreement requires the approval of (i) the written consent of the holders of a majority of the outstanding shares of SunGard common stock entitled to vote, (ii) the affirmative vote or written consent of the Majority Principal Investors (as defined below) and (iii) the approval of the Requisite Principal Investors (as defined below). As of the close of business on the record date, there were 290,959,708 shares of SunGard common stock outstanding and entitled to vote.

Following entry by the parties into the Merger Agreement, certain beneficial owners of shares of SunGard common stock affiliated with Bain Capital Partners, LLC, Providence Equity Partners, Silver Lake Partners, The Blackstone Group, Goldman, Sachs & Co., KKR & Co., L.P. and TPG Capital (the Sponsor Stockholders), entered into Support and Standstill Agreements (the Support and Standstill Agreements) with FIS. The Class A Common Stock, Class L Common Stock and SCCII preferred stock subject to the Support and Standstill Agreements constituted approximately 85% of the outstanding shares of each of the Class A Common Stock, Class L Common Stock and SCCII preferred stock as of the date of the Merger Agreement. On the terms and conditions set forth in the Support and Standstill Agreements, each Sponsor Stockholder agreed to deliver a written consent adopting the Merger Agreement and approving the Mergers following the delivery of an effective registration statement on Form S-4 filed by FIS with respect to the shares of FIS common stock to be offered in the Mergers, and further, vote in favor of adopting the Merger Agreement and approving the Mergers at any meeting of SunGard and SCCII stockholders and against, among other things, another acquisition proposal or merger. Therefore, under the support and standstill agreements, SunGard expects to receive a number of consents sufficient to satisfy the approval requirement for the Merger Agreement. The Support and Standstill Agreements each contains a customary standstill provision, as well as a non-solicitation provision relating to certain members of the executive management team of SunGard, each of which are effective from the closing date of the Mergers until, in the case of the standstill provision, the date on which the applicable Sponsor Stockholders no longer beneficially own an aggregate of at least 0.5% of the common stock of FIS, and, in the case of the non-solicitation provision, the date that is one year following the closing date of the Mergers. The Support and Standstill Agreements will generally remain in full force and effect until fully performed by the parties thereto, with limited exceptions, including termination upon the termination of the Merger Agreement in accordance with its terms. See the section titled Material Contracts Between the Parties The Support and Standstill Agreements beginning on page 97 of this consent solicitation statement/prospectus. A copy of each Support and Standstill Agreement entered into by the Sponsor Stockholders is attached to this consent solicitation statement/prospectus as Annexes B H.

As of the close of business on the record date, excluding shares of SunGard common stock held by the Sponsor Stockholders, all directors and executive officers of SunGard collectively owned and were entitled to grant consents

with respect to 1,017,623 shares of SunGard common stock, or approximately 0.35% of the issued and outstanding shares of SunGard common stock as of the close of business on that date. SunGard currently expects that its executive officers will deliver written consents adopting the Merger Agreement.

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Q: What options do I have with respect to the proposed Mergers?

A: With respect to the shares of SunGard common stock that you hold, you may execute a written consent to approve the Merger Agreement proposal (which is equivalent to a vote for the proposal) or to disapprove the Merger Agreement proposal (which is equivalent to a vote against the proposal). If you are a record holder and you return a signed written consent without indicating your decision on the Merger Agreement proposal, you will have been deemed to have given your consent to approve the Merger Agreement proposal. If you fail to execute and return your written consent, or otherwise withhold your written consent or abstain, it has the same effect as voting against the Merger Agreement proposal.

Q: Can I dissent and require appraisal of my shares?

A: If you are a SunGard stockholder who does not approve the Mergers by delivering a written consent adopting the Merger Agreement, you will, by strictly complying with Section 262 of the General Corporation Law of the State of Delaware (the DGCL), be entitled to appraisal rights. Section 262 of the DGCL is attached to this consent solicitation statement/prospectus as Annex J. Failure to follow precisely any of the statutory procedures set forth in Annex J may result in the loss or waiver of appraisal rights under Delaware law. Delaware law requires that, among other things, you send a demand for appraisal to the Surviving Company after receiving a notice from SunGard or FIS that appraisal rights are available to you, which notice will be sent to non-consenting SunGard stockholders in the future. **This consent solicitation statement/prospectus is not intended to constitute such a notice. Do not send in your demand before the date of such notice because any demand for appraisal made prior to your receipt of such notice may not be effective to perfect your rights.** See the section titled "The Mergers Appraisal Rights" beginning on page 68 of this consent solicitation statement/prospectus.

Q: How can I return my written consent?

A: If you hold shares of SunGard common stock as of the close of business on the record date and you wish to submit your consent, you must fill out the enclosed written consent, date and sign it, and promptly return it to SunGard. Once you have completed, dated and signed your written consent, deliver it to SunGard by faxing your written consent to SunGard, Attention: Secretary, at (646) 445-8171, by emailing a .pdf copy of your written consent to consent@sungard.com or by mailing your written consent to SunGard at 680 East Swedesford Road, Wayne, PA 19087, Attention: Secretary. SunGard does not intend to hold a stockholders meeting to consider the Merger Agreement proposal, and, unless SunGard decides to hold a stockholders meeting for such purpose, you will be unable to vote in person by attending a stockholders meeting.

Q: What if I am a record holder and I don't indicate a decision with respect to the Merger Agreement proposal?

A: If you are a record holder and you return a signed written consent without indicating your decision on the Merger Agreement proposal, you will have been deemed to have given your consent to approve the Merger Agreement proposal.

Q: What is the deadline for returning my written consent?

A: The SunGard Board has set 11:59 p.m., on _____, 2015 as the targeted final date for the receipt of written consents, which date is referred to as the target date in this consent solicitation statement/prospectus. The target date is the date on which SunGard expects to receive the written consents of the Sponsor Stockholders under the Support and Standstill Agreements. SunGard reserves the right to extend the final date for the receipt of written consents beyond _____, 2015. Any such extension may be made without notice to SunGard stockholders. Once a sufficient number of consents to adopt the Merger Agreement have been received, the consent solicitation will conclude.

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Q: Can I change or revoke my written consent?

A: Yes, you may revoke your consent (subject to any contractual obligations you may otherwise have) or, if you have previously revoked your consent, submit a new written consent at any time prior to 11:59 p.m., New York City time on the target date (or, if earlier, before the consents of a sufficient number of shares to approve the applicable proposal have been filed with the Secretary of SunGard), by faxing your revocation or new written consent to SunGard, Attention: Secretary, at (646) 445-8171, by emailing a .pdf copy of your revocation or new written consent to consent@sungard.com or by mailing your revocation or new written consent to SunGard at 680 East Swedesford Road, Wayne, PA 19087, Attention: Secretary.

Q: Do I need to send in my SunGard or SCCII stock certificates now?

A: No, although you may, provided that at whatever time you send your SunGard or SCCII stock certificates, you send them together with the letter of transmittal accompanying this consent solicitation statement/prospectus. Accompanying this consent solicitation statement/prospectus is a letter of transmittal and instructions on how to exchange certificates representing your shares of SunGard common stock and SCCII preferred stock for the merger consideration to which you are entitled under the Merger Agreement. Please complete and return this letter of transmittal along with your certificates (unless SunGard currently holds your certificates on your behalf) as provided in the instructions included with the letter of transmittal. If the Merger Agreement is terminated without the completion of the Mergers, if applicable, your certificates will be returned to you. On the closing date of the Mergers, FIS will cause the exchange agent to pay to each SunGard stockholder who has surrendered its SunGard or SCCII stock certificates, if applicable, and delivered a properly completed and duly executed letter of transmittal by the second business day prior to the closing date, the merger consideration to which such stockholder is entitled under the Merger Agreement. Following the closing date of the Mergers, the exchange agent will pay to each SunGard stockholder who has surrendered its SunGard or SCCII stock certificates, if applicable, and delivered a properly completed and duly executed letter of transmittal after the second business day prior to the closing date, the applicable merger consideration within five business days from receipt by the exchange agent of such certificates, if applicable, and properly completed and duly executed letter of transmittal. Do not submit a letter of transmittal and your stock certificates if you want to exercise rights of appraisal, as doing so may eliminate those rights.

Q: What are the material United States federal income tax consequences of the Mergers to SunGard common stockholders and SCCII preferred stockholders?

A: It is expected that Merger 2 together with the Follow-On Merger 2, and it is possible that Merger 1 together with the Follow-On Merger 1, will constitute a tax-free reorganization for United States federal income tax purposes under Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). However, there can be no assurance that this will be the case. For example, if the Parent Measurement Price (as defined below), is less than \$62.63, then it is likely that Merger 1 together with the Follow-On Merger 1 will not constitute a tax-free reorganization for United States federal income tax purposes under the Code.

Assuming that the Mergers qualify as reorganizations as described above;

- (i) SunGard common stockholders who exchange their shares of SunGard common stock for shares of FIS common stock and cash must generally recognize gain (but not loss) on the exchange in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the fair market value of the shares (including any fractional shares) of FIS common stock and cash received pursuant to Merger 1 (excluding any cash received in lieu of fractional shares) over the shareholder's adjusted tax basis in its shares of SunGard common stock surrendered pursuant to Merger 1), or (2) the amount of cash (excluding any cash received in lieu of fractional shares) received pursuant to Merger 1, and

- (ii) SCCII preferred stockholders who exchange their shares of SCCII preferred stock for shares of FIS common stock and cash must generally recognize gain (but not loss) on the exchange in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the fair market value

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of the shares (including any fractional shares) of FIS common stock and cash received pursuant to Merger 2 (excluding any cash received in lieu of fractional shares) over the shareholder's adjusted tax basis in its shares of SCCII preferred stock surrendered pursuant to Merger 2), or (2) the amount of cash (excluding any cash received in lieu of fractional shares) received pursuant to Merger 2.

You should read the section titled "The Mergers – Material United States Federal Income Tax Consequences of the Transaction" beginning on page 72 of this consent solicitation statement/prospectus for a more complete discussion of the material United States federal income tax consequences of the Mergers. Tax matters can be complicated and the tax consequences of the Mergers to you will depend on your particular tax situation. FIS and SunGard urge you to consult your tax advisor to determine the tax consequences of the Mergers to you.

Q: When are the Mergers expected to be completed?

A: FIS and SunGard expect to complete the Mergers during the fourth quarter of 2015, subject to the receipt of regulatory approvals and the satisfaction or waiver of the other conditions to the Mergers contained in the Merger Agreement. However, it is possible that factors outside the control of FIS and SunGard could require FIS and SunGard to complete the Mergers at a later time or not complete them at all.

Q: Who can help answer my questions?

A: If you have any questions about the Mergers or how to return your written consent or letter of transmittal, or if you need additional copies of this consent solicitation statement/prospectus or a replacement written consent or letter of transmittal, you should contact equity@sungard.com.

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SUMMARY

*This summary highlights selected material information contained in this consent solicitation statement/prospectus. This summary may not contain all of the information that may be important to you. For a more complete description of the Merger Agreement, the Mergers and the other transactions contemplated by the Merger Agreement, FIS and SunGard encourage you to carefully read this entire consent solicitation statement/prospectus, including the attached annexes. In addition, FIS and SunGard encourage you to read the information incorporated by reference into this consent solicitation statement/prospectus, which includes important business and financial information about FIS that has been filed with the SEC. You may obtain the information incorporated by reference into this consent solicitation statement/prospectus without charge by following the instructions in the section titled *Where You Can Find Additional Information* beginning on page 181 of this consent solicitation statement/prospectus. FIS and SunGard have included page references parenthetically to direct you to a more complete description of the topics presented in this summary.*

The Companies

(see page 43)

Fidelity National Information Services, Inc.

FIS is a global leader in banking and payments technology as well as consulting and outsourcing solutions. With a long history deeply rooted in the financial services sector, FIS serves more than 14,000 institutions in over 130 countries. Headquartered in Jacksonville, Florida, FIS employs approximately 42,000 people worldwide and holds leadership positions in payment processing and banking solutions. Through its Capco brand, FIS delivers globally a wide range of information technology consulting, advisory and transformational services to financial institutions. Providing software, services and outsourcing of the technology that drives financial institutions, FIS is a member of the Fortune 500 and is a member of Standard & Poor's 500 Index. Fidelity National Information Services, Inc. is a Georgia corporation and its executive offices are located at 601 Riverside Avenue, Jacksonville, Florida 32204, and its telephone number at that location is (904) 438-6000.

FIS common stock trades on the New York Stock Exchange (the NYSE) in this consent solicitation statement/prospectus, under the symbol FIS.

Additional information about FIS and its subsidiaries is included in the documents incorporated by reference into this consent solicitation statement/prospectus. See the section titled *Where You Can Find Additional Information* beginning on page 181 of this consent solicitation statement/prospectus.

Seahawk Merger Sub 1, Inc.

Merger Sub 1, a wholly owned subsidiary of FIS, is a Delaware corporation that was formed on August 10, 2015 solely for the purpose of entering into the Merger Agreement and effecting the Mergers and the other transact