

FIFTH THIRD BANCORP
Form 3
March 21, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| FIFTH THIRD BANCORP | | (Month/Day/Year) | Vantiv, Inc. [VNTV] | |
| (Last) | (First) | (Middle) | 03/21/2012 | |
| 38 FOUNTAIN SQUARE PLAZA | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| CINCINNATI, OH 45263 | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | |
| | | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-------------------------------------|---|--|---|
| Class B Common Stock ⁽¹⁾ | 78,240,102 | I | By Fifth Third Bank ⁽²⁾ |
| Class B Common Stock ⁽¹⁾ | 7,765,098 | I | By FTFS Partners, LLC ⁽³⁾ |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

Edgar Filing: FIFTH THIRD BANCORP - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------------------|----------------------------|---------------------|---|---------------------------|
| Class B Units of Vantiv Holding, LLC | Â (4) | Â (4) | Class A Common Stock | 78,240,102 | \$ (4) | I | By Fifth Third Bank (2) |
| Class B Units of Vantiv Holding, LLC | Â (4) | Â (4) | Class A Common Stock | 7,765,098 | \$ (4) | I | By FTFS Partners, LLC (3) |
| Warrant to Buy Class C Non-Vtg Units of Vantiv Holding, LLC | Â (5) | 06/30/2029 | Class A Common Stock (6) | 20,378,027 | \$ 15.98 | I | By Fifth Third Bank (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FIFTH THIRD BANCORP 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263 | Â X | Â X | Â | Â |

Signatures

Paul L. Reynolds, Executive Vice President, Secretary and Chief Risk Officer of Fifth Third Bancorp

03/21/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The Class B Common Stock provides Fifth Third Bank and FTFS Partners, LLC (together with their affiliates, the "Fifth Third Investors") with up to 18.5% of the aggregate voting power of Vantiv, Inc.'s common stock (other than in connection with a stockholder vote with respect to a change of control, in which event the Class B Common Stock will provide the Fifth Third Investors with the full number of votes equal to the number of shares of Class B Common Stock they own) but has no economic rights. If the Fifth Third Investors acquire shares of Class A Common Stock in the future, the voting power of the Class B Common Stock will be reduced by an equivalent amount. Upon an exchange of Class B Units of Vantiv Holding, LLC for shares of Class A Common Stock of Vantiv, Inc. as described in note 4, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be cancelled.
- (1) Fifth Third Bank is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.
 - (2) FTFS Partners, LLC is a wholly owned subsidiary of Fifth Third Bank, which is a wholly owned subsidiary of Fifth Third Financial Corporation, which is a wholly owned subsidiary of Fifth Third Bancorp.
 - (3) The Fifth Third Investors acquired Class B Units of Vantiv Holding, LLC, a subsidiary of Vantiv, Inc., on June 30, 2009. Following the consummation of the initial public offering of Class A Common Stock of Vantiv, Inc. and the expiration of the 180-day underwriters' lock-up, the Fifth Third Investors will have the right, pursuant to and subject to the limitations in the Exchange Agreement among Fifth Third Bank, FTFS Partners, LLC, Vantiv, Inc. and Vantiv Holding, LLC (the "Exchange Agreement"), to exchange Class B Units of Vantiv Holding, LLC for shares of Class A Common Stock of Vantiv, Inc. on a one-for-one basis or, at Vantiv, Inc.'s option, for cash. Upon such exchange for Class A Common Stock, an equivalent number of shares of Class B Common Stock of Vantiv, Inc. will be

Edgar Filing: FIFTH THIRD BANCORP - Form 3

cancelled. The Fifth Third Investors are prohibited by the Exchange Agreement from owning more than 18.5% of the Class A Common Stock at any time.

Following the IPO of Vantiv, Inc. and the expiration of the 180 day lock-up period, the Warrant will be freely exercisable subject to (i) the receipt of a private ruling from the IRS stating that the exercise of the Warrant will not cause a deemed transfer taxable to Vantiv, Inc. of an interest in the capital of Vantiv Holding for tax purposes from Vantiv, Inc. to the party exercising the Warrant, or a capital shift that causes a taxable event for Vantiv, Inc., (ii) enactment of final regulations to clarify that no taxes will be payable upon exercise of the

(5) Warrant due to a capital shift that causes a taxable event for Vantiv, Inc. or (iii) Fifth Third Bank or another creditworthy entity providing an indemnity to Vantiv, Inc equal to 70% of any taxes payable by it in respect to any income recognized by Vantiv Holding or Vantiv, Inc. resulting from such a capital shift that may be caused by exercise of the Warrant (except in certain circumstances, including a change of control).

If and when issued, the Class C Non-Voting Units will be exchangeable by Fifth Third Bank on a one-for-one basis for shares of Class A

(6) Common Stock of Vantiv, Inc., pursuant to and subject to the limitations in the Exchange Agreement, including the 18.5% ownership limit, as described in note 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.