

Edgar Filing: Fidelity National Information Services, Inc. - Form SC 13D

Fidelity National Information Services, Inc.  
Form SC 13D  
February 07, 2006

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )\*

Fidelity National Information Services, Inc.

-----  
(NAME OF ISSUER)

Common Stock, par value \$.01 per share

-----  
(TITLE OF CLASS OF SECURITIES)

31620M 10 6  
(CUSIP NUMBER)

David Spuria, Esq.  
Texas Pacific Group  
301 Commerce Street, Suite 3300  
Fort Worth, TX 76102  
(817) 871-4000

WITH COPIES TO:  
James Westra, Esq.  
Weil, Gotshal & Manges LLP  
100 Federal Street  
34th Floor  
Boston, MA 02110  
(617) 772-8300

-----  
( NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO  
RECEIVE NOTICES AND COMMUNICATIONS)

February 1, 2006

-----  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 31620M 10 6		13D
1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	TPG ADVISORS III, INC. [ ]
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
	NUMBER OF SHARES	7 SOLE VOTING POWER: 1,134,533
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: 13,256,464 (S)
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: 1,134,533
	PERSON WITH	10 SHARED DISPOSITIVE POWER: 13,256,464 (S)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	14,390,997 (S)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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CUSIP No. 31620M 10 6		13D
1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	TPG ADVISORS IV, INC. [ ]
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
	NUMBER OF SHARES	7 SOLE VOTING POWER: -0-
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: 13,256,464 (S)
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: -0-
	PERSON WITH	10 SHARED DISPOSITIVE POWER: 13,256,464 (S)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 13,256,464 (S)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER

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The class of equity to which this Statement on Schedule 13D (this "Schedule 13D") relates is common stock, par value \$.01 per share, of Fidelity National Information Services, Inc. ("FIS Common Stock")

Fidelity National Information Services, Inc. (formerly known as Certegy Inc.) ("FIS" or the "Company") is a Georgia corporation with its principal executive offices located at 601 Riverside Avenue, Jacksonville, FL 32204.

### ITEM 2. IDENTITY AND BACKGROUND.

(a), (b) and (c)

This Schedule 13D is being filed jointly on behalf of the following persons (collectively, the "Reporting Persons"): TPG Advisors III, Inc., a Delaware corporation ("Advisors III") and TPG Advisors IV, Inc., a Delaware corporation ("Advisors IV").

The address of each of the Reporting Persons is 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102.

The principal business of each of the Reporting Persons is serving as the sole general partner of related entities engaged in making investments in securities of public and private corporations.

The name, residence or business address, and present principal occupation or employment of each director, executive officer and controlling person of each of the Reporting Persons are described on Schedule I hereto.

Except as otherwise indicated on Schedule I hereto, each of the Reporting Persons and the individuals referred to on Schedule I hereto is a United States citizen.

(d) and (e)

During the last five years, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any person named in Schedule I, has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

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### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Advisors III acquired 14,390,997 shares of FIS Common Stock on February 1, 2006 pursuant to the Agreement and Plan of Merger, dated as of September 14, 2005, by and among Certegy Inc., a Georgia corporation ("Certegy"), C Co Merger Sub, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of Certegy ("Merger Co") and Fidelity National Information Services, Inc., a Delaware corporation ("FIS DE") (the "Merger Agreement"). Pursuant to the Merger Agreement, FIS DE was merged with and into Merger Co (the "Merger"). Immediately following the Merger, Certegy was renamed "Fidelity National Information Services, Inc." In connection with the Merger, each share of FIS DE common stock issued and outstanding immediately prior to the effective time of the Merger automatically converted into the right to receive 0.6396 shares of FIS Common Stock. The Reporting Persons held 23,536,000 shares of common stock of FIS DE that were converted into the 14,390,997 shares of FIS Common Stock on February 1, 2006.

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The description of the Merger Agreement in this Schedule 13D is qualified in its entirety by reference to such agreement, which is included as an Exhibit hereto and incorporated by reference herein.

### ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons acquired 14,390,997 shares, in the aggregate, of FIS Common Stock as merger consideration for the shares of common stock of FIS DE that the Reporting Persons owned prior to the Merger. All of the shares of FIS Common Stock held by the Reporting Persons were acquired primarily for investment purposes. Each of the Reporting Persons intends to monitor its investment in FIS on an ongoing basis and to take such measures as it deems appropriate from time to time in furtherance of such interests. Each of the Reporting Persons may from time to time acquire additional FIS Common Stock, dispose of some or all of the shares of FIS Common Stock then beneficially owned by it, discuss FIS's business, operations, or other affairs with FIS's management, board of directors, shareholders or others, explore an extraordinary corporate transaction, such as a sale, merger, reorganization or liquidation involving FIS or take such other actions similar to those enumerated above or as such Reporting Person may deem appropriate. Notwithstanding the foregoing, except as described in this Item 4 and in Item 6, none of the Reporting Persons has any present plan or proposal which relate to or would result in any of the matters referred to in Items (a) through (j) of Item 4 of Schedule 13D of the Securities and Exchange Commission. Each Reporting Person does, however, reserve the right to adopt such plans or proposals subject to compliance with applicable regulatory requirements.

As further described in Item 6 below, the Reporting Persons became parties to a Shareholders Agreement, dated September 14, 2005, among FIS, the Reporting Persons and the other shareholders of FIS DE (the "Shareholders Agreement"), in connection with the Merger, which grants the Reporting Persons (collectively) the right to designate one individual who will serve as a member of the board of directors of FIS. Marshall Haines has been designated by the Reporting Persons to the board of directors of FIS.

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### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

TPG Parallel III, L.P., TPG Investors III, L.P., FOF Partners III, L.P., FOF Partners III-B and TPG Dutch Parallel III, C.V. (collectively, the "TPG III Funds") collectively own 1,134,533 shares of FIS Common Stock directly, and TPG FNIS Holdings, LLC ("TPG FNIS") owns 13,256,464 shares of FIS Common Stock directly. Because of Advisors III's position as (i) the general partner of TPG GenPar III, L.P., which is the general partner of each of the TPG III Funds and the sole managing member of TPG GenPar Dutch LLC, which is the general partner of TPG Dutch Parallel III, C.V. and (ii) one of the managing members of TPG FNIS, Advisors III may be deemed to beneficially own in the aggregate 14,390,997 shares of FIS Common Stock. Because of Advisor IV's position as the general partner of TPG GenPar IV, L.P., which is one of the managing members of TPG FNIS, Advisors IV may be deemed to beneficially own 13,256,464 shares of FIS Common Stock.

By virtue of the relationships among the Reporting Persons described herein, the Reporting Persons may be deemed to share beneficial ownership with respect to the 14,390,997 shares of FIS Common Stock reported herein, which represents approximately 7.5% of the 190,952,288 outstanding shares of FIS Common Stock as of February 1, 2006.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH

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RESPECT TO SECURITIES OF THE ISSUER.

The information set forth in Items 3, 4, and 5 of this Schedule 13D and the Exhibits to this Schedule 13D are incorporated by reference herein.

On September 14, 2005, FIS, the Reporting Persons and the other shareholders of FIS DE entered into a Shareholders Agreement, which was conditioned upon the Merger, which provides for, among other things, limitations on the ability of the Reporting Persons and the other shareholders of FIS DE to transfer the shares of FIS Common Stock they received in the Merger, to acquire additional shares of FIS Common Stock, or to cause FIS to engage in a going-private transaction. The Shareholders Agreement also sets forth agreements concerning the nomination and election of directors of FIS.

The description of the Shareholders Agreement in this Schedule 13D is qualified in its entirety by reference to such agreement, which is included as an Exhibit hereto and incorporated by reference herein.

In connection with the Merger, FIS, the Reporting Persons and the other shareholders of FIS DE entered into a Registration Rights Agreement which provides the Reporting Persons and the other FIS DE stockholders with the right to require FIS to register the shares of FIS Common Stock issued to them in the Merger for resale and the right to participate in registrations that FIS might undertake (the "Registration Rights Agreement").

The description of the Registration Rights Agreement in this Schedule 13D is qualified in its entirety by reference to such agreement, which is included as an Exhibit hereto and incorporated by reference herein.

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### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Agreement and Plan of Merger, dated as of September 14, 2005, by and among Certegy Inc., a Georgia corporation, C Co Merger Sub, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of Certegy, and Fidelity National Information Services, Inc., a Delaware corporation (incorporated by reference to Exhibit 2.1 of the Certegy Inc. Form 8-K filed September 16, 2005).
2. Shareholders Agreement, dated September 14, 2005 among (i) Certegy Inc., a Georgia corporation n/k/a Fidelity National Information Services, Inc., (ii) Fidelity National Financial, Inc., a Delaware corporation, (iii) THL FNIS Holdings, LLC, Thomas H. Lee Equity (Cayman) Fund V, L.P., Thomas H. Lee Investors Limited Partnership, Putnam Investment Holdings, LLC, Putnam Investments Employees' Securities Company I LLC, and Putnam Investments Employees' Securities Company II LLC, (iv) TPG FNIS Holdings, LLC, TPG Parallel III, L.P., TPG Investors III, L.P., FOF Partners III, L.P., FOF Partners III-B, L.P., and TPG Dutch Parallel III, C.V. and (v) Evercore METC Capital Partners II, LLC (incorporated by reference to Exhibit 4.1 of the Certegy Inc. Form 8-K filed September 16, 2005).
3. Registration Rights Agreement, dated as of February 1, 2006 by and among (i) Fidelity National Information Services, Inc., a Georgia corporation formerly known as Certegy Inc., (ii) Fidelity National Financial, Inc., a Delaware corporation, (iii) THL FNIS Holdings, LLC, Thomas H. Lee Equity (Cayman)

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Fund V, L.P., Thomas H. Lee Investors Limited Partnership, Putnam Investment Holdings, LLC, Putnam Investments Employees' Securities Company I LLC, and Putnam Investments Employees' Securities Company II LLC, (iv) TPG FNIS Holdings, LLC, TPG Parallel III, L.P., TPG Investors III, L.P., FOF Partners III, L.P., FOF Partners III-B, L.P., and TPG Dutch Parallel III, C.V. and (v) Evercore METC Capital Partners II, LLC (incorporated by reference to Exhibit 99.1 of the Company's Form 8-K filed February 6, 2006).

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Signatures  
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After reasonable inquiry and to the best knowledge and belief of each of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Dated: February 6, 2006

TPG ADVISORS III, INC.

By: /s/ DAVID A. SPURIA  
-----

Name: David A. Spuria  
Title: Vice President and Secretary

TPG ADVISORS IV, INC.

By: /s/ DAVID A. SPURIA  
-----

Name: David A. Spuria  
Title: Vice President and Secretary

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SCHEDULE I

-----  
NAME

POSITION

BUSINESS

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DAVID BONDERMAN	CHAIRMAN OF THE BOARD OF DIRECTORS AND PRESIDENT OF ADVISORS III AND ADVISORS IV AND DIRECTOR	301 COMMERCE STREET SUITE 3300 FORT WORTH, TEXAS
JAMES G. COULTER	DIRECTOR AND VICE PRESIDENT OF ADVISORS III AND ADVISORS IV	345 CALIFORNIA STREET SUITE 3300 SAN FRANCISCO, CA
WILLIAM S. PRICE, III	DIRECTOR AND VICE PRESIDENT OF ADVISORS III AND ADVISORS IV	345 CALIFORNIA STREET SUITE 3300 SAN FRANCISCO, CA
JOHN E. VIOLA	VICE PRESIDENT AND TREASURER OF ADVISORS III AND ADVISORS IV	301 COMMERCE STREET SUITE 3300 FORT WORTH, TEXAS
DAVID A. SPURIA	VICE PRESIDENT AND SECRETARY OF ADVISORS III AND ADVISORS IV	301 COMMERCE STREET SUITE 3300 FORT WORTH, TEXAS
THOMAS E. REINHART	VICE PRESIDENT OF ADVISORS III AND ADVISORS IV	345 CALIFORNIA STREET SUITE 3300 SAN FRANCISCO, CA
JONATHAN J. COSLET	VICE PRESIDENT OF ADVISORS III AND ADVISORS IV	345 CALIFORNIA STREET SUITE 3300 SAN FRANCISCO, CA
D. THOMAS KELTNER	CHIEF COMPLIANCE OFFICER AND ASSISTANT SECRETARY OF ADVISORS III AND ADVISORS IV	301 COMMERCE STREET SUITE 3300 FORT WORTH, TEXAS
G. DOUGLAS PUCKETT	ASSISTANT SECRETARY OF ADVISORS III AND ADVISORS IV	301 COMMERCE STREET SUITE 3300 FORT WORTH, TEXAS
S. MICHELLE REESE	ASSISTANT SECRETARY OF ADVISORS III AND ADVISORS IV	301 COMMERCE STREET SUITE 3300 FORT WORTH, TEXAS