

Fidelity National Information Services, Inc.  
Form PRE 14A  
April 05, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**FIDELITY NATIONAL INFORMATION SERVICES, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.



(4) Date Filed:

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**Fidelity National Information Services, Inc.**

**601 Riverside Avenue**

**Jacksonville, Florida 32204**

April 19, 2012

Dear Shareholder:

On behalf of the Board of Directors, I cordially invite you to attend the annual meeting of shareholders of Fidelity National Information Services, Inc. The meeting will be held on May 30, 2012 at 10:00 A.M., Eastern Time, in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida 32204. The formal Notice of Annual Meeting and Proxy Statement for this meeting are attached to this letter.

The Notice of Annual Meeting and Proxy Statement contain more information about the annual meeting, including:

who can vote; and

the different methods you can use to vote, including the telephone, Internet and traditional paper proxy card.

Whether or not you plan to attend the annual meeting, please vote by one of these outlined methods to ensure that your shares are represented and voted in accordance with your wishes. This will help us avoid the expense of sending follow-up letters to ensure that a quorum is represented at the annual meeting, and will assure that your vote is counted if you are unable to attend.

On behalf of the Board of Directors, I thank you for your cooperation.

Sincerely,

Frank R. Martire

*Chairman of the Board and Chief Executive Officer*

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**Fidelity National Information Services, Inc.**

**601 Riverside Avenue**

**Jacksonville, Florida 32204**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

To the Shareholders of Fidelity National Information Services, Inc.:

Notice is hereby given that the 2012 Annual Meeting of Shareholders of Fidelity National Information Services, Inc. will be held on May 30, 2012 at 10:00 A.M., Eastern Time, in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida 32204 for the following purposes:

1. to elect three Class I directors to serve until the 2015 annual meeting of shareholders or until their successors are duly elected and qualified or until their earlier death, resignation or removal;
2. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2012 fiscal year;
3. to approve, in an advisory and non-binding vote, the compensation of our named executive officers;
4. to amend our articles of incorporation and our bylaws to declassify the board of directors: and
5. to transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors set March 30, 2012 as the record date for the meeting. This means that owners of Fidelity National Information Services, Inc. common stock at the close of business on that date are entitled to:

receive notice of the meeting; and

vote at the meeting and any adjournments or postponements of the meeting.

All shareholders are cordially invited to attend the meeting in person. However, even if you plan to attend the annual meeting in person, please read these proxy materials and cast your vote on the matters that will be presented at the meeting. You may vote your shares through the Internet, by telephone, or by mailing the enclosed proxy card. Instructions for our registered shareholders are described under the question "How do I vote?" on page 2 of the proxy statement.

Sincerely,

Michael L. Gravelle

*Corporate Secretary*

Jacksonville, Florida

April 19, 2012

**PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE (OR VOTE VIA TELEPHONE OR INTERNET) TO ASSURE REPRESENTATION OF YOUR SHARES.**

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**Fidelity National Information Services, Inc.**

**601 Riverside Avenue**

**Jacksonville, Florida 32204**

**PROXY STATEMENT**

The enclosed proxy is solicited by the Board of Directors (the Board) of Fidelity National Information Services, Inc. (the Company or FIS) for use at the Annual Meeting of Shareholders to be held on May 30, 2012 at 10:00 A.M., Eastern Time, or at any adjournment thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Shareholders. The meeting will be held in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida.

It is anticipated that such proxy, together with this proxy statement, will be first mailed on or about April 19, 2012 to all shareholders entitled to vote at the meeting.

The Company's principal executive offices are located at 601 Riverside Avenue, Jacksonville, Florida 32204, and its telephone number at that address is (904) 438-6000.

**GENERAL INFORMATION ABOUT THE COMPANY**

Unless stated otherwise or the context otherwise requires, all references to FIS, we, our, the Company or the registrant are to Fidelity National Information Services, Inc., a Georgia corporation formerly known as Certegy Inc. ( Certegy ), which was the surviving legal entity in the merger between Certegy and Former FIS (the Certegy Merger ); all references to Former FIS are to Fidelity National Information Services, Inc., a Delaware corporation, and its subsidiaries, prior to the Certegy Merger; all references to Metavante are to Metavante Technologies, Inc., and its subsidiaries, as acquired by FIS on October 1, 2009; all references to eFunds are to eFunds Corporation, and its subsidiaries, as acquired by FIS on September 12, 2007; all references to Capco are to The Capital Markets Company NV, as acquired by FIS on December 2, 2010; all references to Old FNF are to Fidelity National Financial, Inc., a Delaware corporation that owned a majority of the Company's shares through November 9, 2006 and in November 2006, merged with and into FIS (the FNF Merger ); all references to FNF are to Fidelity National Financial, Inc. (formerly known as Fidelity National Title Group, Inc.), formerly a subsidiary of Old FNF but now an independent company that remains a related entity from an accounting perspective; and all references to LPS are to Lender Processing Services, Inc., a former wholly owned subsidiary of FIS, which was spun-off as a separate publicly traded company on July 2, 2008. For purposes of the biographical descriptions of our directors and executive officers, service with FIS includes service with Former FIS prior to the Certegy Merger, and service with FNF includes service with Old FNF prior to the FNF Merger.

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**GENERAL INFORMATION ABOUT THE ANNUAL MEETING**

Your shares can be voted at the annual meeting only if you vote by proxy or if you are present and vote in person. Even if you expect to attend the annual meeting, please vote by proxy to assure that your shares will be represented.

**Who is entitled to vote?**

All record holders of FIS common stock as of the close of business on March 30, 2012 are entitled to vote. On that day, 295,409,394 shares were issued and outstanding and eligible to vote. Each share is entitled to one vote on each matter presented at the annual meeting.

**What shares are covered by the proxy card?**

The proxy card covers all shares held by you of record (i.e., shares registered in your name) and any shares held for your benefit in FIS's 401(k) plan.

**What if I am a beneficial holder rather than an owner of record?**

If you hold your shares through a broker, bank, or other nominee, you will receive separate instructions from the nominee describing how to vote your shares.

**How do I vote?**

There are three ways to vote by proxy, other than by attending the annual meeting and voting in person:

by Internet, using a unique password printed on your proxy card and following the instructions on the proxy card;

by mail, using the enclosed proxy card and return envelope; or

by telephone, using the telephone number printed on the proxy card and following the instructions on the proxy card.

**What does it mean to vote by proxy?**

It means that you give someone else the right to vote your shares in accordance with your instructions. In this case, we are asking you to give your proxy to our President and Chief Executive Officer and our Corporate Secretary, who are sometimes referred to as the proxy holders. By giving your proxy to the proxy holders, you assure that your vote will be counted even if you are unable to attend the annual meeting. If you give your proxy but do not include specific instructions on how to vote on a particular proposal described in this proxy statement, the proxy holders will vote your shares in accordance with the recommendation of the Board for such proposal.

**On what am I voting?**

You will be asked to consider four proposals at the annual meeting.

Proposal No. 1 asks you to elect three Class I directors to serve until the 2015 annual meeting of shareholders.

Proposal No. 2 asks you to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2012 fiscal year.

Proposal No. 3 asks you to vote for the approval, on an advisory basis, of the compensation of our executive officers.

Proposal No. 4 asks you to amend the Company's Amended and Restated Articles of Incorporation (the Articles of Incorporation) and Amended and Restated Bylaws (the Bylaws) to declassify the Board.



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### **What happens if other matters are raised at the meeting?**

Although we are not aware of any matters to be presented at the annual meeting other than those contained in the Notice of Annual Meeting, if other matters are properly raised at the meeting in accordance with the procedures specified in the Articles of Incorporation and Bylaws, all proxies given to the proxy holders will be voted in accordance with their best judgment.

### **What if I submit a proxy and later change my mind?**

If you have submitted your proxy and later wish to revoke it, you may do so by doing one of the following: (i) giving written notice to the Corporate Secretary; (ii) timely submitting another proxy bearing a later date (in any of the permitted forms); or (iii) casting a ballot in person at the annual meeting.

### **Who will count the votes?**

Broadridge Investor Communications Services will serve as proxy tabulator and count the votes, and the results will be certified by the inspector of election.

### **How many votes must each proposal receive to be adopted?**

The following votes must be received:

For Proposal No. 1 regarding the election of directors, to be elected, each of the three director nominees named in this Proxy Statement must receive more votes cast for such nominee's election than votes cast against such nominee's election. If a nominee who currently is serving as a director does not receive the required vote for re-election, Georgia law provides that such director will continue to serve on the Board of Directors as a holdover director. However, pursuant to FIS' Majority Voting Policy, each incumbent director has tendered an irrevocable resignation that would be effective upon the Board's acceptance of such resignation. In that situation, our Corporate Governance and Nominating Committee would promptly consider the resignation and make a recommendation to the Board of Directors about whether to accept or reject such resignation and the Board would then take action on the recommendation no later than 180 days following the date of the election.

For Proposal No. 2, under Georgia law the action is approved if a quorum exists and the shares present or represented by proxy and entitled to vote favoring the action exceed the shares present or represented by proxy opposing the action.

For Proposal No. 3, under Georgia law the action is approved (on a non-binding advisory basis) if a quorum exists and the shares present or represented by proxy and entitled to vote favoring the action exceed the shares present or represented by proxy opposing the action.

For Proposal No. 4, under Georgia law and the Company's Articles of Incorporation, the amendments are approved if a majority of the outstanding shares of common stock entitled to vote at the annual meeting affirmatively votes in favor of the proposed action.

### **What constitutes a quorum?**

A quorum is present if a majority of the outstanding shares of common stock entitled to vote is represented either in person or by proxy. Broker non-votes and abstentions are counted for purposes of determining whether a quorum is present.

### **What are broker non-votes and what effect will they have?**

Broker non-votes occur when nominees, such as banks and brokers holding shares on behalf of beneficial owners, do not receive voting instructions from the beneficial holders at least ten days before the meeting. If that happens, the nominees may vote those shares only on matters deemed routine by the New York Stock

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Exchange, such as the ratification of the appointment of the independent registered public accounting firm. On non-routine matters, such as the election of directors and Proposal No. 3 and Proposal No. 4, nominees cannot vote unless they receive voting instructions from beneficial owners, resulting in so called broker non-votes. Accordingly, with respect to Proposal No. 1 and Proposal No. 3, broker non-votes will not affect the outcome of the vote and with respect to Proposal No. 4, which requires the affirmative vote of a majority of all shares entitled to vote at the annual meeting, broker non-votes will have the same effect as votes against approval of the Proposal. Please be sure to give specific voting instructions to your broker, so that your vote can be counted.

### **What effect does an abstention have?**

With respect to Proposal No. 1, Proposal No. 2, and Proposal No. 3, abstentions or directions to withhold authority will not be included in vote totals and will not affect the outcome of the vote. With respect to Proposal No. 4, abstentions will have the same effect as votes against the Proposal.

### **Who pays the cost of soliciting proxies?**

We pay the cost of the solicitation of proxies, including preparing and mailing the Notice of Annual Meeting of Shareholders, this proxy statement and the proxy card. Following the mailing of this proxy statement, directors, officers and employees of the Company may solicit proxies by telephone, facsimile transmission or other personal contact. Such persons will receive no additional compensation for such services. Brokerage houses and other nominees, fiduciaries and custodians who are holders of record of shares of common stock will be requested to forward proxy soliciting material to the beneficial owners of such shares and will be reimbursed by the Company for their charges and expenses in connection therewith at customary and reasonable rates. In addition, the Company has retained Georgeson Inc. to assist in the solicitation of proxies for an estimated fee of \$18,500, plus reimbursement of expenses.

### **What if I share a household with another shareholder?**

We have adopted a procedure approved by the Securities and Exchange Commission (the SEC) called householding. Under this procedure, shareholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of our Annual Report and Proxy Statement unless one or more of these shareholders notifies us that they wish to continue receiving individual copies. This procedure will reduce our printing costs and postage fees. Shareholders who participate in householding will continue to receive separate proxy cards. Also, householding will not in any way affect dividend check mailings. If you are eligible for householding, but you and other shareholders of record with whom you share an address currently receive multiple copies of our Annual Reports and/or Proxy Statements, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of the Annual Report or Proxy Statement for your household, please contact our transfer agent, Computershare (in writing: P.O. Box 43078, Providence, Rhode Island 02940-3078; by telephone: (800) 568-3476). If you participate in householding and wish to receive a separate copy of the 2011 Annual Report or this Proxy Statement, or if you do not wish to participate in householding and prefer to receive separate copies of future Annual Reports and/or Proxy Statements, please contact Computershare as indicated above. Beneficial shareholders can request information about householding from their banks, brokers or other holders of record. The Company hereby undertakes to deliver promptly upon written or oral request, a separate copy of the annual report to shareholders, or proxy statement, as applicable, to a Company shareholder at a shared address to which a single copy of the document was delivered.

**Table of Contents****CERTAIN INFORMATION ABOUT OUR DIRECTORS****Information About the Nominees for Election**

The names of the nominees for election as directors of the Company and certain biographical information concerning each of them is set forth below:

<b>Name</b>	<b>Position with FIS</b>	<b>Age(1)</b>	<b>Director Since</b>
<i>Nominees to the class of directors whose term will expire at the 2015 annual meeting:</i>			
William P. Foley, II	Vice Chairman of the Board,	67	2006
	Member of the Executive Committee		
Thomas M. Hagerty	Director	49	2006
Keith W. Hughes	Director	65	2002
	Member of the Audit Committee,		
	Chairman of the Corporate Governance and Nominating Committee		

(1) As of April 1, 2012.

*William P. Foley, II.* William P. Foley, II has served as a director of FIS since February 2006 and is the Vice Chairman of the Board. He served as Executive Chairman of the Board until February 8, 2011 and as Chairman until March 30, 2012. Mr. Foley has also served as the Executive Chairman of the Board of FNF since October 2006 and Chairman of the Board of FNF from the company's formation in 1984 to October 2006. Mr. Foley served as Chief Executive Officer of FNF from the company's formation in 1984 to May 2007. Mr. Foley also served as the Chairman of LPS from the spin-off until March 15, 2009, and, within the past five years, has served as a director of Florida Rock Industries, Inc. and CKE Restaurants, Inc.

Mr. Foley's qualifications to serve on the FIS Board include his years of business experience as a Chairman, board member and executive officer of public and private companies in a wide variety of industries, including his experience serving as Executive Chairman of FIS until February 2011, and his strong track record of building and maintaining shareholder value and successfully negotiating and implementing mergers and acquisitions.

*Thomas M. Hagerty.* Thomas M. Hagerty has served as a director of FIS since February 2006 and currently serves as a nominee of Thomas H. Lee Partners, L.P. to the FIS Board, as described below in Proposal No. 1: Election of Directors. Mr. Hagerty has served as a director of FNF since October 2006. Mr. Hagerty is a Managing Director of Thomas H. Lee Partners, L.P., a position he has held since 1994. Mr. Hagerty has been employed by Thomas H. Lee Partners, L.P. and its predecessor, Thomas H. Lee Company, since 1988. From July 2000 through April 2001, Mr. Hagerty also served as the Interim Chief Financial Officer of Conesco, Inc. On December 17, 2002, Conesco, Inc. voluntarily commenced a case under Chapter 11 of the United States Code in the United States Bankruptcy Court, Northern District of Illinois, Eastern Division. Mr. Hagerty also serves as a director of MGIC Investment Corporation, MoneyGram International, Inc. and First BanCorp.

Mr. Hagerty's qualifications to serve on the FIS Board include his managerial and strategic expertise working with large growth-oriented companies as a Managing Director of Thomas H. Lee Partners, L.P., a leading private equity firm, his experience in enhancing value of such companies, along with his expertise in corporate finance and his perspective as the representative of a substantial shareholder of FIS.

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*Keith W. Hughes.* Keith W. Hughes has served as a director of FIS since August 2002. Since April 2001, Mr. Hughes has been a self-employed consultant to domestic and international financial services institutions. From

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November 2000 to April 2001, he served as Vice Chairman of Citigroup Inc. Mr. Hughes was named to that position in 2000 when Citigroup acquired Associates First Capital Corporation, where he had served as Chairman and Chief Executive Officer since February 1995. Mr. Hughes is currently a director of THL Credit Inc. Within the past five years, Mr. Hughes has served as a director of Texas Industries, Inc. and Pilgrim's Pride Corp.

Mr. Hughes' qualifications to serve on the FIS Board include his years of experience as an executive and consultant to financial services institutions, particularly his experience as Vice Chairman of Citigroup Inc. and Chairman and Chief Executive of Associates First Capital Corporation, as well as his financial literacy and experience in matters of corporate governance.

**Information About Our Directors Continuing in Office****Term Expiring in 2013**

<b>Name</b>	<b>Position with FIS</b>	<b>Age(1)</b>	<b>Director Since</b>
Stephan A. James	Director,  Member of the Audit Committee	65	2009
James Neary	Director,  Member of the Compensation Committee,  Member of the Corporate Governance and Nominating Committee	47	2009
Frank R. Martire	Chairman of the Board  and Chief Executive Officer,  Chairman of the Executive Committee	64	2009

(1) As of April 1, 2012.

*Stephan A. James.* Stephan A. James is the former Chief Operating Officer of Accenture Ltd., and served as Vice Chairman of Accenture Ltd. from 2001 to 2004. He also served in the advisory position of International Chairman of Accenture, from August 2004 until August 2006. He is a director of BMC Software, Inc. and Navigant Consulting, Inc., and currently serves as a member of the University of Texas McCombs School of Business Advisory Board. Mr. James served as a director of Metavante Technologies, Inc. from November 2007 until the Metavante merger.

Mr. James' qualifications to serve on the FIS Board include his experience and expertise providing financial, management consulting and technology services to financial service companies in connection with his management positions at Accenture Ltd. In particular, Mr. James was responsible for the worldwide financial service consulting and outsourcing business of Accenture Ltd. for five years.

*James Neary.* James Neary has served as a nominee of WPM, L.P. to the FIS Board since October 2009, as described below in Proposal No. 1: Election of Directors. Mr. Neary is a Managing Director of Warburg Pincus LLC and leads the firm's buyout efforts in technology, media, telecom and business services. From 2000 through 2004, Mr. Neary led Warburg Pincus LLC's Capital Markets group. Mr. Neary is currently a director of Interactive Data Corporation, Alert Global Media Holdings, LLC, Telmar Network Technology and Coyote Logistics. He previously was a Managing Director at Chase Securities and was in the Leveraged Finance Group at Credit Suisse First Boston. Mr. Neary served as a director of Metavante Technologies, Inc. from November 2007 until the Metavante merger and currently serves on the board of The Brearley School.

Mr. Neary's qualifications to serve on the FIS Board include his experience formulating strategy and designing and implementing financing arrangements as a Managing Director of Warburg Pincus LLC, a leading private equity firm, as well as his previous positions with Chase Securities and Credit Suisse First Boston and his experience in the technology industry, and his perspective as the representative of the largest

shareholder of FIS.

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*Frank R. Martire.* Frank R. Martire is the Chief Executive Officer of FIS and is the Chairman of the Board. Mr. Martire joined FIS after its acquisition of Metavante Technologies, Inc., where he served as Chairman of the Board of Directors and Chief Executive Officer. Mr. Martire also served as President of FIS until March 30, 2012. Mr. Martire also served as Director and Chief Executive Officer of Metavante Corporation since March 2003 and served as its President from March 2003 to November 2008. Mr. Martire was President and Chief Operating Officer of Call Solutions Inc. from 2001 to 2003 and President and Chief Operating Officer, Financial Institution Systems and Services Group, of Fiserv, Inc. from 1991 to 2001. Mr. Martire is a director of Aurora Healthcare and the Children's Hospital and Health System Foundation. Mr. Martire is also a member of the board of trustees for Sacred Heart University.

Mr. Martire's qualifications to serve on the FIS Board include his years of experience providing technology solutions to the banking industry, particularly his experience with Metavante Technologies, Inc., and his knowledge of and contacts in the financial services industry.

**Term Expiring in 2014**

<b>Name</b>	<b>Position with FIS</b>	<b>Age(1)</b>	<b>Director Since</b>
David K. Hunt	Director,  Chairman of the Audit Committee  Member of the Compensation Committee	66	2001
Richard N. Massey	Director,  Chairman of the Compensation Committee,  Member of the Executive Committee, Member of the Corporate Governance and Nominating Committee	56	2006

(1) As of April 1, 2012.

*David K. Hunt.* David K. Hunt has served as a director of FIS since June 2001. Mr. Hunt has served as a director of LPS since February 2010. Since December 2005, Mr. Hunt has been a private investor. He previously served as the non-executive Chairman of the Board of OnVantage, Inc. from October 2004 until December 2005. Prior to that, he served as the Chairman and Chief Executive Officer of PlanSoft Corporation, an internet-based business-to-business solutions provider in the meeting and convention industry, a position he held from May 1999 to October 2004.

Mr. Hunt's qualifications to serve on the FIS Board include his over 40 years of experience in the banking and payments industries, including serving in executive positions with Signet Banking Corporation, Global Payment Systems, and AT&T Universal Card Services, and his financial literacy.

*Richard N. Massey.* Richard N. Massey has served as a director of FIS since November 2006. Mr. Massey has served as a director of FNF since February 2006. Mr. Massey is currently a founding partner of Westrock Capital, LLC, a private investment firm, and has been since January 2009. Mr. Massey previously served as the Chief Strategy Officer and General Counsel of Alltel Corporation from January 2006 until January 2009. From 2000 until 2006, Mr. Massey served as Managing Director of Stephens Inc., a private investment bank, during which time his financial advisory practice focused on software and information technology companies. Mr. Massey serves as director of Oxford American Literary Project, a not-for-profit literary publication. Mr. Massey also serves as Chairman of the Board of First Federal Bancshares of Arkansas, Inc. a bank holding company.

Mr. Massey's qualifications to serve on the FIS Board include his experience in corporate finance and investment banking and as a financial and legal advisor to public and private businesses, as well as his experience and expertise in identifying, negotiating and consummating mergers and acquisitions in technology and other industries.



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**PROPOSAL NO. 1: ELECTION OF DIRECTORS**

The Bylaws of the Company provide that our Board shall consist of at least five and no more than fifteen directors. Our directors are divided into three classes, each class as nearly equal in number as possible. The Board determines the number of directors within these limits. The term of office of only one class of directors expires in each year. The Board currently consists of eight directors. All three classes serve for three year terms. The directors elected at this annual meeting will hold office for the three year term or until their successors are elected and qualified.

On October 1, 2009, the Company completed its acquisition of Metavante pursuant to the terms and conditions of an Agreement and Plan of Merger (the "Merger Agreement") dated March 31, 2009. In connection with the Merger, FNF and affiliates of Thomas H. Lee Partners, L.P. ("THL") invested a total of \$249,999,993.50 in us pursuant to the terms and conditions of an Investment Agreement dated March 31, 2009 (the "Investment Agreement"). Under the Investment Agreement, THL is entitled to nominate one member of our board of directors as long as it continues to own shares equal to at least 35% of the number it purchased under the Investment Agreement. Thomas M. Hagerty currently serves as THL's nominee.

In connection with the Merger and based upon certain existing rights of WPM, L.P., a Delaware limited partnership ("WPM"), in respect of its investment in Metavante prior to the Merger, we entered into a shareholders agreement (the "Shareholders Agreement"), dated as of March 31, 2009, with WPM. The Shareholders Agreement provides that WPM is entitled to nominate and have appointed one member of our board of directors until the earlier of (1) such time as WPM no longer holds at least 20% of the number of shares of FIS common stock received in the Merger and purchased by WPM in connection with a separate stock purchase right agreement and (2) the tenth anniversary of the completion of the Merger. James Neary currently serves as WPM's nominee.

At this annual meeting, the following persons, each of whom is a current director of the Company, have been nominated to stand for election to the Board for a three-year term expiring in 2015:

William P. Foley, II

Thomas M. Hagerty

Keith W. Hughes

The Board believes that each of the nominees will stand for election and will serve if elected as a director.

**THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR EACH OF THE LISTED NOMINEES.**

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Although shareholder ratification of the appointment of our independent registered public accounting firm is not required by our Bylaws or otherwise, we are submitting the selection of KPMG LLP ( KPMG ) to our shareholders for ratification. Even if the selection is ratified, the audit committee in its discretion may select a different independent registered public accounting firm at any time if it determines that such a change would be in the best interests of us and our shareholders. If our shareholders do not ratify the audit committee's selection, the audit committee will take that fact into consideration, together with such other factors it deems relevant, in determining its next selection of independent registered public accounting firm.

In choosing our independent registered public accounting firm, our audit committee conducts a comprehensive review of the qualifications of those individuals who will lead and serve on the engagement team, the quality control procedures the firm has established, and any issue raised by the most recent quality control review of the firm. The review also includes matters required to be considered under the SEC rules on Auditor Independence, including the nature and extent of non-audit services to ensure that they will not impair the independence of the accountants.

Representatives of KPMG are expected to be present at the annual meeting. These representatives will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

**Principal Accounting Fees and Services**

The Audit Committee has engaged KPMG to audit the consolidated financial statements of the Company for the 2012 fiscal year. For services rendered to us during or in connection with our fiscal years ended December 31, 2011 and 2010, we were billed the following fees by KPMG:

	2011	2010
Audit Fees	\$ 4,839,672	\$ 4,109,539
Audit-Related Fees	188,759	191,153
Tax Fees	600,879	797,057
All Other Fees		

*Audit Fees.* Audit fees consisted principally of fees for the audits, registration statements and other filings related to the Company's 2011 and 2010 financial statements, and audits of the Company's subsidiaries required for regulatory reporting purposes, including billings for out-of-pocket expenses incurred.

*Audit-Related Fees.* Audit-related fees in 2011 and 2010 consisted principally of fees for Statement on Accounting Standards No. 70 audits and audits of employee benefit plans, including billings for out-of-pocket expenses incurred.

*Tax Fees.* Tax fees for 2011 and 2010 consisted principally of fees for tax compliance, tax planning and tax advice.

*All Other Fees.* The Company incurred no other fees in 2011 or 2010.

**Approval of Accountants' Services**

In accordance with the requirements of the Sarbanes-Oxley Act of 2002, all audit and audit-related work and all non-audit work performed by KPMG is approved in advance by the audit committee, including the proposed fees for such work. The audit committee has adopted policies and procedures for pre-approving all work

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performed by KPMG. Specifically, the audit committee has pre-approved the use of KPMG for specific types of services subject to maximum amounts set by the committee. Additionally, specific pre-approval authority is delegated to our audit committee chairman, provided that the estimated fee for the proposed service does not exceed a pre-approved maximum amount set by the committee. Our audit committee chairman must report any pre-approval decisions to the audit committee at its next scheduled meeting. Any other services are required to be pre-approved by the audit committee.

**THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE RATIFICATION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2012 FISCAL YEAR.**

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**PROPOSAL NO. 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION**

In accordance with recently-adopted Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act ) and Rule 14a-21(a) promulgated thereunder, we are asking our shareholders to approve, in a non-binding advisory vote, the compensation of our named executive officers as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K.

As discussed in the Compensation Discussion and Analysis and Executive and Director Compensation section of this Proxy Statement, the Board and the compensation committee of the Board ( Compensation Committee ) believe that our executive compensation program provides our named executive officers with a balanced compensation package that includes an appropriate base salary along with competitive annual and long-term incentive compensation targets. These incentive programs are designed to reward our named executive officers on both an annual and long-term basis if they attain certain specified goals.

Our current executive compensation program directly links compensation of our named executive officers to our financial performance and aligns the interests of our named executive officers with those of our shareholders. The Board and the Compensation Committee believe that the success of our compensation program is evident by our strong financial performance in 2011 and the resulting value creation for our shareholders. During the three-year period ending December 31, 2011, we achieved a cumulative total return of 67.4%, compared with 48.6% for the S&P 500 Index and 73.7% for the S & P 500 Supercap Data Processing & Outsourced Services Index.

Accordingly, we ask our shareholders to vote on the following resolution at the Annual Meeting:

RESOLVED, that the Company s shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company s Proxy Statement for the 2012 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis and Executive and Director Compensation section of the 2012 proxy statement, the 2011 Summary Compensation Table and the other related tables and disclosure.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the compensation of our named executive officers, as described in this Proxy Statement in accordance with the compensation disclosure rules of the SEC. Approval of the compensation paid to our named executive officers requires that the number of shares present or represented by proxy and entitled to vote approving the proposal exceed the number of shares present or represented by proxy and entitled to vote opposing it. Abstentions will have no effect. However, as this is an advisory vote, the results will not be binding on the Company, the Board, or the Compensation Committee and will not require us to take any action. The final decision on the compensation of our named executive officers remains with our Compensation Committee and the Board, although the Compensation Committee and the Board will consider the outcome of this vote when making compensation decisions.

**THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT.**

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**PROPOSAL NO. 4: TO AMEND THE  
ARTICLES OF INCORPORATION AND THE  
BYLAWS OF THE COMPANY  
TO DECLASSIFY THE BOARD OF DIRECTORS**

Under Article IV of our current Articles of Incorporation and Section 2.2 of our current Bylaws, the Board is divided into three classes. Each class consists, as nearly equal in number as possible, of one-third of the total number of directors, with members of each class being elected every three years to a three-year term and with the term of one class expiring at each Annual Meeting of Shareholders. In other words, at each Annual Meeting of Shareholders only one class of directors is subject to shareholder vote.

After careful consideration, the Board determined that it would be in the best interests of the Company and its shareholders to amend Article IV of our Articles of Incorporation and Section 2.2 of our Bylaws to provide for a phased-in declassification of the Board and the annual election of all directors, and unanimously approved the amendments. The full text of the proposed amendments is set forth in Annex A to this proxy statement. If the proposed amendments are approved by the requisite vote of our shareholders, the declassification of the Board will be phased-in over the next three years as follows:

1. the term of office of those directors elected at the 2012 Annual Meeting will end at the 2015 Annual Meeting, at which time those directors will be eligible to stand for re-election for one-year terms;
2. each continuing director (i.e. each director who is not up for election at the 2012 Annual Meeting) whose current term expires at the 2013 Annual Meeting will serve the remainder of his term and thereafter will be eligible to stand for re-election for a two-year term expiring at the 2015 Annual Meeting;
3. each continuing director whose current term expires at the 2014 Annual Meeting will serve the remainder of his term and thereafter will be eligible to stand for re-election for a one-year term expiring at the 2015 Annual Meeting; and
4. beginning with our 2015 Annual Meeting, and at each subsequent annual meeting, all our directors will be eligible to stand for re-election for one-year terms and there will no longer be any designation of directors by classes.

As proposed above, the declassification of the Board will not operate to shorten the term of any of our continuing directors.

If our shareholders do not approve these amendments, the Board will remain classified and the directors will continue to be elected to serve three-year terms, subject to their earlier death, resignation or removal. If approved, this proposal will become effective upon the filing of articles of amendment containing the amendments to the Articles of Incorporation with the Secretary of State of the State of Georgia, which the Company intends to do promptly after shareholders have approved this proposal.

The Board is committed to good corporate governance and has periodically considered the advantages and disadvantages of maintaining a classified board. In the past, the Board has concluded that a classified board structure was in the best interests of the Company and its shareholders. A classified board generally provides for continuity and stability, promotes a long-term focus and may assist in the event of an unsolicited takeover attempt because the acquirer, being unable to unilaterally replace the entire Board in a single election, may be more likely to negotiate with the Board on pricing and other acquisition terms. However, the Board recognizes recent trends in corporate governance practices away from classified boards in favor of annual appointments of all directors, as a way to provide shareholders with the opportunity to register their views on the performance of the entire Board each year. The Board also recognizes that many investors and commentators believe that the election of directors is the primary means for shareholders to influence corporate governance policies and hold management accountable for implementing those policies.



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Based upon the analysis and recommendation of the Corporate Governance and Nominating Committee of the Board, our Board has concluded that amending the Articles of Incorporation and Bylaws to provide for the annual election of all directors in the manner set forth in the proposed amendments will be in the best interests of the Company and our shareholders.

**THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE APPROVAL OF THE PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF INCORPORATION AND BYLAWS TO DECLASSIFY THE BOARD OF DIRECTORS.**

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**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS,  
DIRECTORS AND EXECUTIVE OFFICERS**

The number of our common shares beneficially owned by each individual or group is based upon information in documents filed by such person with the SEC, other publicly available information or information available to us. Percentage ownership in the following tables is based on 295,409,394 shares of FIS common stock outstanding as of March 30, 2012. Unless otherwise indicated, each of the shareholders has sole voting and investment power with respect to the shares of common stock beneficially owned by that shareholder. The number of shares beneficially owned by each shareholder is determined under rules issued by the SEC.

**Security Ownership of Certain Beneficial Owners**

The following table sets forth information regarding beneficial ownership of our common stock by each shareholder who is known by the Company to beneficially own 5% or more of our common stock:

Name	Number of Shares Beneficially Owned	Percent of Class
WPM, L.P.(1)	41,149,467	14.2%
Capital World Investors(2)	17,500,563	5.8%

- (1) According to a Schedule 13D/A filed February 28, 2012, WPM, L.P., a Delaware limited partnership ( WPM ), WPM GP, LLC, a Delaware limited liability company and the sole general partner of WPM, Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership and the sole member of WPM GP, LLC ( WP IX ), Warburg Pincus IX LLC, a New York limited liability company and the sole general partner of WP IX, Warburg Pincus Partners, LLC, a New York limited liability company and the sole member of Warburg Pincus IX LLC, Warburg Pincus & Co., a New York general partnership and the managing member of Warburg Pincus Partners, LLC, Warburg Pincus LLC, a New York limited liability company that manages WP IX, and Messrs. Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of Warburg Pincus & Co. and Managing Member and Co-President of Warburg Pincus LLC (collectively, the Reporting Persons ) beneficially own 41,149,467 shares as of February 27, 2012. The address of the principal business and principal office of the Reporting Persons is c/o Warburg Pincus LLC, 450 Lexington Avenue, New York, New York 10017.

In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may generally be exercised quarterly by WPM under the Stock Purchase Right Agreement among WPM, FIS and Metavante. The amount shown in the table excludes shares that WPM has the right to purchase pursuant to the Stock Purchase Right Agreement with respect to the quarter ended March 31, 2012. For a description of the Stock Purchase Right Agreement, please see Other Related Party Arrangements - Agreements with WPM, L.P. .

- (2) According to a Schedule 13G/A filed February 10, 2012, Capital World Investors, a division of Capital Research and Management Company ( CRMC ), 333 South Hope Street, Los Angeles, CA 90071, is deemed to be the beneficial owner of 17,500,563 shares as a result of CRMC acting as investment advisor to various investment companies registered under Section 8 of the Investment Company Act of 1940.

**Security Ownership of Management and Directors**

The following table sets forth information regarding beneficial ownership of our common stock by:

each director and nominee for director;

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each of the named executive officers as defined in Item 402(a)(3) of Regulation S-K promulgated by the SEC; and

all of our current executive officers and directors as a group.

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The information is not necessarily indicative of beneficial ownership for any other purpose. The mailing address of each director and executive officer shown in the table below is c/o Fidelity National Information Services, Inc., 601 Riverside Avenue, Jacksonville, Florida 32204.

<b>Name</b>	<b>Number of Shares Owned</b>	<b>Number of Options(1)</b>	<b>Total</b>	<b>Percent of Total</b>
William P. Foley, II	1,012,944(2)	642,404	1,655,348(2)	*
Thomas M. Hagerty	17,485	101,040	118,525	*
Michael D. Hayford	233,436	1,357,623	1,591,059	*
Keith W. Hughes	14,424(3)	56,988	71,412	*&nbs