



Morgan Stanley & Co. - Form 8.5 (EPT/RI) - Replacement of WorldPay Group

January 17, 2018
RNS Number : 1654C
Morgan Stanley & Co. Int'l plc
17 January 2018

AMENDMENT Section 2(b)

FORM 8.5 (EPT/RI)

PUBLIC DEALING DISCLOSURE BY AN EXEMPT PRINCIPAL TRADER
WITH RECOGNISED INTERMEDIARY STATUS DEALING IN A CLIENT-
SERVING CAPACITY

Rule 8.5 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Name of exempt principal trader:	Morgan Stanley & Co. International plc
(b) Name of offeror/offeree in relation to whose relevant securities this form relates: Use a separate form for each offeror/offeree	Worldpay Group plc
(c) Name of the party to the offer with which exempt principal trader is connected:	Vantiv, Inc. and Vantiv UK Limited
(d) Date dealing undertaken:	12 JANUARY 2018
(e) Has the EPT previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer?	Yes

2. DEALINGS BY THE EXEMPT PRINCIPAL TRADER

Where there have been dealings in more than one class of relevant securities
of the offeror or offeree named in 1(b), copy table 2(a), (b), (c) or (d) (as

appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

Class of relevant security	Purchases/sales	Total number of securities	Highest price per unit paid/received	Lowest price per unit paid/received
3p ordinary	PURCHASES	59,735,323	4.3850 GBP	4.2720 GBP
3p ordinary	SALES	22,999,094	4.3850 GBP	4.2720 GBP

(b) Cash-settled derivative transactions

Class of relevant security	Product description e.g. CFD	Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position	Number of reference securities	Price per unit
3p ordinary	CFD	LONG	516,015	4.3240 GBP
3p ordinary	CFD	LONG	82,333	4.3421 GBP
3p ordinary	CFD	LONG	623,662	4.3426 GBP
3p ordinary	CFD	LONG	34,180	4.3426 GBP
3p ordinary	CFD	LONG	80,368	4.3426 GBP
3p ordinary	CFD	LONG	126,008	4.3426 GBP
3p ordinary	CFD	LONG	959,518	4.3426 GBP

3p ordinary	CFD	LONG	554,921	4.3426 GBP
3p ordinary	CFD	LONG	38,255	4.3426 GBP
3p ordinary	CFD	LONG	214,788	4.3426 GBP
3p ordinary	CFD	LONG	485,136	4.3426 GBP
3p ordinary	CFD	LONG	2,093	4.3470 GBP
3p ordinary	CFD	LONG	4,393	4.3480 GBP
3p ordinary	CFD	LONG	1,173	4.3490 GBP
3p ordinary	CFD	LONG	1,348	4.3500 GBP
3p ordinary	CFD	LONG	3,771	4.3500 GBP
3p ordinary	CFD	LONG	4,235	4.3500 GBP
3p ordinary	CFD	LONG	1,517	4.3506 GBP
3p ordinary	CFD	LONG	1,517	4.3510 GBP
3p ordinary	CFD	LONG	5,000	4.3510 GBP
3p ordinary	CFD	LONG	1,517	4.3510 GBP
3p ordinary	CFD	LONG	2,712	4.3520 GBP
3p ordinary	CFD	LONG	20	4.3530 GBP
3p ordinary	CFD	LONG	344	4.3540 GBP

3p ordinary	CFD	LONG	90,000	4.3554 GBP
3p ordinary	CFD	LONG	1,000	4.3570 GBP
3p ordinary	CFD	LONG	1,517	4.3580 GBP
3p ordinary	CFD	LONG	1,517	4.3580 GBP
3p ordinary	CFD	LONG	60,000	4.3582 GBP
3p ordinary	CFD	LONG	1,517	4.3587 GBP
3p ordinary	CFD	LONG	1,517	4.3590 GBP
3p ordinary	CFD	LONG	1,517	4.3590 GBP
3p ordinary	CFD	LONG	1,517	4.3590 GBP
3p ordinary	CFD	LONG	1,517	4.3590 GBP
3p ordinary	CFD	LONG	1,517	4.3590 GBP
3p ordinary	CFD	LONG	2,362	4.3600 GBP
3p ordinary	CFD	LONG	2,533	4.3600 GBP
3p ordinary	CFD	LONG	2,100	4.3600 GBP
3p ordinary	CFD	LONG	2,974	4.3600 GBP
3p ordinary	CFD	LONG	1,707	4.3610 GBP
3p ordinary	CFD	LONG	1,517	4.3624 GBP

3p ordinary	CFD	LONG	1,800	4.3630 GBP
3p ordinary	CFD	LONG	4,537	4.3634 GBP
3p ordinary	CFD	LONG	5,000	4.3650 GBP
3p ordinary	CFD	LONG	3,355	4.3660 GBP
3p ordinary	CFD	LONG	1,517	4.3660 GBP
3p ordinary	CFD	LONG	1,093	4.3660 GBP
3p ordinary	CFD	LONG	1,700	4.3670 GBP
3p ordinary	CFD	LONG	1,023	4.3670 GBP
3p ordinary	CFD	LONG	2,296	4.3670 GBP
3p ordinary	CFD	LONG	1,000	4.3670 GBP
3p ordinary	CFD	LONG	3,193	4.3670 GBP
3p ordinary	CFD	LONG	1,037	4.3670 GBP
3p ordinary	CFD	LONG	1,517	4.3680 GBP
3p ordinary	CFD	LONG	1,275	4.3680 GBP
3p ordinary	CFD	LONG	629	4.3680 GBP
3p ordinary	CFD	LONG	681	4.3680 GBP
3p ordinary	CFD	LONG	1,269	4.3680 GBP

3p ordinary	CFD	LONG	2,054	4.3690 GBP
3p ordinary	CFD	LONG	1,647	4.3690 GBP
3p ordinary	CFD	LONG	5,000	4.3790 GBP
3p ordinary	CFD	LONG	2,589	4.3812 GBP
3p ordinary	CFD	LONG	1,000	4.3820 GBP
3p ordinary	CFD	LONG	3,450	4.3820 GBP
3p ordinary	CFD	LONG	1,000	4.3847 GBP
3p ordinary	CFD	LONG	1,000	4.3850 GBP
3p ordinary	CFD	SHORT	82,333	4.2873 GBP
3p ordinary	CFD	SHORT	2,265	4.2996 GBP
3p ordinary	CFD	SHORT	57,862	4.3111 GBP
3p ordinary	CFD	SHORT	1,042	4.3274 GBP
3p ordinary	CFD	SHORT	1,122	4.3300 GBP
3p ordinary	CFD	SHORT	851	4.3300 GBP
3p ordinary	CFD	SHORT	1,510	4.3300 GBP
3p ordinary	CFD	SHORT	1,065	4.3300 GBP
3p ordinary	CFD	SHORT	1,260	4.3300 GBP

3p ordinary	CFD	SHORT	1,214	4.3300 GBP
3p ordinary	CFD	SHORT	3,627	4.3310 GBP
3p ordinary	CFD	SHORT	3,219	4.3310 GBP
3p ordinary	CFD	SHORT	1,239	4.3310 GBP
3p ordinary	CFD	SHORT	2,004	4.3310 GBP
3p ordinary	CFD	SHORT	1,220	4.3310 GBP
3p ordinary	CFD	SHORT	2,793	4.3310 GBP
3p ordinary	CFD	SHORT	1,173	4.3310 GBP
3p ordinary	CFD	SHORT	1,123	4.3310 GBP
3p ordinary	CFD	SHORT	2,945	4.3310 GBP
3p ordinary	CFD	SHORT	2,217	4.3310 GBP
3p ordinary	CFD	SHORT	1,112	4.3310 GBP
3p ordinary	CFD	SHORT	1,277	4.3310 GBP
3p ordinary	CFD	SHORT	2,712	4.3310 GBP
3p ordinary	CFD	SHORT	1,517	4.3310 GBP
3p ordinary	CFD	SHORT	3,034	4.3310 GBP
3p ordinary	CFD	SHORT	2,543	4.3310 GBP

3p ordinary	CFD	SHORT	3,034	4.3310 GBP
3p ordinary	CFD	SHORT	758	4.3310 GBP
3p ordinary	CFD	SHORT	4,106	4.3310 GBP
3p ordinary	CFD	SHORT	1,278	4.3310 GBP
3p ordinary	CFD	SHORT	2,084	4.3310 GBP
3p ordinary	CFD	SHORT	4,246	4.3310 GBP
3p ordinary	CFD	SHORT	2,402	4.3310 GBP
3p ordinary	CFD	SHORT	1,517	4.3310 GBP
3p ordinary	CFD	SHORT	1,517	4.3310 GBP
3p ordinary	CFD	SHORT	1,517	4.3310 GBP
3p ordinary	CFD	SHORT	3,034	4.3310 GBP
3p ordinary	CFD	SHORT	1,473	4.3310 GBP
3p ordinary	CFD	SHORT	1,225	4.3310 GBP
3p ordinary	CFD	SHORT	1,517	4.3310 GBP
3p ordinary	CFD	SHORT	2,186	4.3310 GBP
3p ordinary	CFD	SHORT	1,517	4.3310 GBP
3p ordinary	CFD	SHORT	1,517	4.3310 GBP

3p ordinary	CFD	SHORT	1,184	4.3310 GBP
3p ordinary	CFD	SHORT	1,770	4.3310 GBP
3p ordinary	CFD	SHORT	612	4.3310 GBP
3p ordinary	CFD	SHORT	891	4.3310 GBP
3p ordinary	CFD	SHORT	5,000	4.3310 GBP
3p ordinary	CFD	SHORT	4,396	4.3310 GBP
3p ordinary	CFD	SHORT	1,304	4.3310 GBP
3p ordinary	CFD	SHORT	1,057	4.3310 GBP
3p ordinary	CFD	SHORT	1,776	4.3310 GBP
3p ordinary	CFD	SHORT	1,248	4.3310 GBP
3p ordinary	CFD	SHORT	794	4.3310 GBP
3p ordinary	CFD	SHORT	1,517	4.3310 GBP
3p ordinary	CFD	SHORT	1,691	4.3310 GBP
3p ordinary	CFD	SHORT	1,304	4.3310 GBP
3p ordinary	CFD	SHORT	1,304	4.3310 GBP
3p ordinary	CFD	SHORT	733	4.3310 GBP
3p ordinary	CFD	SHORT	3,981	4.3310 GBP

3p ordinary	CFD	SHORT	197,727	4.3360 GBP
3p ordinary	CFD	SHORT	95,122	4.3362 GBP
3p ordinary	CFD	SHORT	1,051,408	4.3365 GBP
3p ordinary	CFD	SHORT	3,278,802	4.3426 GBP
3p ordinary	CFD	SHORT	554,921	4.3426 GBP
3p ordinary	CFD	SHORT	38,255	4.3426 GBP
3p ordinary	CFD	SHORT	485,136	4.3426 GBP
3p ordinary	CFD	SHORT	214,788	4.3426 GBP
3p ordinary	CFD	SHORT	959,518	4.3426 GBP
3p ordinary	CFD	SHORT	126,008	4.3426 GBP
3p ordinary	CFD	SHORT	34,180	4.3426 GBP
3p ordinary	CFD	SHORT	80,368	4.3426 GBP
3p ordinary	CFD	SHORT	623,662	4.3426 GBP
3p ordinary	CFD	SHORT	3,666,078	4.3437 GBP
3p ordinary	CFD	SHORT	509,000	4.3479 GBP
3p ordinary	CFD	SHORT	5,720,000	4.3540 GBP
3p ordinary	CFD	SHORT	2,657,000	4.3540 GBP

3p ordinary	CFD	SHORT	600,000	4.3540 GBP
3p ordinary	CFD	SHORT	10,656	4.3605 GBP
3p ordinary	CFD	SHORT	125,501	4.3605 GBP
3p ordinary	CFD	SHORT	45,713	4.3605 GBP
3p ordinary	CFD	SHORT	19,419	4.3605 GBP
3p ordinary	CFD	SHORT	11,546	4.3605 GBP

(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

Class of relevant security	Product description <i>e.g. call option</i>	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type <i>e.g. American, European etc.</i>	Expiry date	Option money paid/received per unit
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(ii) Exercise

Class of relevant security	Product description <i>e.g. call option</i>	Number of securities	Exercise price per unit
N/A	N/A	N/A	N/A

(d) Other dealings (including subscribing for new securities)

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Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)
N/A	N/A	N/A	N/A

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(b), copy table 2(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

3. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

<p>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the exempt principal trader making the disclosure and any party to the offer or any person acting in concert with a party to the offer:</p> <p>If there are no such agreements, arrangements or understandings, state "none"</p>
<p>None</p>

(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the exempt principal trader making the disclosure and any other person relating to:</p> <p>(i) the voting rights of any relevant securities under any option; or</p>

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

Date of disclosure:	17 JANUARY 2018
Contact name:	Craig Horsley
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Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk. The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

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