



## Morgan Stanley & Co. - Form 8.5 (EPT/RI) - Replacement of Vantiv Inc

January 18, 2018  
RNS Number : 2919C  
Morgan Stanley & Co. Int'l plc  
18 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	Vantiv, Inc. and Vantiv UK Limited
(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:	11 JANUARY 2018
<b>(e) Has the EPT previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer?</b>	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
USD 0.00001 Class A common	PURCHASES	19,947	75.6600 USD	75.2743 USD
USD 0.00001 Class A common	SALES	19,947	75.6600 USD	75.2743 USD

(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
USD 0.00001 Class A common	CFD	LONG	10,100	75.3722 USD
USD 0.00001 Class A common	CFD	LONG	4,674	75.3764 USD
USD 0.00001 Class A common	CFD	LONG	53,870	75.1858 USD
USD 0.00001 Class A common	CFD	LONG	22,878	75.1871 USD
USD 0.00001	CFD	LONG	400	75.3925 USD

Class A common				
USD 0.00001 Class A common	CFD	LONG	14	75.4800 USD
USD 0.00001 Class A common	CFD	LONG	39	75.4897 USD
USD 0.00001 Class A common	CFD	LONG	11,880	75.5372 USD
USD 0.00001 Class A common	CFD	LONG	6,820	75.5372 USD
USD 0.00001 Class A common	CFD	LONG	1	75.5600 USD
USD 0.00001 Class A common	CFD	LONG	2,627	75.5911 USD
USD 0.00001 Class A common	CFD	LONG	10,002	75.6483 USD
USD 0.00001 Class A common	CFD	LONG	12,355	75.6491 USD
USD 0.00001 Class A common	CFD	LONG	13,000	75.6511 USD
USD 0.00001 Class A common	CFD	LONG	194	75.6600 USD

USD 0.00001 Class A common	CFD	LONG	49	75.6600 USD
USD 0.00001 Class A common	CFD	LONG	45	75.6600 USD
USD 0.00001 Class A common	CFD	LONG	356	75.6600 USD
USD 0.00001 Class A common	CFD	LONG	303	75.6600 USD
USD 0.00001 Class A common	CFD	LONG	45	75.6600 USD
USD 0.00001 Class A common	CFD	LONG	1,857	75.7100 USD
USD 0.00001 Class A common	CFD	SHORT	6,700	75.0145 USD
USD 0.00001 Class A common	CFD	SHORT	44	75.0600 USD
USD 0.00001 Class A common	CFD	SHORT	1,337	75.0600 USD
USD 0.00001 Class A common	CFD	SHORT	1,337	75.0600 USD
USD 0.00001	CFD	SHORT	14	75.0800 USD

Class A common				
USD 0.00001 Class A common	CFD	SHORT	11,880	75.1637 USD
USD 0.00001 Class A common	CFD	SHORT	6,820	75.1637 USD
USD 0.00001 Class A common	CFD	SHORT	100	75.5100 USD
USD 0.00001 Class A common	CFD	SHORT	105	75.6600 USD
USD 0.00001 Class A common	CFD	SHORT	104	75.6600 USD
USD 0.00001 Class A common	CFD	SHORT	1,857	75.7100 USD
USD 0.00001 Class A common	CFD	LONG	2,376	75.0538 USD
USD 0.00001 Class A common	CFD	LONG	3,631	75.0538 USD
USD 0.00001 Class A common	CFD	LONG	11,253	75.0538 USD
USD 0.00001 Class A common	CFD	LONG	8,561	75.0538 USD

USD 0.00001 Class A common	CFD	LONG	4,243	75.0538 USD
USD 0.00001 Class A common	CFD	LONG	1,188	75.2618 USD
USD 0.00001 Class A common	CFD	LONG	1,815	75.2618 USD
USD 0.00001 Class A common	CFD	LONG	2,122	75.2618 USD
USD 0.00001 Class A common	CFD	LONG	4,279	75.2618 USD
USD 0.00001 Class A common	CFD	LONG	5,627	75.2618 USD
USD 0.00001 Class A common	CFD	LONG	5,628	75.6440 USD
USD 0.00001 Class A common	CFD	LONG	4,281	75.6440 USD
USD 0.00001 Class A common	CFD	LONG	2,121	75.6440 USD
USD 0.00001 Class A common	CFD	LONG	1,815	75.6440 USD
USD 0.00001	CFD	LONG	1,187	75.6440 USD

Class A common				
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(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

Class of relevant security	<b>Product description</b> <i>e.g. call option</i>	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	<b>Type</b> <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	<b>Product description</b> <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)

Class of relevant security	<b>Nature of dealing</b> <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

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
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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:

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

None

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

Details of any agreement, arrangement or understanding, formal or informal, between the exempt principal trader making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(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

<b>Date of disclosure:</b>	18 JANUARY 2018
<b>Contact name:</b>	Craig Horsley
<b>Telephone number:</b>	+44(141) 245 7736

*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](mailto: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](http://www.thetakeoverpanel.org.uk).*

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