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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

\_\_\_\_\_  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
\_\_\_\_\_

CERTEGY INC.

(Exact Name of Registrant as Specified in its Charter)

Georgia  
(State or Other Jurisdiction of  
Incorporation or Organization)

58-2606325  
(I.R.S. Employer  
Identification No.)

1550 Peachtree Street, N.W.  
Atlanta, Georgia 30309  
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

\_\_\_\_\_  
CERTEGY INC. 2001 STOCK INCENTIVE PLAN  
CERTEGY INC. 2001 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN  
(Full Title of the Plans)

\_\_\_\_\_  
Bruce S. Richards, Esq.  
Corporate Vice President, General Counsel and Secretary  
1550 Peachtree Street, N.W.  
Atlanta, Georgia 30309  
(404) 885-8000  
(Name, Address, and Telephone Number,  
Including Area Code, of Agent for Service)

Copies to:

Larry D. Ledbetter, Esq.  
Kilpatrick Stockton LLP  
1100 Peachtree Street, N.E., Suite 2800  
Atlanta, Georgia 30309  
(404) 815-6500  
\_\_\_\_\_

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered/(1)/	Proposed Maximum Offering Price Per Share/(2)/	Proposed Maximum Aggregate Offering Price/(2)/	Amount of Registration Fee
Common Stock, \$.01 par value and related Common Stock Purchase Rights/(3)/	10,200,000	\$.77	\$7,854,000	\$1,963.50

(1) Includes 10,000,000 shares to be issued upon the grant or exercise of awards under the Certegy Inc. 2001 Stock Incentive Plan and 200,000 shares to be issued upon the exercise of options granted under the Certegy Inc. 2001 Non-Employee Director Stock Option Plan. In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also relates to such indeterminate number of additional shares of Common Stock of the Registrant as may be issuable in the event of a stock dividend, stock split, recapitalization, or other similar changes in the capital structure, merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation, or other distribution of assets, issuance of rights or warrants to purchase securities, or any other corporate transaction or event having an effect similar to any of the foregoing.

(2) Estimated solely for the purpose calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act. The proposed maximum aggregate offering price and amount of registration fee are calculated on the basis of an estimated book value per share of \$.77 as of March 31, 2001.

(3) No separate consideration will be received for the Rights, which initially will trade together with the Common Stock.

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PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information concerning the Certegy Inc. 2001 Stock Incentive Plan, and Certegy Inc. 2001 Non-Employee Director Stock Option Plan (the "Plans") required by Item 1 of Part I of Form S-8 and the statement of availability of Registration Information, Plan Information and other information required by Item 2 of Part I of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the "SEC") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the registrant shall furnish to the SEC or its staff a copy or copies of all of the documents included in such file.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents have been filed by Certegy Inc. (the "Company") with the SEC and are incorporated herein by reference (File No. 001-16427):

- (1) The Company's Registration Statement on Form 10 declared effective by the SEC on June 12, 2001 and all amendments thereto.

All documents, filed subsequent to the date hereof by the Company with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and prior to the filing of a post-effective amendment hereto which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and made a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents"); provided, however, that the documents enumerated above or subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made hereby is in effect prior to the filing with the SEC of the Company's Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference herein or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statement contained in an Incorporated Document or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

ITEM 4. DESCRIPTION OF SECURITIES

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Georgia Business Corporation Code permits a corporation to eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, provided that no provision shall eliminate or limit the liability of a director: (A) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (B) for acts or omissions which involve intentional misconduct or a knowing violation of law; (C) for unlawful corporate distributions; or (D) for any transaction from which the director received an improper personal benefit. This provision pertains only to breaches of duty by directors in their capacity as directors (and not in any other corporate capacity, such as officers) and limits liability only for breaches of fiduciary duties under Georgia corporate law (and not for violation of other laws, such as the federal securities laws). The Registrant's Amended and Restated Articles of Incorporation (the "Restated Articles") will exonerate the Registrant's directors from monetary liability to the extent permitted by this statutory provision.

The Registrant's Amended and Restated Bylaws (the "Bylaws") also will provide that the Registrant shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral, or investigative, whether formal or informal, by reason of the fact that such person is or was a director or officer of the Registrant, or is or was serving at the request of the Registrant as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against judgments, amounts paid in settlement, penalties, fines, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses, including counsel fees, incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Registrant (and with respect to any criminal action or proceeding, if such person had no reasonable cause to believe such person's conduct was unlawful). In addition, the Bylaws provide that the Registrant shall advance to its directors or officers reasonable expenses of any such proceeding.

Notwithstanding any provisions of the Registrant's Amended Restated Articles and Bylaws to the contrary, the Georgia Business Corporation Code provides that the Registrant shall not indemnify a director or officer for any liability incurred in a proceeding in which the director is adjudged liable to the Registrant or is subjected to injunctive relief in favor of the Registrant: (1) for any appropriation, in violation of his duties, of any business opportunity of the Registrant; (2) for acts or omissions which involve intentional misconduct or a knowing violation of law; (3) for unlawful corporate distributions; or (4) for any transaction from which the director or officer received an improper personal benefit.

The Registrant intends to carry insurance on behalf of directors and officers that may cover, among other things, any liabilities that may accrue under the statutory provisions referred to above.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

The following exhibits are filed with this Registration Statement:

Exhibit Number -----	Description -----
4.1	Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form 10, as amended, declared effective by the SEC on June 12, 2001, File No. 001-16427).
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form 10, as amended, declared effective by the SEC on June 12, 2001, File No. 001-16427).
4.3	Rights Agreement between the registrant and SunTrust Bank, as rights agent (incorporated by reference to Exhibit 4.3 of the Registrant's Registration Statement on Form 10, as amended, declared effective by the SEC on June 12, 2001, File No. 001-16427).
5	Opinion of Kilpatrick Stockton LLP as to the legality of the securities to be issued.
23.1	Consent of Kilpatrick Stockton LLP is included in the opinion filed as Exhibit 5 hereto.
23.2	Consent of Arthur Andersen LLP.
24	Power of Attorney is included on signature page.

ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be

reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs 1(i) and 1(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement;

- (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on June 15, 2001.

CERTEGY INC.

By: /s/ Lee A. Kennedy

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 Lee A. Kennedy  
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signatures appears below constitutes and appoints Bruce S. Richards and Michael T. Vollkommer, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a Registration Statement relating to the registration of shares of common stock on Form S-8 and to sign any and all amendments (including post effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing required or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute, could lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated:

Signature -----	Title -----	Date: ----
/S/ Lee A. Kennedy ----- Lee A. Kennedy	President, Chief Operating Officer & Director (Principal Executive Officer)	June 15, 2001
/S/ Michael T. Vollkommer ----- Michael T. Vollkommer	Vice President & Treasurer (Principal Financial and Accounting Officer)	June 15, 2001
----- Thomas F. Chapman	Director	June , 2001
/S/ Kent E. Mast ----- Kent E. Mast	Director	June 15, 2001

EXHIBIT INDEX

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24	Power of Attorney is included on signature page.



Kilpatrick Stockton LLP

Attorneys at Law  
Suite 2800  
1100 Peachtree Street  
Atlanta, Georgia 30309-4530  
Telephone: 404.815.6500  
Facsimile: 404.815.6555

June 19, 2001

Certegy Inc.  
1550 Peachtree Street, N.W.  
Atlanta, GA 30309

Re: Registration Statement on Form S-8  
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Ladies and Gentlemen:

We have acted as counsel to Certegy Inc., a Georgia corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") relating to an aggregate of 10,200,000 shares (the "Shares") of the Company's Common Stock, par value \$.01 per share, issuable by the Company in accordance with the Certegy Inc. 2001 Stock Incentive Plan and the Certegy Inc. 2001 Non-Employee Director Stock Option Plan (the "Plans"). This opinion letter is rendered pursuant to Item 8 of Form S-8 and Item 601(b)(5) of the Commission's Regulation S-K.

As such counsel, we have examined and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate.

The opinions expressed herein are limited in all respects to the corporate law of the State of Georgia, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing, we are of the opinion that the Shares to be issued upon grant or exercise of awards, or to be purchased, under the Plans are duly authorized and, when issued by the Company in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that

occur which could affect the opinions contained herein. This letter is being rendered solely for the benefit of the Company in connection with the matters addressed herein. This opinion may not be furnished to or relied upon by any person or entity for any purpose without our prior written consent.

We consent to the filing of this opinion as an Exhibit to the Registration Statement.

Yours truly,

KILPATRICK STOCKTON LLP

By: /s/ Larry D. Ledbetter

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Larry D. Ledbetter, a partner

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 23, 2001 related to the Equifax Payment Services division included Certegy Inc.'s Registration Statement on Form 10 (File No. 001-16427) and to all references to our Firm included in this Registration Statement.

/s/ ARTHUR ANDERSEN LLP

June 19, 2001  
Atlanta, Georgia