



---

**United States**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported):

**June 6, 2008**

**Fidelity National Information Services, Inc.**

(Exact name of Registrant as Specified in its Charter)

1-16427

(Commission File Number)

Georgia

(State or Other Jurisdiction of Incorporation or Organization)

58-2606325

(IRS Employer Identification Number)

601 Riverside Avenue  
Jacksonville, Florida 32204

(Addresses of Principal Executive Offices)

(904) 854-8100

(Registrant's Telephone Number, Including Area Code)

---

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

## **TABLE OF CONTENTS**

[Item 7.01 Regulation FD Disclosure](#)

[Item 8.01 Other Events](#)

[Item 9.01 Financial Statements and Exhibits](#)

[SIGNATURE](#)

[EXHIBIT INDEX](#)

[EXHIBIT 99.1](#)

---

## **Item 7.01 Regulation FD Disclosure**

At its Investor Day conference on May 28, 2008, Fidelity National Information Services, Inc. (the “Company” or “FIS”) provided financial guidance for 2008-2011 with respect to consolidated FIS and its wholly-owned subsidiary, Lender Processing Services, Inc. (“LPS”), which FIS has previously announced will be spun off to FIS shareholders. This guidance can be found in the Company’s current report on Form 8-K filed on May 28, 2008. In Item 8.01 below, FIS discloses certain information recently provided to the Company by Bank of America with respect to the scope of services that LPS will provide to Bank of America assuming completion of Bank of America’s merger with Countrywide Financial Corporation. After considering the potential impact of this information on its operations and financial performance, the Company reaffirms its previous guidance for both FIS and LPS.

## **Item 8.01 Other Events**

Fidelity National Information Services, Inc. (the “Company”) today announced the offering by certain selling securityholders of \$400 million aggregate principal amount of senior notes due 2016 (the “Notes”) of the Company’s subsidiary, Lender Processing Services, Inc. (“LPS”). LPS is the new holding company for the Company’s lender processing services operations, which, as previously announced, the Company intends to distribute to its stockholders in a tax free spin-off. The Notes will initially be issued by LPS to the Company in exchange for the contribution of lender processing assets, and then exchanged by the Company for certain of the Company’s existing bank debt with the holders thereof (the “Selling Noteholders”). The Selling Noteholders intend to offer the Notes for sale to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The Company’s related press release is attached as Exhibit 99.1.

In the offering memorandum prepared in connection with the Notes offering, LPS discloses that Bank of America has informed the Company, assuming completion of Bank of America’s merger with Countrywide Financial Corporation, that it is leaning towards phasing out the mortgage processing and appraisal services that LPS provides to Bank of America and instead obtaining these services internally. These services together generated approximately 1.4% of FIS consolidated and 4% of LPS revenue in 2007. If this decision becomes final, the Company anticipates that a mortgage processing conversion would take from 12 to 30 months after completion of the merger. The Company has not received any formal notice of termination from Bank of America or been involved in any discussions with them about the mechanics or planning of a mortgage processing or appraisal conversion. It is possible that Bank of America could decide to continue its mortgage processing with LPS (due to greater efficiencies and cost savings LPS may provide as a result of its higher volumes, or due to other factors) or to continue its appraisal services with LPS (due to ramifications from the new appraisal Code of Conduct entered into by Fannie Mae and Freddie Mac or other factors), although no assurance can be given in this regard. The Company is in senior-level discussions with Bank of America about the scope of services LPS will provide to them following completion of such merger and Bank of America has communicated its willingness to work with LPS to potentially expand revenue opportunities in other areas that may offset any phase-out of the mortgage processing and appraisal services.

## **Forward-Looking Statements**

This current report on Form 8-K contains statements related to future events and expectations, and as such, constitute forward-looking statements. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of the company to be different from those expressed or implied above. FIS expressly disclaims any duty to update or revise forward-looking statements. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to, the effects of governmental regulations, the economy, competition, the effects of FIS’s substantial leverage, which may limit the funds available to make acquisitions and invest in its business, the risk of reduction in revenue from the elimination of existing and potential customers due to consolidation in the banking, retail and financial services industries, including, risks related to potential loss of revenue related to the merger of Bank of America and Countrywide Financial Corporation, potential overdependence on a limited number of customers due to consolidation in the banking, retail and financial services industries, the risk of a downturn in the level of real estate activity, which would adversely affect certain of FIS’s businesses, failure to adapt to changes in technology or in the marketplace, the possibility that the spin-off of LPS will not be completed or not be beneficial to the companies and their shareholders and other risks detailed from time to time in its Form 10-K and other reports and filings with the Securities and Exchange Commission.

## **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated June 6, 2008

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Fidelity National Information Services, Inc.**

Date: June 9, 2008

By: /s/ Jeffrey S. Carbiener

Name: Jeffrey S. Carbiener

Title: Executive Vice President and  
Chief Financial Officer

---

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated June 6, 2008



FIDELITY NATIONAL  
INFORMATION SERVICES

**Press Release**

Investor contacts:

Parag Bhansali  
(904) 854-8640  
Lender Processing Services

Mary Waggoner  
(904) 854-3282  
Fidelity National Information Services

**FIS Announces Offering of \$400 million of Senior Notes of its  
Subsidiary, Lender Processing Services, Inc. by Certain  
Selling Noteholders**

**Jacksonville, Fla.** — (June 6, 2008) — Fidelity National Information Services, Inc. ("FIS") today announced the offering by certain selling securityholders of \$400 million aggregate principal amount of senior notes due 2016 (the "Notes") of FIS' subsidiary, Lender Processing Services, Inc. ("LPS"). LPS is the new holding company for FIS' lender processing operations, which, as previously announced, FIS intends to distribute to its stockholders in a tax free spin-off. The notes will initially be issued by LPS to FIS in exchange for the contribution of lender processing assets, and then exchanged by FIS for certain of FIS' existing bank debt with the holders thereof (the "Selling Noteholders"). The Selling Noteholders intend to offer the Notes for sale to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act").

The notes to be offered have not been registered under the Securities Act or applicable securities laws, and until so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release is not an offer to sell, nor a solicitation of an offer to buy, securities, nor shall there be any sale of these securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. Any offers of the securities will be made only by means of a

---

private offering memorandum. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

### **About Fidelity National Information Services**

Fidelity National Information Services, Inc. (NYSE:FIS) is a leading provider of core processing for financial institutions; card issuer and transaction processing services; mortgage loan processing and mortgage-related information products; and outsourcing services to financial institutions, retailers, mortgage lenders and real estate professionals. FIS has processing and technology relationships with 35 of the top 50 global banks, including nine of the top 10. FIS is a member of Standard and Poor's (S&P) 500® Index and has been ranked the number one overall financial technology provider in the world by *American Banker* and the research firm Financial Insight in the annual FinTech 100 rankings. Headquartered in Jacksonville, Fla., FIS maintains a strong global presence, serving more than 13,000 financial institutions in more than 80 countries worldwide. For more information on Fidelity National Information Services, please visit [www.fidelityinfoservices.com](http://www.fidelityinfoservices.com).

### **About Lender Processing Services**

Lender Processing Services, Inc. (LPS) is a leading provider of integrated technology and services to the mortgage industry. LPS offers solutions that span the mortgage continuum, including lead generation, origination, servicing, portfolio retention and default, augmented by the company's award-winning customer support and professional services. Approximately 50 percent of all U.S. mortgages are serviced using LPS' Mortgage Servicing Package (MSP). In fact, many of the nation's top servicers rely on MSP, including seven of the top 10 and 16 of the top 20. LPS also offers proprietary mortgage and real estate data and analytics for the mortgage and capital markets industries.

### **Forward-Looking Statements**

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future economic

---



performance and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: risks associated with the proposed spin-off of the Lender Processing Services (LPS) segment by FIS, including the ability of FIS to contribute certain LPS assets and liabilities to the entity to be spun off, the ability of LPS to obtain debt on acceptable terms and exchange that debt with certain holders of the FIS debt, obtaining government approvals, obtaining FIS Board of Directors approval, market conditions for the spin-off, and the risk that the spin-off will not be beneficial once accomplished, including as a result of unexpected dis- synergies resulting from the separation or unfavorable reaction from customers, rating agencies or other constituencies; changes in general economic, business and political conditions, including changes in the financial markets; the effects of our substantial leverage (both at FIS prior to the spin-off and at the separate companies after the spin-off), which may limit the funds available to make acquisitions and invest in our business; the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in the banking, retail and financial services industries; failures to adapt our services to changes in technology or in the marketplace; adverse changes in the level of real estate activity, which would adversely affect certain of our businesses; our potential inability to find suitable acquisition candidates or difficulties in integrating acquisitions; significant competition that our operating subsidiaries face; the possibility that our acquisition of EFD/eFunds may not be accretive to our earnings due to undisclosed liabilities, management or integration issues, loss of customers, the inability to achieve targeted cost savings, or other factors; and other risks detailed in the “Statement Regarding Forward-Looking Information,” “Risk Factors” and other sections of the Company’s Form 10-K and other filings with the Securities and Exchange Commission.

# # #