

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):
July 31, 2019

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)

37-1490331
(IRS Employer
Identification Number)

601 Riverside Avenue
Jacksonville, Florida 32204
(Addresses of Principal Executive Offices)

(904) 854-5000
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	FIS	New York Stock Exchange
0.400% Senior Notes due 2021	FIS21A	New York Stock Exchange
Floating Rate Senior Notes due 2021	FIS21B	New York Stock Exchange
0.125% Senior Notes due 2021	FIS21C	New York Stock Exchange
1.700% Senior Notes due 2022	FIS22B	New York Stock Exchange
0.750% Senior Notes due 2023	FIS23A	New York Stock Exchange
1.100% Senior Notes due 2024	FIS24A	New York Stock Exchange
2.602% Senior Notes due 2025	FIS25A	New York Stock Exchange
1.500% Senior Notes due 2027	FIS27	New York Stock Exchange
2.000% Senior Notes due 2030	FIS30	New York Stock Exchange
3.360% Senior Notes due 2031	FIS31	New York Stock Exchange
2.950% Senior Notes due 2039	FIS39	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On July 31, 2019, pursuant to the terms and conditions of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of March 17, 2019, by and among Fidelity National Information Services, Inc. (“FIS”), a Georgia corporation, Worldpay, Inc. (“Worldpay”), a Delaware corporation, and Wrangler Merger Sub, Inc. (“Merger Sub”), a Delaware corporation and wholly-owned subsidiary of FIS, Merger Sub merged with and into Worldpay (the “Merger”), with Worldpay continuing as the surviving corporation in the Merger and a wholly-owned subsidiary of FIS.

As a result of the Merger, each share of the Class A common stock, par value \$0.00001 per share, of Worldpay (“Worldpay Class A Common Stock”) outstanding immediately prior to the Merger, except for shares of Worldpay Class A Common Stock owned by Worldpay as treasury stock or otherwise owned by Worldpay, FIS or any of their respective subsidiaries (other than any Exception Shares (as defined in the Merger Agreement)) and Dissenting Shares (as defined in the Merger Agreement), if any, was converted into the right to receive (i) 0.9287 shares (the “Exchange Ratio”) of common stock, par value \$0.01 per share, of FIS (“FIS Common Stock” and, such shares, the “Share Consideration”) with cash paid in lieu of fractional shares and (ii) \$11.00 in cash (the “Cash Consideration” and, together with the Share Consideration, the “Merger Consideration”).

Additionally, Worldpay’s equity awards were converted into corresponding equity awards with respect to shares of FIS Common Stock (the “Converted Awards”) pursuant to an exchange ratio designed to maintain the intrinsic value of the applicable award immediately prior to conversion. With respect to Worldpay equity awards that had terms providing for vesting upon satisfaction of performance criteria, the conversion was based on achievement levels specified in the Merger Agreement. The Converted Awards will continue to (i) vest based on continued service and (ii) be governed by the same terms and conditions as were applicable to the corresponding Worldpay equity awards prior to conversion (including with respect to accelerated vesting upon a qualifying termination following the effective time of the Merger).

The above-described issuance of shares of FIS Common Stock in connection with the Merger was registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-4 (File No. 333-230858) filed by FIS with the U.S. Securities and Exchange Commission (the “Commission”) and declared effective on June 7, 2019. The joint proxy statement/prospectus of FIS and Worldpay included in the registration statement (the “Joint Proxy Statement/Prospectus”), including the various reports incorporated by reference therein, contains additional information about the above-described transactions.

In connection with the consummation of the Merger, FIS commenced repayment of approximately \$7.5 billion of outstanding Worldpay debt (consisting of its bank debt and senior notes).

The foregoing description does not purport to be complete and is qualified in its entirety by reference to (i) the other items of this Current Report on Form 8-K, (ii) the Joint Proxy Statement/Prospectus and (iii) the Merger Agreement, which is filed herewith as Exhibit 2.1 and is incorporated by reference herein.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In connection with the consummation of the Merger, FIS appointed Stephanie Ferris, an executive of Worldpay, to be Chief Operating Officer of FIS.

Stephanie Ferris previously served as chief financial officer of Worldpay (f/k/a Vantiv, Inc.) from 2018 until the effective time of the Merger. Prior to becoming CFO of Worldpay, Ms. Ferris held a general manager role at Vantiv. Earlier in her career, Ms. Ferris was CFO of the payments processing division of Fifth Third Bancorp, which was later spun out and became Vantiv. She also held multiple progressive financial leadership roles at Fifth Third, after beginning her career in public accounting at PricewaterhouseCoopers.

Promptly following the Merger, Ms. Ferris and FIS will enter into an employment agreement. The agreement will have a three year term and include provisions for a base salary of \$600,000 and an annual bonus with a target of 100% of base salary, with a maximum of up to two times target. Ms. Ferris will also be eligible for an award of equity at the same time other officers are given annual grants beginning in 2020. Ms. Ferris also maintains her rights to terminate her employment for good reason based upon a change of control under the Worldpay Executive Severance Plan, as amended, for the period commencing six months from the execution of the employment agreement until the second anniversary of the execution of the employment agreement and receive all severance benefits and acceleration of equity to which she would be entitled thereunder or under the pertinent Worldpay equity agreements. Certain of her Worldpay equity grants will be amended to vest on a quarterly basis over a two year period. The agreement also includes non-competition and non-solicitation covenants extending until a year after the termination of her employment.

In connection with the consummation of the Merger, FIS appointed Mark Heimbouch, an executive of Worldpay, to be President, Merchant Solutions of FIS. Mark Heimbouch previously served as president and chief operating officer of Worldpay (f/k/a Vantiv) from 2018 until the effective time of the Merger. Prior to becoming president and chief operating officer, Mr. Heimbouch served as senior executive vice president and chief operating & financial officer of Vantiv. Prior to these positions, Mr. Heimbouch served as the chief financial officer of Vantiv. Mr. Heimbouch also served as a director of Worldpay (f/k/a Vantiv) from 2014 until the effective time of the Merger. Prior to joining Vantiv, Mr. Heimbouch held multiple financial leadership and operational roles with other companies, including Jackson Hewitt Tax Service Inc.

Promptly following the Merger, Mr. Heimbouch and FIS will enter into an employment agreement. The agreement will have a three year term and include provisions for a base salary of \$725,000 and an annual bonus with a target of 120% of base salary, with a maximum of up to two times target. Mr. Heimbouch will also be eligible for an award of equity at the same time other officers are given annual grants beginning in 2020. Mr. Heimbouch also maintains his rights to terminate his employment for good reason based upon a change of control under the Worldpay Executive Severance Plan, as amended, for the period commencing six months from the execution of the employment agreement until the second anniversary of the execution of the employment agreement and receive all severance benefits and acceleration of equity to which he would be entitled thereunder or under the pertinent Worldpay equity agreements. Certain of his Worldpay equity grants will be amended to vest on a quarterly basis over a two year period. The agreement also includes non-competition and non-solicitation covenants extending until a year after the termination of his employment.

Appointment of New Directors. Effective upon the consummation of the Merger, FIS expanded the size of the Board of Directors to twelve (12) directors. At such time, as contemplated by the Merger Agreement, the Board of Directors appointed five (5) members of the Worldpay Board of Directors immediately prior to the effective time of the Merger (the individuals set forth below) to the Board of Directors and to the respective committees thereof specified below:

<u>Name</u>	<u>Committee (s)</u>
Lee Adrean	Audit Committee & Risk and Technology Committee
Gary Lauer	Compensation Committee & Corporate Governance and Nominating Committee
Lisa Hook	Audit Committee, Risk and Technology Committee (Chair) & Executive Committee
Jeffrey Stiefler	Corporate Governance and Nominating Committee, Compensation Committee & Executive Committee
Charles Drucker	

The Board of Directors determined that Lee Adrean, Lisa A. Hook, Gary L. Lauer and Jeffery E. Stiefler are independent directors pursuant to the rules of the New York Stock Exchange Listing Standards. In addition, as contemplated by the Merger Agreement, the Board of Directors appointed a former member of the Worldpay Board of Directors (Jeffery E. Stiefler) to serve as the Lead Independent Director of the Board of Directors.

Mr. Adrean served on the board of directors of Worldpay until the effective time of the Merger. He also served as Corporate Vice President and Chief Financial Officer of Equifax, Inc., from October 2006 through May 2014. Prior to joining Equifax, he served as chief financial officer of several other public companies in the transaction processing, internet services, and financial services industries, and served as a strategy consultant for eleven years with Bain & Company. Mr. Adrean previously served on the board of directors of West Corporation and currently serves on the boards of directors of Serta Simmons Bedding, LLC and The Honey Baked Ham Company, LLC. Mr. Adrean has extensive senior management experience with public companies, with significant roles and experience in finance, accounting and corporate strategy.

Ms. Hook served on the board of directors of Worldpay until the effective time of the Merger. She also served as President and Chief Executive Officer of NeuStar, Inc., an information services and data analytics provider, from October 2010 to July 2018, and as a director from November 2010 to the present. Prior to joining Neustar, Ms. Hook served as President and Chief Executive Officer of Sunrocket, Inc., a voice over IP service provider, from 2006 to 2007. From 2001 to 2004, she held several executive-level posts at America Online, Inc., a web services company. Ms. Hook also served in executive and special advisory roles at Time Warner, Inc., was legal adviser to the Chairman of the Federal Communications Commission, and was a senior attorney at Viacom International, Inc. Ms. Hook is a director of Philip Morris International Inc. and Unisys, Inc., and previously served as a Senior Independent Director of RELX PLC and RELX NV. Ms. Hook has extensive executive leadership experience and service as a director at several public companies, which have provided her with insight to issues facing boards and management.

Mr. Lauer served on the board of directors of Worldpay until the effective time of the Merger. He also serves as Executive Director and a co-founder of the Eminent Series Group, a position he has held since July 2017. Prior to his position as Executive Director and co-founder of the Eminent Series Group, he served as Chief Executive Officer of eHealth, Inc., a position he held from December 1999 to May 2016, and Chairman of eHealth's Board of Directors, a position he held from March 2002 to May 2016. He also served as President of eHealth from December 1999 to March 2012. Prior to joining eHealth, Mr. Lauer was Chairman and Chief Executive Officer of MetaCreations Corporation from 1998 to December 1999. Prior to MetaCreations, Mr. Lauer spent more than nine years at Silicon Graphics, Inc., where he was a member of the senior executive team. Mr. Lauer started his career at International Business Machines Corp. in sales and marketing management. Mr. Lauer has extensive operational and leadership experience as the Chief Executive Officer and Chairman of eHealth for more than sixteen years and as a former senior executive of several technology companies.

Mr. Stiefler served on the board of directors of Worldpay until the effective time of the Merger, and previously served as Chairman from Worldpay's initial public offering in March 2012 to January 2018 and served as Worldpay's Lead Director from February 24, 2019 up to the effective time of the Merger. Mr. Stiefler served as a director and non-executive chairperson of the board of directors of Vantiv Holding, LLC from August 4, 2010 until its initial public offering. He currently serves on the board of directors of LogicSource, Inc. and OneSpa World Holdings Limited. He previously served on the boards of directors of LPL Financial Corporation and VeriFone Systems, Inc., and served as Lead Director of Taleo Corporation, Inc. prior to its acquisition by Oracle Corporation in April 2012. Mr. Stiefler also served as a Venture Partner with Emergence Capital Partners from 2008 through the beginning of 2013. Mr. Stiefler was the Chairman, President and CEO of Digital Insight from August 2003 until the company's acquisition by Intuit in February 2007. Prior to Digital Insight, Mr. Stiefler worked with several private equity firms as an operating advisor and held a variety of positions at American Express, including President and Director of the company, and President and CEO of American Express Financial Advisors. Mr. Stiefler has significant senior management and board expertise at public companies and operational and strategic experiences as a former chief executive officer of a software company.

In connection with joining FIS' Board of Directors, Lee Adrean, Gary Lauer, Lisa Hook and Jeffrey Stiefler will each receive a one-time grant of equity, on or about August 8, 2019, valued at \$150,000 in the form of time-based restricted stock units, vesting ratably in one-year increments over a three-year time period. Lee Adrean, Gary Lauer, Lisa Hook and Jeffrey Stiefler will also participate in the compensation program for non-management directors as described in the Director Compensation section of FIS' Proxy Statement for its Annual Meeting of Shareholders held on April 30, 2019, filed with the U.S. Securities and Exchange Commission on April 12, 2019.

In connection with the consummation of the Merger, FIS appointed Charles Drucker to serve on its Board and to have an executive role as its Vice Chairman. Mr. Drucker served as Worldpay's Executive Chairman of the Board and Chief Executive Officer until the effective time of the Merger, a position he has held since January 1, 2019. From January 2018 to December 31, 2018, he served as the Executive Chairman and Co-Chief Executive Officer. Prior to assuming his role as Executive Chairman, he was Vantiv's Chief Executive Officer, a position he held from June 2009. Mr. Drucker was a director of Vantiv, Inc., predecessor to Worldpay, since November 2011 until the effective time of the Merger and was a director of Vantiv Holding, LLC from June 2009 to March 2012. Since October 2016, Mr. Drucker has served on the board of directors of Donnelley Financial Solutions, Inc. Mr. Drucker has extensive senior management experience at a number of large corporations in the banking and payments industry, deep industry experience and intimate knowledge of the operational, financial and strategic development of financial technology companies.

Promptly following the effective time of the Merger, Mr. Drucker and FIS will enter into an employment letter agreement. The agreement will have a one year term and include provisions for a base salary of \$875,000 and an annual bonus for 2019 with a target of 175% of base salary, with a maximum of up to two times target. Under this agreement, Mr. Drucker also maintains his rights to terminate his employment for good reason pursuant to the change of control provisions under the Worldpay Executive Severance Plan, as amended and receive all severance benefits and acceleration of equity to which he would be entitled thereunder and under the pertinent Worldpay equity agreements. The agreement also includes non-competition and non-solicitation covenants extending for two years after the effective time of the Merger.

Immediately following consummation of the Merger, the entire Board of Directors of FIS consists of the following members: Gary A. Norcross, Ellen R. Alemany, Keith W. Hughes, David K. Hunt, Louise M. Parent, Brian T. Shea, James B Stallings, Jr., Charles Drucker, Lee Adrean, Gary Lauer, Lisa Hook and Jeffrey Stiefler. Messrs Norcross and Drucker also serve as executive officers of FIS.

Resignation of Certain Directors. Effective upon the consummation of the Merger, as contemplated by the Merger Agreement, Stephan A. James and Leslie M. Muma resigned from the Board of Directors.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 31, 2019, prior to the effective time of the Merger, the articles of incorporation of FIS were amended to increase the number of authorized shares of FIS Common Stock from 600,000,000 to 750,000,000. The amendment to the articles of incorporation of FIS had been previously adopted by the Board of Directors of FIS and approved by the requisite vote of FIS shareholders at the special meeting of the FIS shareholders held on July 24, 2019. The articles of amendment to the articles of incorporation are attached as Exhibit 3.1 hereto and incorporated herein by reference.

Item 8.01 Other Events.

On July 31, 2019, FIS issued a press release announcing the completion of the Merger, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

In connection with the Merger, FIS has filed with the SEC a registration statement on Form S-4 that was declared effective by the U.S. Securities and Exchange Commission on June 7, 2019. A copy of the unqualified legal opinion relating to the securities issued pursuant to FIS Registration Statement on Form S-4, as amended (Registration No. 333-230858), is filed as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of business acquired.

Each of the following consolidated financial statements of Worldpay, Inc. ("Worldpay") are hereby incorporated by reference:

- (i) the audited consolidated financial statements of Worldpay for the fiscal years ended December 31, 2018 and 2017 and for each of the years in the three-year period ended December 31, 2018, set forth as Exhibit 99.1 to FIS' Current Report on Form 8-K filed with the Commission on May 13, 2019; and
- (ii) the interim unaudited consolidated financial statements of Worldpay for the fiscal quarter ended March 31, 2019 and for the three months ended March 31, 2019 and 2018, set forth as Exhibit 99.2 to FIS' Current Report on Form 8-K filed with the Commission on May 13, 2019.

(b) Pro forma financial information.

The unaudited pro forma condensed combined financial statements of FIS and Worldpay (a) as of and for the three months ended March 31, 2019, including the unaudited pro forma condensed combined consolidated statements of income of FIS and Worldpay for the three months ended March 31, 2019 giving effect to the Merger as if it had occurred on January 1, 2018, as well as the unaudited pro forma condensed combined consolidated balance sheet data of FIS and Worldpay as of March 31, 2019, which reflects the unaudited pro forma condensed combined consolidated balance sheets of FIS and Worldpay giving effect to the Merger as if it had occurred on March 31, 2019 and (b) for the year ended December 31, 2018, which reflects the combined historical consolidated statements of income of FIS and Worldpay giving effect to the Merger as if it had occurred on January 1, 2018, set forth as Exhibit 99.6 to FIS' Current Report on Form 8-K filed with the Commission on May 13, 2019 are incorporated by reference herein.

(d) Exhibits

- 2.1 [Agreement and Plan of Merger between Fidelity National Information Services, Inc., Worldpay, Inc. and Wrangler Merger Sub, Inc. dated as of March 17, 2019 \(incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Worldpay on March 18, 2019\)](#)
- 3.1 [Articles of Amendment to the Articles of Incorporation of Fidelity National Information Services, Inc., effective as of July 31, 2019](#)
- 5.1 [Opinion of Nelson Mullins Riley & Scarborough LLP, regarding the validity of the securities registered on Form S-4](#)
- 99.1 [Press Release of Fidelity National Information Services, Inc., dated as of July 31, 2019](#)

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: July 31, 2019

By: /s/ Marc M. Mayo

Name: Marc M. Mayo

Title: Corporate Executive Vice President and Chief Legal Officer

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

FIDELITY NATIONAL INFORMATION SERVICES, INC.

a Domestic Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 07/31/2019 and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on **07/31/2019**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIDELITY NATIONAL INFORMATION SERVICES, INC.**

FIDELITY NATIONAL INFORMATION SERVICES, INC., a corporation organized and existing under the laws of the State of Georgia, hereby certifies as follows:

1. The name of the corporation is Fidelity National Information Services, Inc. (the "Corporation").

2. Pursuant to Section 14-2-1003 of the Georgia Business Corporation Code, these Articles of Amendment amend the Amended and Restated Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation"). (These Articles of Amendment are hereinafter referred to as this "Amendment.") The amendment to the Articles of Incorporation that is included in this Amendment was duly approved and adopted by the shareholders of the Corporation in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code on July 24, 2019.

3. The Articles of Incorporation are hereby amended by amending the first sentence of Article II of the Articles of Incorporation to increase the number of shares of Common Stock, par value of \$.01 per share, authorized for issuance to Seven Hundred and Fifty Million (750,000,000) shares. The first sentence of Article II of the Articles of Incorporation shall hereafter read in its entirety as follows:

"The Corporation shall have authority to issue Nine Hundred and Fifty Million (950,000,000) shares, of which Seven Hundred and Fifty Million (750,000,000) shall be designated "Common Stock" and have a par value of \$.01 per share and Two Hundred Million (200,000,000) shares shall be designated "Preferred Stock" and have a par value of \$.01 per share."

[Signature appears on following page.]

IN WITNESS WHEREOF, Fidelity National Information Services, Inc. has caused these Articles of Amendment to be executed by the undersigned duly authorized officer on July 31, 2019.

Fidelity National Information Services, Inc.

By: /s/ Marc M. Mayo

Name: Marc M. Mayo

Title: Corporate Executive Vice President and
Chief Legal Officer

2019 JUL 31 AM 8:02

SECRETARY OF STATE
CORPORATIONS DIVISION

[Signature Page to Amendment to Articles of Incorporation of Fidelity National Information Services, Inc.]



NELSON MULLINS RILEY & SCARBOROUGH LLP
ATTORNEYS AND COUNSELORS AT LAW

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201 17th Street, NW | Suite 1700
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July 31, 2019

Fidelity National Information Services, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204

**Re: Registration Statement on Form S-4 (File No. 333-230858) for Fidelity
National Information Services, Inc.**

Ladies and Gentlemen:

We have acted as Georgia counsel for Fidelity National Information Services, Inc., a Georgia corporation ("**FIS**"), in connection with the registration statement on Form S-4 (File No. 333-230858) (as amended, the "**Registration Statement**") filed by FIS with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Securities Act**"), relating to the registration of the issuance of up to 297,279,730 shares (the "**Shares**") of FIS's common stock, par value \$0.01 per share, to be issued in connection with the Agreement and Plan of Merger (the "**Merger Agreement**"), dated as of March 17, 2019, by and among Worldpay, Inc., a Delaware corporation ("**Worldpay**"), FIS and Wrangler Merger Sub, Inc., a Delaware corporation.

As such counsel, and as a basis for the opinion hereinafter set forth, we have examined and are familiar with (a) the Merger Agreement; (b) FIS' amended and restated articles of incorporation, as amended, including by the articles of amendment (the "**Articles of Amendment**") effective July 31, 2019; (c) FIS' amended and restated bylaws, as amended to date; (d) the Registration Statement; and (e) relevant resolutions of the directors of FIS approving the Merger Agreement (and the transactions contemplated thereby), the Articles of Amendment and the registration of the Shares. In addition, we have made such investigations of law and have examined such certificates of public officials and officers of FIS and such other documents and records as we have deemed necessary for purposes of this opinion letter.

We have relied on statements and representations of officers of FIS and other representatives of FIS and its agents. Other than as stated in this opinion letter, we have not independently established or verified any facts relevant to the opinion expressed herein. In our examination, we have assumed the completeness and authenticity of any document submitted to us as an original, the completeness and conformity to the originals of any document submitted to us as a copy, the authenticity of the originals of such copies, the genuineness of all signatures and the legal capacity and mental competence of natural persons.

CALIFORNIA | COLORADO | DISTRICT OF COLUMBIA | FLORIDA | GEORGIA | MARYLAND | MASSACHUSETTS | NEW YORK
NORTH CAROLINA | SOUTH CAROLINA | TENNESSEE | WEST VIRGINIA

We have assumed without investigation that there has been no relevant change or development between the dates as of which the information cited in the preceding paragraph was given and the date of this opinion letter and that the information upon which we have relied is accurate and does not omit disclosure necessary to prevent such information from being misleading. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based, as to matters of law, solely on the Georgia Business Corporation Code and judicial interpretations of such law. We express no opinion herein as to any other laws, statutes, regulations or ordinances. Without limiting the generality of the foregoing, we give no opinion as to any federal securities laws or any state securities laws.

Based upon the foregoing, and subject, in all respects, to the assumptions, qualifications and limitations set forth in this opinion letter, we are of the opinion that when the Shares have been issued in accordance with the terms of the Merger Agreement and as contemplated by the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to a current report on Form 8-K of the Company and the incorporation by reference of this opinion in the Registration Statement and further consent to the reference to our name under the caption "Legal Matters" in the Registration Statement and in any amendments or supplements to the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required under Section 7 of the Securities Act.

* * * * *

Very truly yours,

/s/ Nelson Mullins Riley & Scarborough LLP

Nelson Mullins Riley & Scarborough LLP



Press Release

**FIS Closes Acquisition of Worldpay, Enhancing its Global Technology
Leadership Serving Merchants, Banks and Capital Markets**

- Key facts**
- FIS acquires Worldpay, one of the world’s leading global eCommerce and payment technology companies.
 - Post-acquisition, FIS will have over \$12 billion in pro forma revenue and be a global leader in technology and solutions for merchants, banks and capital markets.
 - With more than 55,000 employees and a best-in-class technology portfolio, FIS is positioned to accelerate its growth and advance the way the world pays, banks and invests.

JACKSONVILLE, Fla., July 31, 2019 – FIS (NYSE: FIS) today announced the closing of its acquisition of global payments leader Worldpay, Inc., creating a global leader in technology and solutions for merchants, banks and capital markets.

The combined company will have over \$12 billion in pro forma revenue and more than 55,000 employees. With a best-in-class portfolio of solutions for payments, banking and capital markets, FIS is positioned to accelerate its growth and advance the way the world pays, banks and invests.

“This is an exciting day for FIS and Worldpay, and for the industry as a whole,” said FIS Chairman, President and CEO Gary Norcross. “This transformative combination significantly enhances the scale, portfolio and global footprint of FIS to help our clients capitalize on growth opportunities at a time of rapid marketplace change.”

“I would like to extend a warm welcome to Worldpay employees, clients and investors to the FIS family as we work together to bring the benefits to businesses and communities around the world,” Norcross said. “I couldn’t be more optimistic about the future of this company and the innovations and advancements we can bring to advance the way the world pays, banks and invests.”

“The global payments industry is moving at an accelerated speed and it is vital that large providers such as FIS stay ahead,” said Rivka Gewirtz Little, research director, Global Payment Strategies at IDC Financial Insights. “The combination of FIS and Worldpay enhances FIS’ overall acquiring and payment offerings, positioning the company to offer best-in-class enterprise banking, payments, capital markets, and global eCommerce capabilities to financial institutions and businesses worldwide.”

Several former Worldpay executives will assume key leadership roles at FIS. Mark Heimbouch, former president and chief operating officer at Worldpay, is joining FIS as president of the company’s Merchant Solutions division. Stephanie Ferris, former chief financial officer at Worldpay, is joining FIS as its enterprise-wide chief operating officer. Charles Drucker, former executive chairman and chief executive officer at Worldpay, is joining the FIS board of directors as vice chairman. Key leaders from Worldpay will also remain with the company.

The company will announce second quarter earnings for both FIS and Worldpay beginning at 8:30 a.m. ET on Tuesday, August 6. Details about this webcast can be found on the Investor Relations section of FIS’ homepage, www.fisglobal.com.

About FIS

FIS is a global leader in technology, solutions and services for merchants, banks and capital markets that helps businesses and communities thrive by advancing commerce and the financial world. For over 50 years, FIS has continued to drive growth for clients around the world by creating tomorrow's technology, solutions and services to modernize today's businesses and customer experiences. By connecting merchants, banks and capital markets, we use our scale, apply our deep expertise and data-driven insights, innovate with purpose to solve for our clients' future, and deliver experiences that are more simple, seamless and secure to advance the way the world pays, banks and invests. Headquartered in Jacksonville, Florida, FIS employs about 55,000 people worldwide dedicated to helping our clients solve for the future. FIS is a Fortune 500® company and is a member of Standard & Poor's 500® Index.

To learn more, visit www.fisglobal.com. Follow FIS on Facebook, LinkedIn and Twitter (@FISGlobal).

Forward-Looking Statements

This release contains "forward-looking statements" within the meaning of the U.S. federal securities laws. Statements that are not historical facts, including statements about anticipated financial outcomes, business and market conditions, outlook and anticipated profitability and growth, as well as other statements about our expectations, beliefs, intentions, or strategies regarding the future, are forward-looking statements. These statements relate to future events and our future results, and involve a number of risks and uncertainties. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Any statements that refer to beliefs, expectations, projections or other characterizations of future events or circumstances and other statements that are not historical facts are forward-looking statements.

Actual results, performance or achievement could differ materially from those contained in these forward-looking statements. The risks and uncertainties that forward-looking statements are subject to include, without limitation:

- the risk that the Worldpay transaction will not provide the expected benefits, or that we will not be able to achieve the cost or revenue synergies anticipated;
- the risk that the integration of FIS and Worldpay will be more difficult, time-consuming or expensive than anticipated;
- the risk of customer loss or other business disruption in connection with the Worldpay transaction, or of the loss of key employees;
- the fact that unforeseen liabilities of FIS or Worldpay may exist;
- the risk that acquired businesses will not be integrated successfully, or that the integration will be more costly or more time-consuming and complex than anticipated;
- the risk that cost savings and other synergies anticipated to be realized from acquisitions may not be fully realized or may take longer to realize than expected;
- the risks of doing business internationally;
- changes in general economic, business and political conditions, including the possibility of intensified international hostilities, acts of terrorism, changes in either or both the United States and international lending, capital and financial markets, and currency fluctuations;
- the effect of legislative initiatives or proposals, statutory changes, governmental or other applicable regulations and/or changes in industry requirements, including privacy and cybersecurity laws and regulations;
- the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in, or new laws or regulations affecting, the banking, retail and financial services industries or due to financial failures or other setbacks suffered by firms in those industries;
- changes in the growth rates of the markets for our solutions;
- failures to adapt our solutions to changes in technology or in the marketplace;
- internal or external security breaches of our systems, including those relating to unauthorized access, theft, corruption or loss of personal information and computer viruses and other malware affecting our software or platforms, and the reactions of customers, card associations, government regulators and others to any such events;
- the risk that implementation of software (including software updates) for customers or at customer locations or employee error in monitoring our software and platforms may result in the corruption or loss of data or customer information, interruption of business operations, outages, exposure to liability claims or loss of customers;

- the reaction of current and potential customers to communications from us or regulators regarding information security, risk management, internal audit or other matters;
- competitive pressures on pricing related to the decreasing number of community banks in the U.S., the development of new disruptive technologies competing with one or more of our solutions, increasing presence of international competitors in the U.S. market and the entry into the market by global banks and global companies with respect to certain competitive solutions, each of which may have the impact of unbundling individual solutions from a comprehensive suite of solutions we provide to many of our customers;
- the failure to innovate in order to keep up with new emerging technologies, which could impact our solutions and our ability to attract new, or retain existing, customers;
- the failure to meet financial goals to grow the business in Brazil after the unwinding of the Brazilian Venture;
- the risks of reduction in revenue from the loss of existing and/or potential customers in Brazil after the unwinding of the Brazilian Venture;
- an operational or natural disaster at one of our major operations centers;
- failure to comply with applicable requirements of payment networks or card schemes or changes in those requirements;
- fraud by merchants or bad actors; and
- other risks detailed in the “Risk Factors” and other sections of our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and in our other filings with the Securities and Exchange Commission.

Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition, results of operations and prospects. Accordingly, readers should not place undue reliance on these forward-looking statements. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Except as required by applicable law or regulation, we do not undertake (and expressly disclaim) any obligation and do not intend to publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise.

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For More Information

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