SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB	APPROVAL
ΜВ	Number:	3235-028

87 ON Estimated average burden

Section obligat	this box if no lo n 16. Form 4 or tions may conti ction 1(b).		STAT				CHANGI o Section 16(in 30(h) of the							SHI	P	Estima	Number: ated ave per resp	erage burde		0.5	
				2. Issuer Name and Ticker or Trading Symbol <u>Metavante Technologies, Inc.</u> [MV]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner									
(Last) (First) (Middle) C/O WARBURG PINCUS LLC 466 LEXINGTON AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 11/02/2007								Officer (give title Other (specify below)									
(Street) NEW YORK NY 10017			4. If Amendment, Date of Original Filed (Month/Day/Year)							e	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person										
(City)	(!	State)	(Zip)																		
			Table I - Non-	Deriv	ative	Sec	urities Ac	-	Dis	posed	of, or	Bene	ficia	lly O	wned						
1. Title of	1. Title of Security (Instr. 3)		c	2. Transa Date (Month/D) E) if	A. Deemed kecution Date, any lonth/Day/Yea	Code (Instr.			ities Acquired (A) o d Of (D) (Instr. 3, 4 a			d 5)	5. Amount Securities Beneficially Following Reported		6. Owne Form: D (D) or In (I) (Instr	Direct Indirect	7. Natu Indirec Benefic Owners (Instr. 4	ect ficial ership	
			1 (1)	44/00	/2005			Code	v	Amount		(A) or (D)	-	Price Transaction(s) (Instr. 3 and 4)		d 4)		D ⁽³⁾⁽⁴⁾			
Common	Stock, \$0.0)1 par value per	Table II - D	11/02			rities Aca	C ⁽¹⁾	Dien	29,732		A		(2)	29,732	2,214		(3)(4)			
			Table II - D	e.g., p	uts, c	alls	, warrants	s, optio	ns, c	onvert	ible s	ecurit	ies)	y 0w	neu						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	action (Instr.	Der Sec Acc Dis	lumber of ivative curities juired (A) or posed of (D) str. 3, 4 and	6. Date E: Expiration (Month/D	n Date		Secur Deriva	e and An ities Unc ative Sec 3 and 4)	lerlying urity		8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitio Benefici Owned Followin Reporte	ve es ally ng d	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	D) Ownership ect (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisal		xpiration	Title	Nu	nount mber ares			Transac (Instr. 4)					
Class A Common Stock, \$0.01 par value per share	(2)	11/02/2007		C ⁽¹⁾			29,732,214	(2)		(2)	Comn Stoc),732	,214	(2)	0		D ⁽³⁾⁽⁴⁾			
1. Name ar <u>WPM,</u>		FReporting Person*		<u> </u>																	
	RBURG PI KINGTON A	(First) NCUS LLC AVENUE	(Middle)			-															
(Street) NEW Y	ORK	NY	10017																		
(City)		(State)	(Zip)																		
	nd Address of <u>GP, LLC</u>	f Reporting Person*	:																		
	RBURG PI KINGTON 4	(First) NCUS LLC AVENUE	(Middle)																		
(Street) NEW Y	ORK	NY	10017																		
(City)		(State)	(Zip)																		
		Reporting Person* Private Equit																			
(Last)	RBURG PI	(First)	(Middle)																		

466 LEXINGTON AVENUE

(Street) NEW YORK	NY	10017					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Warburg Pincus IX LLC							
(Last) 466 LEXINGTON A	(First) VENUE	(Middle)					
(Street) NEW YORK	NY	10017					
(City)	(State)	(Zip)					
1. Name and Address of <u>Warburg Pincus</u>							
(Last) 466 LEXINGTON A	(First) VENUE	(Middle)					
(Street) NEW YORK	NY	10017					
(City)	(State)	(Zip)					
1. Name and Address of WARBURG PIN							
(Last) 466 LEXINGTON A	(First) VENUE	(Middle)					
(Street) NEW YORK	NY	10017					
(City)	(State)	(Zip)					
1. Name and Address of WARBURG PIN							
(Last) 466 LEXINGTON A NEW YORK	(First) VENUE	(Middle)					
(Street) NY	NY	100173147					
(City)	(State)	(Zip)					
1. Name and Address of KAYE CHARLE							
(Last) C/O WARBURG PIN 466 LEXINGTON A		(Middle)					
(Street) NEW YORK	NY	10017					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* <u>LANDY JOSEPH</u>							
(Last) C/O WARBURG PIN 466 LEXINGTON A		(Middle)					
(Street) NEW YORK	NY	10017					
(City)	(State)	(Zip)					

Explanation of Responses:

1. Exempt under Rule 16b-6 of the Securities Exchange Act of 1934.

2. Pursuant to the Issuer's Restated Articles of Incorporation, dated November 1, 2007, outstanding shares of Class A Common Stock automatically convert, as of November 2, 2007, into shares of the Issuer's Common Stock on a one-for-one basis.

3. This Form 4 is being filed on behalf of WPM, L.P., a Delaware limited partnership ("WPM"), WPM GP, LLC, a Delaware limited liability company ("WPM GP"), Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), Warburg Pincus IX LLC, a New York limited liability company ("WP IX LLC"), Warburg Pincus Partners, LLC, a New York limited liability company ("WP IX LLC"), Warburg Pincus Partners, LLC, a New York limited liability company ("WP IX LLC"), Warburg Pincus Partners, LLC, a New York limited liability company ("WP IX LLC"), Warburg Pincus Partners, LLC, a New York limited liability company ("WP IX LLC"), Warburg Pincus Partners, LLC, a New York limited liability company ("WP IX LLC"), Warburg Pincus Partners, LLC, a New York limited liability company ("WP IX LLC"), Warburg Pincus Partners, LLC, a New York limited liability company ("WP IX LLC"), and Messrs. Charles R. Kaye and Joseph P. Landy (collectively, the "Reporting Persons").

4. WPM GP, the sole general partner of WPM, is a wholly-owned subsidiary of WP IX. WP IX LLC is the sole general partner of WP IX. WP Partners is the sole member of WP IX LLC. WP is the managing member of WP Partners. WP LLC manages WP IX. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Co-Presidents and Managing Members of WP LLC and may be deemed to control the Reporting Persons. Each of WPM GP, WP IX, WP IX LLC, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy all disclaim beneficial ownership of all shares of both the Issuer's Class A Common Stock and Common Stock except to the extent of any indirect pecuniary interest therein.

<u>WPM, L.P., by WPM GP, LLC,</u> <u>its general partner, by Scott A.</u> <u>Arenare, Managing Director and</u> <u>Secretary /s/ Scott A. Arenare</u>	<u>11/05/2007</u>
<u>WPM GP, LLC, by Scott A.</u> <u>Arenare, Managing Director and</u> <u>Secretary /s/ Scott A. Arenare</u>	<u>11/05/2007</u>
Warburg Pincus Private Equity IX, L.P., by Warburg Pincus IX LLC, its general partner, by Warburg Pincus Partners LLC, its sole member, by Warburg Pincus & Co., its managing member, by Scott A. Arenare, Partner /s/ Scott A. Arenare	<u>11/05/2007</u>
Warburg Pincus IX LLC, by Warburg Pincus Partners LLC, its sole member, by Warburg Pincus & Co., its managing member, by Scott A. Arenare, Partner /s/ Scott A. Arenare	<u>11/05/2007</u>
Warburg Pincus Partners LLC, by Warburg Pincus & Co., its managing member, by Scott A. Arenare, Partner /s/ Scott A. Arenare	<u>11/05/2007</u>
Warburg Pincus LLC, by Scott <u>A. Arenare, Managing Director</u> /s/ Scott A. Arenare	<u>11/05/2007</u>
Warburg Pincus & Co., by Scott A. Arenare, Partner /s/ Scott A. <u>Arenare</u>	<u>11/05/2007</u>
<u>Charles R. Kaye, by Scott A.</u> <u>Arenare, Attorney-in-Fact /s/</u> <u>Scott A. Arenare</u>	<u>11/05/2007</u>
Joseph P. Landy, by Scott A. Arenare, Attorney-in-Fact /s/ Scott A. Arenare	<u>11/05/2007</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.