

Fidelity National Information Services, Inc.
Form DEF 14A
April 17, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FIDELITY NATIONAL INFORMATION SERVICES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

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- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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Fidelity National Information Services, Inc.

601 Riverside Avenue

Jacksonville, Florida 32204

April 18, 2014

Dear Shareholder:

On behalf of the Board of Directors, I cordially invite you to attend the annual meeting of shareholders of Fidelity National Information Services, Inc. The meeting will be held on May 28, 2014 at 10:00 A.M., Eastern Time, in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida 32204. The formal Notice of Annual Meeting and Proxy Statement for this meeting are attached to this letter.

The Notice of Annual Meeting and Proxy Statement contain more information about the annual meeting, including:

who can vote; and

the different methods you can use to vote, including the telephone, Internet and traditional paper proxy card.

Whether or not you plan to attend the annual meeting, please vote by one of these methods to ensure that your shares are represented and voted in accordance with your wishes. This will help us avoid the expense of sending follow-up letters to ensure that a quorum is represented at the annual meeting, and will assure that your vote is counted if you are unable to attend.

On behalf of the Board of Directors, I thank you for your cooperation.

Sincerely,

Frank R. Martire

Chairman of the Board and Chief Executive Officer

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Fidelity National Information Services, Inc.

601 Riverside Avenue

Jacksonville, Florida 32204

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Shareholders of Fidelity National Information Services, Inc.:

Notice is hereby given that the 2014 Annual Meeting of Shareholders of Fidelity National Information Services, Inc. will be held on May 28, 2014 at 10:00 A.M., Eastern Time, in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida 32204 for the following purposes:

1. to elect four Class III directors to serve until the 2015 annual meeting of shareholders or, in each case, until their successors are duly elected and qualified or until their earlier death, resignation or removal;
 2. to approve, in an advisory and non-binding vote, the compensation of our named executive officers;
 3. to approve the elimination of the supermajority voting requirement in Article IV of the Corporation's Articles of Incorporation;
- and
4. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2014 fiscal year.

The Board of Directors set April 1, 2014 as the record date for the meeting. This means that owners of Fidelity National Information Services, Inc. common stock at the close of business on that date are entitled to:

receive notice of the meeting; and

vote at the meeting and any adjournments or postponements of the meeting.

All shareholders are cordially invited to attend the meeting in person. Whether or not you plan to attend the annual meeting, please read these proxy materials and cast your vote on the matters that will be presented at the meeting. You may vote your shares through the Internet, by telephone, or by mailing the enclosed proxy card. Instructions for our registered shareholders are described under the question "How do I vote?" on page 2 of the proxy statement.

Sincerely,

Michael P. Oates

Corporate Secretary

Jacksonville, Florida

April 18, 2014

PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE (OR VOTE VIA TELEPHONE OR INTERNET) TO ASSURE REPRESENTATION OF YOUR SHARES.

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Fidelity National Information Services, Inc.

601 Riverside Avenue

Jacksonville, Florida 32204

PROXY STATEMENT

The enclosed proxy is solicited by the Board of Directors (the Board) of Fidelity National Information Services, Inc. (the Company or FIS) for use at the Annual Meeting of Shareholders to be held on May 28, 2014 at 10:00 A.M., Eastern Time, or at any adjournment thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Shareholders. The meeting will be held in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida.

It is anticipated that such proxy, together with this proxy statement, will be first mailed on or about April 18, 2014 to all shareholders entitled to vote at the meeting.

The Company's principal executive offices are located at 601 Riverside Avenue, Jacksonville, Florida 32204, and its telephone number at that address is (904) 438-6000.

GENERAL INFORMATION ABOUT THE COMPANY

Unless stated otherwise or the context otherwise requires, all references to FIS, we, our, the Company or the registrant are to Fidelity National Information Services, Inc., a Georgia corporation formerly known as Certegy Inc., and all references to FNF are to Fidelity National Financial, Inc. and its former parent that owned a majority of the Company's shares through November 9, 2006. For purposes of the biographical descriptions of our directors and executive officers, service with FIS includes service prior to the merger with Certegy Inc., and service with FNF prior to FIS becoming an independent entity in November 2006.

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GENERAL INFORMATION ABOUT THE ANNUAL MEETING

Your shares can be voted at the annual meeting only if you vote by proxy or if you are present and vote in person. Even if you expect to attend the annual meeting, please vote by proxy to assure that your shares will be represented.

Why did I receive this proxy statement?

The Board is soliciting your proxy to vote at the annual meeting because you were a shareholder of the Company at the close of business on April 1, 2014, which we refer to as the record date, and therefore you are entitled to vote at the annual meeting. This proxy statement contains information about the matters to be voted on at the annual meeting and the voting process, as well as information about the Company's directors and executive officers.

Who is entitled to vote?

All record holders of FIS common stock as of the close of business on April 1, 2014 are entitled to vote. On that day, 287,671,068 shares were issued and outstanding and eligible to vote. Each share is entitled to one vote on each matter presented at the annual meeting.

What shares are covered by the proxy card?

The proxy card covers all shares held by you of record (i.e., shares registered in your name).

What if I am a beneficial holder rather than an owner of record?

If you hold your shares through a broker, bank, or other nominee, you will receive separate instructions from the nominee describing how to vote your shares.

How do I vote?

In person at the annual meeting. All shareholders may vote in person at the annual meeting by bringing the enclosed proxy card or proof of identification, but if you are a beneficial owner (as opposed to a record holder), you must obtain a legal proxy from your broker, bank or nominee and present it to the inspectors at the annual meeting with your ballot when you vote at the meeting; or

By proxy. There are three ways to vote by proxy:

by Internet, using a unique password printed on your proxy card and following the instructions on the proxy card;

by mail, using the enclosed proxy card and return envelope; or

by telephone, using the telephone number printed on the proxy card and following the instructions on the proxy card. Even if you expect to attend the annual meeting, please vote by proxy to assure that your shares will be represented.

What does it mean to vote by proxy?

It means that you give someone else the right to vote your shares in accordance with your instructions. In this case, we are asking you to give your proxy to our Chief Executive Officer and our Corporate Secretary, who are sometimes referred to as the proxy holders. By giving your proxy to the proxy holders, you assure that your vote will be counted even if you are unable to attend the annual meeting. If you give your proxy but do not include specific instructions on how to vote on a particular proposal described in this proxy statement, the proxy holders will vote your shares in accordance with the recommendation of the Board for such proposal.

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On what am I voting?

You will be asked to consider four proposals at the annual meeting.

Proposal No. 1 asks you to elect four Class III directors to serve until the 2015 annual meeting of shareholders.

Proposal No. 2 asks you to vote for the approval, on an advisory basis, of the compensation of our executive officers.

Proposal No. 3 asks you to vote for the approval of the elimination of the supermajority voting requirement in Article IV of the Corporation's Articles of Incorporation.

Proposal No. 4 asks you to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2014 fiscal year.

What happens if other matters are raised at the meeting?

Although we are not aware of any matters to be presented at the annual meeting other than those contained in the Notice of Annual Meeting, if other matters are properly raised at the meeting in accordance with the procedures specified in the Articles of Incorporation and Bylaws, all proxies given to the proxy holders will be voted in accordance with their best judgment.

What if I submit a proxy and later change my mind?

If you have submitted your proxy and later wish to revoke it, you may do so by doing one of the following: (i) giving written notice to the Corporate Secretary prior to the annual meeting; (ii) timely submitting another proxy bearing a later date (in any of the permitted forms) prior to the annual meeting; or (iii) casting a ballot in person at the annual meeting.

Who will count the votes?

Broadridge Financial Solutions, Inc. will serve as proxy tabulator and count the votes, and the results will be certified by the inspector of election.

How many votes must each proposal receive to be adopted?

The following votes must be received:

For Proposal No. 1, regarding the election of directors, to be elected, each of the director nominees named in this proxy statement must receive more votes cast for such nominee's election than votes cast against such nominee's election. If a nominee who currently is serving as a director does not receive the required vote for election or re-election, Georgia law provides that such director will continue to serve on the Board of Directors as a holdover director. However, pursuant to FIS' Majority Voting Policy, in that situation, our Corporate Governance and Nominating Committee would promptly make a recommendation to the Board about whether to accept or reject the resignation of any holdover director and the Board would then take action on the recommendation no later than 180 days following the date of the election.

For Proposal No. 2, regarding a non-binding advisory vote on the compensation paid to our named executive officers, under Georgia law, the action will be approved (on a non-binding advisory basis) if a quorum exists and the shares present or represented by proxy and entitled to vote favoring the action exceed the shares present or represented by proxy opposing the action.

For Proposal No. 3, regarding the approval of the elimination of the supermajority voting requirement in Article IV of the Corporation's Articles of Incorporation, under Georgia law the amendments are approved if a majority of the outstanding shares of common stock entitled to vote at the annual meeting affirmatively vote in favor of the proposed action.

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For Proposal No. 4, regarding the appointment of KPMG LLP, under Georgia law the action will be approved if a quorum exists and the shares present or represented by proxy and entitled to vote favoring the action exceed the shares present or represented by proxy opposing the action.

What constitutes a quorum?

A quorum is present if a majority of the outstanding shares of common stock entitled to vote is represented either in person or by proxy. Broker non-votes and abstentions are counted for purposes of determining whether a quorum is present.

What are broker non-votes and what effect will they have?

Broker non-votes occur when nominees, such as banks and brokers holding shares on behalf of beneficial owners, do not receive voting instructions from the beneficial holders at least ten days before the meeting. If that happens, the nominees may vote those shares only on matters deemed routine by the New York Stock Exchange, such as the ratification of the appointment of the independent registered public accounting firm. On non-routine matters, such as the election of directors, Proposal No. 2 and Proposal No. 3, nominees cannot vote unless they receive voting instructions from beneficial owners, resulting in so called broker non-votes. Accordingly, with respect to Proposals No. 1 and No. 2, broker non-votes will not affect the outcome of the vote and with respect to Proposal No. 3, which requires the affirmative vote of a majority of all shares entitled to vote at the annual meeting, broker non-votes will have the same effect as votes against approval of the Proposal No. 3. Please be sure to give specific voting instructions to your broker, so that your vote can be counted.

What effect does an abstention have?

With respect to each proposal, except as noted in the following sentence, abstentions or directions to withhold authority will not be included in vote totals and will not affect the outcome of the vote. With respect to Proposal No. 3, abstentions will have the same effect as votes against the proposal.

Who pays the cost of soliciting proxies?

The Company pays the cost of the solicitation of proxies, including preparing and mailing the Notice of Annual Meeting of Shareholders, this proxy statement and the proxy card. Following the mailing of this proxy statement, directors, officers and employees of the Company may solicit proxies by telephone, facsimile transmission or other personal contact. Such persons will receive no additional compensation for such services. Brokerage houses and other nominees, fiduciaries and custodians who are holders of record of shares of common stock will be requested to forward proxy soliciting material to the beneficial owners of such shares and will be reimbursed by the Company for their charges and expenses in connection therewith at customary and reasonable rates. In addition, the Company has retained Georgeson Inc. to assist in the solicitation of proxies for an estimated fee of \$15,025, plus reimbursement of expenses.

What if I share a household with another shareholder?

We have adopted a procedure approved by the Securities and Exchange Commission (the SEC) called householding. Under this procedure, shareholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of our Annual Report and Proxy Statement unless one or more of these shareholders notifies us that they wish to continue receiving individual copies. This procedure will reduce our printing costs and postage fees. Shareholders who participate in householding will continue to receive separate proxy cards. Also, householding will not in any way affect dividend check mailings. If you are eligible for householding, but you and other shareholders of record with whom you share an address currently receive multiple copies of our Annual Reports and/or Proxy Statements, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of the Annual Report or Proxy Statement for your household, please contact our transfer agent, Computershare (in writing: P.O. Box 43078, Providence, Rhode Island 02940-3078; by telephone: (800) 568-3476). If you

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participate in householding and wish to receive a separate copy of the 2013 Annual Report or this Proxy Statement, or if you do not wish to participate in householding and prefer to receive separate copies of future Annual Reports and/or Proxy Statements, please contact Computershare as indicated above. Beneficial shareholders can request information about householding from their banks, brokers or other holders of record. The Company hereby undertakes to deliver promptly upon written or oral request, a separate copy of the annual report to shareholders, or Proxy Statement, as applicable, to a Company shareholder at a shared address to which a single copy of the document was delivered.

CERTAIN INFORMATION ABOUT OUR DIRECTORS**Information About the Nominees for Election**

At the 2012 Annual Meeting, our shareholders adopted amendments to the Company's Articles of Incorporation and By-laws to declassify our Board. Accordingly, in 2012, our Class I directors were elected for a three-year term expiring in 2015. At the 2013 Annual Meeting, our Class II directors were elected for a two-year term expiring in 2015 and one Class III director was elected to a one-year term expiring in 2014. At the 2014 Annual Meeting, our Class III directors will be elected for a one-year term expiring in 2015. Thereafter, the full Board will be elected annually for one-year terms. In addition, effective as of December 18, 2013, our Board expanded its size from nine to ten members, and appointed Leslie M. Muma to serve as its tenth member. At the 2014 Annual Meeting, Mr. Muma will stand for election for a one-year term expiring in 2015.

The names of the current nominees for election as directors of the Company and certain biographical information concerning each of them is set forth below:

Class III Director Nominees (Terms will Expire at the 2015 Annual Meeting)

Name	Position with FIS	Age(1)	Director Since
David K. Hunt	Director, Chairman of the Audit Committee, Member of the Risk Committee, Member of the Compensation Committee	68	2001
Richard N. Massey	Director, Chairman of the Compensation Committee, Member of the Executive Committee,	58	2006
Leslie M. Muma	Director, Member of the Corporate Governance and Nominating Committee	69	2013

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	Member of the Audit Committee,		
	Member of the Risk Committee		
James B. Stallings, Jr.	Director,	58	2013
	Member of the Risk Committee,		
	Member of the Corporate Governance and Nominating Committee		

(1) As of April 1, 2014.

David K. Hunt. David K. Hunt has served as a director of FIS since June 2001. He also served as a director of Lender Processing Services, Inc. (LPS) from February 2010 until January 2014, when LPS was acquired by FNF. Since December 2005, Mr. Hunt has been a private investor. He previously served as the non-executive

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Chairman of the Board of OnVantage, Inc. from October 2004 until December 2005. From May 1999 to October 2004, he served as the Chairman and Chief Executive Officer of PlanSoft Corporation, an internet-based business-to-business solutions provider in the meeting and convention industry.

Mr. Hunt's qualifications to serve on the FIS Board include his financial literacy and over 40 years of experience in the banking and payments industries, including serving in executive positions with Signet Banking Corporation, Global Payments Inc., and AT&T Inc. Universal Card Services.

Richard N. Massey. Richard N. Massey has served as a director of FIS since November 2006 and as a director of FNF since February 2006. Mr. Massey is currently a founding partner of Westrock Capital, LLC, a private investment firm, and has been since January 2009. Mr. Massey previously served as the Chief Strategy Officer and General Counsel of Alltel Corporation from January 2006 until January 2009. From 2000 until 2006, Mr. Massey served as Managing Director of Stephens Inc., a private investment bank, during which time his financial advisory practice focused on software and information technology companies. Mr. Massey serves as director of Oxford American Literary Project Inc., a not-for-profit literary publication, and the Arkansas Razorback Foundation Inc. Mr. Massey also serves as Chairman of the Board of First Federal Bancshares of Arkansas, Inc., a bank holding company, and as a director of Black Knight Financial Services, LLC and ServiceLink Holdings, LLC.

Mr. Massey's qualifications to serve on the FIS Board include his experience in corporate finance, investment banking and as a financial and legal advisor to public and private businesses, as well as his experience and expertise in identifying, negotiating and consummating mergers and acquisitions in technology and other industries.

Leslie M. Muma. Leslie M. Muma has served as a director of FIS since December 2013. Mr. Muma was named Chief Executive Officer of Fiserv Inc. in 1999, a position he held until his retirement in June 2008. Since June 2008, Mr. Muma has been retired. Mr. Muma was President of Sunshine State Systems from 1973 until 1984, when he helped found Fiserv Inc. From 1984 until 1999, Mr. Muma held the position of President and Chief Operating Officer of Fiserv Inc. Mr. Muma currently serves as a director of the Gold Shield Foundation, the Copperhead Foundation and the University of South Florida Foundation Inc., where he co-chairs the Foundation's Capital Campaign. Mr. Muma is also a director of MGIC Investment Corporation.

Mr. Muma's qualifications to serve on the FIS Board include his more than 30 years of experience as an executive officer in the financial technology services industry, as well as his expertise in that space in corporate finance, mergers and acquisitions.

James B. Stallings, Jr. James B. Stallings, Jr. has served as a director of FIS since April 2013. Mr. Stallings is a Managing Partner of PS 27 Ventures, LLC, a private investment fund focused on technology companies. Mr. Stallings is also the co-founder of SmartBox, a healthy snack vending company. From 2009 until his retirement in January 2013, Mr. Stallings served as General Manager of Global Markets in IBM Systems and Technology Group. From 2002 to 2009, Mr. Stallings served in a variety of roles at IBM Corporation, including general manager, Enterprise Systems, IBM Systems and Technology Group. From 2000 to 2002, Mr. Stallings founded and ran E House, a consumer technology company, and prior to that, Mr. Stallings worked for Physician Sales & Services, a medical supplier. From 1984 to 1996, Mr. Stallings worked in various capacities for IBM Corporation.

Mr. Stallings's qualifications to serve on the FIS Board include over 25 years of experience in the information technology industry, including leadership roles in business management, strategy and innovation.

Table of Contents**Class I Directors (Terms Expiring in 2015)**

Name	Position with FIS	Age(1)	Director Since
William P. Foley, II	Vice Chairman of the Board, Member of the Executive Committee	69	2006
Thomas M. Hagerty	Director, Member of the Compensation Committee	51	2006
Keith W. Hughes	Director, Chairman of the Corporate Governance and Nominating Committee, Member of the Audit Committee	67	2002

(1) As of April 1, 2014

William P. Foley, II. William P. Foley, II has served as a director of FIS since February 2006 and is the Vice Chairman of the Board. He served as Executive Chairman of the Board until February 8, 2011 and as Chairman until March 30, 2012. Mr. Foley has also served as the Executive Chairman of the Board of FNF since October 2006 and Chairman of the Board of FNF from the company's formation in 1984 to October 2006. Mr. Foley served as Chief Executive Officer of FNF from the company's formation in 1984 to May 2007. Mr. Foley also served as the Chairman of LPS from July 2008 until March 2009, and currently serves as Chairman of the Board of Remy International, Inc., Black Knight Financial Services, LLC and ServiceLink Holdings, LLC, all subsidiaries of FNF. Mr. Foley is also Chairman, CEO and President of Foley Family Wines, Inc., a holding company for several vineyards and wineries located in the U.S. and New Zealand.

Mr. Foley's qualifications to serve on the FIS Board include his years of business experience as a Chairman, board member and executive officer of public and private companies in a wide variety of industries, including his experience serving as Executive Chairman of FIS from November 2006 until February 2011, and his strong track record of building and maintaining shareholder value and successfully negotiating and implementing mergers and acquisitions.

Thomas M. Hagerty. Thomas M. Hagerty has served as a director of FIS since February 2006 and has served as a director of FNF since October 2006. Mr. Hagerty is a Managing Director of Thomas H. Lee Partners, L.P., a position he has held since 1994. Mr. Hagerty has been employed by Thomas H. Lee Partners, L.P. and its predecessor, Thomas H. Lee Company, since 1988. Mr. Hagerty also serves as a director of MGIC Investment Corporation, MoneyGram International, Inc., Ceridian Corporation, First BanCorp., Black Knight Financial Services, LLC and ServiceLink Holdings, LLC.

Mr. Hagerty's qualifications to serve on the FIS Board include his managerial and strategic expertise working with large growth-oriented companies as a Managing Director of Thomas H. Lee Partners, L.P., a leading private equity firm, his experience in enhancing value of such companies, his expertise in corporate finance and his perspective as the representative of a former substantial shareholder of FIS.

On October 1, 2009, the Company completed its acquisition of Metavante Technology, Inc. ("Metavante") pursuant to the terms and conditions of an Agreement and Plan of Merger (the "Merger Agreement") dated March 31, 2009. In connection with the Merger, FNF and affiliates of Thomas H. Lee Partners, L.P. ("THL") invested a total of \$249,999,993.50 in FIS pursuant to the terms and conditions of an Investment Agreement dated March 31, 2009 (the "Investment Agreement"). Under the Investment Agreement, THL was entitled to nominate one member of our Board of Directors as long as it continued to own shares equal to at least 35% of the number of shares it purchased under the Investment Agreement. Mr. Hagerty was nominated by THL. According to a Schedule 13G/A filed by THL on February 14, 2013, THL currently does not own any shares of FIS as of December 31, 2012. Accordingly, THL no longer is entitled to nominate a member for election to our Board.

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Keith W. Hughes. Keith W. Hughes has served as a director of FIS since August 2002. Since April 2001, Mr. Hughes has been a self-employed consultant to domestic and international financial services institutions. From November 2000 to April 2001, he served as Vice Chairman of Citigroup Inc. Mr. Hughes was named to that position in 2000 when Citigroup acquired Associates First Capital Corporation, where he had served as Chairman and Chief Executive Officer since February 1995. Mr. Hughes currently is a director of THL Credit Inc. Within the past five years, Mr. Hughes has served as a director of Texas Industries, Inc., Pilgrim's Pride Corp. and DriveTime Automotive Group, Inc.

Mr. Hughes' qualifications to serve on the FIS Board include his years of experience as an executive and consultant to financial services institutions, particularly his experience as Vice Chairman of Citigroup Inc. and Chairman and Chief Executive of Associates First Capital Corporation, as well as his financial literacy and experience in matters of corporate governance.

Class II Directors (Term Expiring in 2015)

Name	Position with FIS	Age(1)	Director Since
Stephan A. James	Director, Chairman of the Risk Committee Member of the Audit Committee	67	2009
Frank R. Martire	Chairman of the Board and Chief Executive Officer, Chairman of the Executive Committee	66	2009
Gary A. Norcross	Director, President and Chief Operating Officer	48	2013

(1) As of April 1, 2014

Stephan A. James. Stephan A. James is the former Chief Operating Officer of Accenture Ltd., and served as Vice Chairman of Accenture Ltd. from 2001 to 2004. He also served in the advisory position of International Chairman of Accenture from August 2004 until August 2006. He was a director of BMC Software, Inc. until July 2013 when the company went private. He is a director of Navigant Consulting, Inc., and currently serves as a member of the University of Texas McCombs School of Business Advisory Board. Mr. James is also a director of the University Coop, a non-profit company in Austin, Texas. Mr. James served as a director of Metavante from November 2007 until the Metavante acquisition by FIS on October 1, 2009.

Mr. James' qualifications to serve on the FIS Board include his experience and expertise providing financial, management consulting and technology services to financial service companies in connection with his management positions at Accenture Ltd. In particular, Mr. James was responsible for the worldwide financial service consulting and outsourcing business of Accenture Ltd. for five years.

Frank R. Martire. Frank R. Martire is the Chairman of the Board and Chief Executive Officer of FIS. Mr. Martire joined FIS after its acquisition of Metavante, where he also served as Chairman of the Board and Chief Executive Officer. Mr. Martire also served as President of FIS until March 30, 2012. Mr. Martire also served as director and Chief Executive Officer of Metavante Corporation since March 2003 and served as its President from March 2003 to November 2008. Mr. Martire was President and Chief Operating Officer of Call Solutions Inc. from 2001 to 2003 and President and Chief Operating Officer, Financial Institution Systems and Services Group, of Fiserv, Inc. from 1991 to 2001. Mr. Martire is a director of Aurora Healthcare and the Children's Hospital and Health System Foundation Inc. Mr. Martire is also a member of the board of trustees for Sacred Heart University, the Board of Directors for Baptist Health, the Executive Board of Jacksonville Chamber of Commerce and on the Mayo Clinic Foundation Board.

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Mr. Martire's qualifications to serve on the FIS Board include his years of experience providing technology solutions to the banking industry, particularly his experience with FIS and Metavante, and his knowledge of and contacts in the financial services industry.

Gary A. Norcross. Gary A. Norcross is the President and Chief Operating Officer of FIS. From October 2009 to March 2012, he served as Corporate Executive Vice President, Chief Operating Officer of FIS, and served as President and Chief Operating Officer, Transaction Processing Services of FIS from November 2007 to September 2009. Prior to that, he served as Executive Vice President, Integrated Financial Solutions of FIS beginning in February 2006 and held the position of Senior Vice President of Integrated Financial Solutions of FIS from June 1996 to February 2006. He served FIS in various other capacities between 1988 and 1996. Currently, Mr. Norcross is a board member of KIPP Jacksonville Schools, the Metro Board of the YMCA of Florida's First Coast and on the Dean's Advisory Board for Walton School of Business at the University of Arkansas. Mr. Norcross also served on the board of mFoundry, Inc. until it was acquired by FIS in 2013.

Mr. Norcross's qualifications to serve on the FIS Board include over 25 years of experience with FIS, including in executive and operations management, as well as risk, financial and human resources management. Mr. Norcross also has valuable financial services industry knowledge and experience with mergers and acquisitions.

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PROPOSAL NO. 1: ELECTION OF DIRECTORS

Pursuant to the amendments to our Articles of Incorporation and Bylaws approved by our shareholders at the 2012 annual meeting, our Board is in transition to no longer be classified. Accordingly, at our 2012 annual meeting, three Class I directors were elected to a three-year term, which expires in 2015. At the 2013 Annual Meeting, three Class II directors were elected to a two-year term expiring in 2015 and one Class III director was elected to a one-year term expiring in 2014. At the 2014 annual meeting, four Class III directors will be elected to a one-year term expiring in 2015 (including the Class III director elected at the 2013 Annual Meeting). Beginning in 2015, our shareholders will elect the full Board on an annual basis.

The Bylaws of the Company provide that our Board shall consist of at least five and no more than fifteen directors. The Board determines the number of directors within these limits. Effective as of December 18, 2013, the Board was expanded from nine to ten directors. As noted above, the four Class III directors elected at the 2014 Annual Meeting will hold office for a one-year term or, in each case, until their successors are elected and qualified.

At the 2014 Annual Meeting, the following persons have been nominated to stand for election to the Board for a one-year term expiring in 2015:

David K. Hunt

Richard N. Massey

Leslie M. Muma

James B. Stallings, Jr.

The Board believes that each of the nominees will stand for election and will serve if elected as a director.

THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR EACH OF THE LISTED NOMINEES.

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PROPOSAL NO. 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act) and Rule 14a-21(a) promulgated thereunder, we are asking our shareholders to approve, in a non-binding advisory vote, the compensation of our named executive officers as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K.

We currently hold our say-on-pay vote every year. Over 86% of the shares voted at our 2013 shareholders meeting approved our say-on-pay proposal. Our approach and process to executive compensation ensures a strong link between pay and company performance, a sound design of our compensation program, and strong executive compensation practices and governance. As discussed in the Compensation Discussion and Analysis and Executive and Director Compensation section of this proxy statement, the Board and the compensation committee of the Board (compensation committee) believe that our executive compensation program provides our named executive officers with a balanced compensation package that includes an appropriate base salary along with competitive annual and long-term incentive compensation targets. These incentive programs are designed to reward our named executive officers on both an annual and long-term basis if they attain certain specified goals.

Our current executive compensation program directly links compensation of our named executive officers to our financial performance and aligns the interests of our named executive officers with those of our shareholders. The Board and the compensation committee believe that the success of our compensation program is evident by our strong financial performance in 2013 and the resulting value creation for our shareholders. Our total shareholder return for 2013 was 57.3% (compared with 32.4% for the S&P 500 Index and 52.7% for the S&P 500 Supercap Data Processing & Outsourced Services Index), and for the two year period ending December 31, 2013, our total shareholder return was 111.0% (compared with 53.6% for the S&P 500 Index and 97.1% for the S&P 500 Supercap Data Processing & Outsourced Services Index).

Accordingly, we ask our shareholders to vote in favor of on the following resolution at the annual meeting:

RESOLVED, that the Company s shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company s Proxy Statement for the 2014 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis and Executive and Director Compensation section of the 2014 Proxy Statement, the 2013 Summary Compensation Table and the other related tables and disclosures.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC. Approval of the compensation paid to our named executive officers requires that the number of shares present or represented by proxy and entitled to vote approving the proposal exceed the number of shares present or represented by proxy and entitled to vote opposing it. Abstentions will have no effect. However, as this is an advisory vote, the results will not be binding on the Company, the Board, or the compensation committee and will not require us to take any action. The final decision on the compensation of our named executive officers remains with our compensation committee and the Board, although the compensation committee and the Board will consider the outcome of this vote when making compensation decisions.

THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT.

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PROPOSAL NO. 3: APPROVAL OF THE ELIMINATION OF THE SUPERMAJORITY VOTING REQUIREMENT IN ARTICLE IV OF THE CORPORATION'S ARTICLES OF INCORPORATION

We are asking our shareholders to approve an amendment to our Articles of Incorporation to eliminate the supermajority voting requirement in Article IV(c) (Supermajority Voting Requirement). Article IV provides for processes and procedures relating to the Board of Directors, including the process for determining the size of the board, the classification of directors, nominations for the election of directors, removal of directors and filling vacancies on the Board. Article IV(c) currently requires the affirmative vote of not less than two-thirds (2/3) of the votes entitled to be cast by the holders of all of the outstanding shares of the Corporation then entitled to vote generally in the election of directors, voting together as a single class to amend or repeal Article IV. However, such 2/3rds vote is not required with respect to any amendment or repeal of Article IV if recommended by a majority of the Board of Directors.

The Board has adopted a resolution unanimously approving and recommending to the shareholders the deletion of Article IV(c) of the Articles of Incorporation in its entirety in order to eliminate the Supermajority Voting Requirement. If adopted, the required shareholder vote for amendment to Article IV of the Articles of Incorporation would then be determined under applicable Georgia law. Georgia law requires amendments to the Articles of Incorporation to be approved by a majority of the votes entitled to be cast on the amendment, unless the articles of incorporation provide otherwise. In this case, the amendment to our Articles of Incorporation to remove the Supermajority Voting Requirement must be approved by a majority of the votes entitled to be cast on this proposed amendment.

Supermajority vote requirements, like the ones contained in Article IV, are intended to facilitate corporate governance stability and provide protection against self-interested action by large shareholders by requiring broad shareholder consensus to make certain fundamental changes. While the Board recognizes these protections are important, the Board also notes that many shareholders and commentators now view these provisions as limiting a board's accountability to shareholders and the ability of shareholders to effectively participate in corporate governance. The Board has determined that eliminating the Supermajority Vote Requirements in Article IV would preserve legitimate shareholder protections while enhancing the Board's accountability to the Company's shareholders and increasing the ability of shareholders to participate effectively in the Company's corporate governance.

THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE APPROVAL OF THE ELIMINATION OF THE SUPERMAJORITY VOTING REQUIREMENTS IN ARTICLE IV.

Table of Contents**PROPOSAL NO. 4: RATIFICATION OF INDEPENDENT REGISTERED****PUBLIC ACCOUNTING FIRM****General Information About KPMG LLP**

Although shareholder ratification of the appointment of our independent registered public accounting firm is not required by our Bylaws or otherwise, we are submitting the selection of KPMG LLP (KPMG) to our shareholders for ratification. Even if the selection is ratified, the audit committee of the Board of Directors (audit committee), in its discretion, may select a different independent registered public accounting firm at any time if it determines that such a change would be in the best interests of us and our shareholders. If our shareholders do not ratify the audit committee's selection, the audit committee will take that fact into consideration, together with such other factors it deems relevant, in determining its next selection of an independent registered public accounting firm.

In choosing our independent registered public accounting firm, our audit committee conducts a comprehensive review of the qualifications of those individuals who will lead and serve on the engagement team, the quality control procedures the firm has established, and any issue raised by the most recent quality control review of the firm. The review also includes matters required to be considered under the SEC rules on Auditor Independence, including the nature and extent of non-audit services to ensure that they will not impair the independence of the accountants.

Representatives of KPMG are expected to be present at the annual meeting. These representatives will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Principal Accounting Fees and Services

The audit committee has engaged KPMG to audit the consolidated financial statements of the Company for the 2014 fiscal year. For services rendered to us during or in connection with our fiscal years ended December 31, 2013 and 2012, we were billed the following fees by KPMG:

	2013	2012
Audit Fees	\$ 4,838,215	\$ 5,023,553
Audit-Related Fees	1,880,598	75,907
Tax Fees	95,890	290,680
All Other Fees	37,892	27,100

Audit Fees. Audit fees consisted of fees for the audits, registration statements and other filings related to the Company's 2013 and 2012 financial statements, and audits of the Company's subsidiaries required for regulatory reporting purposes, including billings for out-of-pocket expenses incurred.

Audit-Related Fees. Audit-related fees in 2013 and 2012 consisted of fees for Statement on Standards for Attestation Engagements No. 16 reports and, in 2012 only, audits of employee benefit plans, including billings for out-of-pocket expenses incurred.

Tax Fees. Tax fees in 2013 and 2012 consisted principally of fees for tax compliance, tax planning and tax advice.

All Other Fees. Other non-audit permitted services associated with various initiatives by the Company.

Approval of Accountants' Services

In accordance with the requirements of the Sarbanes-Oxley Act of 2002, all audit and audit-related work and all non-audit work performed by KPMG is approved in advance by the audit committee, including the proposed fees for such work. The audit committee has adopted policies and procedures for pre-approving all work

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performed by KPMG. Specifically, the audit committee has pre-approved the use of KPMG for specific types of services subject to maximum amounts set by the committee. Additionally, specific pre-approval authority is delegated to our audit committee chairman, provided that the estimated fee for the proposed service does not exceed a pre-approved maximum amount set by the committee. Our audit committee chairman must report any pre-approval decisions to the audit committee at its next scheduled meeting. Any other services are required to be pre-approved by the audit committee.

THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE RATIFICATION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2014 FISCAL YEAR.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS AND EXECUTIVE OFFICERS**

The number of our common shares beneficially owned by each individual or group is based upon information in documents filed by such person with the SEC, other publicly available information or information available to us. Percentage ownership in the following tables is based on shares of FIS common stock outstanding as of April 1, 2014. Unless otherwise indicated, each of the shareholders has sole voting and investment power with respect to the shares of common stock beneficially owned by that shareholder. The number of shares beneficially owned by each shareholder is determined under rules issued by the SEC.

Security Ownership of Certain Beneficial Owners

The following table sets forth information regarding beneficial ownership of our common stock by each shareholder who is known by the Company to beneficially own 5% or more of our common stock:

Name	Number of Shares Beneficially Owned	Percent of Class
FMR LLC (1)	30,754,839	10.69%
The Vanguard Group (2)	19,761,330	6.87%
BlackRock, Inc. (3)	17,387,736	6.0%

- (1) According to a Schedule 13G filed February 14, 2014, FMR LLC, a Delaware limited liability company, 82 Devonshire Street, Boston, Massachusetts, 02109, has sole power to vote 2,154,915 shares and sole power to dispose or direct the disposition of 30,754,839 shares. Fidelity Management & Research Company (Fidelity), 82 Devonshire Street, Boston, Massachusetts, 02109, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 24,787,753 shares of common stock as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940. Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 24,787,753 shares owned by the Funds. Fidelity SelectCo, LLC (SelectCo), 1225 1/2 Street, Suite 1100, Denver, Colorado 80202, a wholly-owned subsidiary of FMR LLC and an investment advisor registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 2,951,644 shares of common stock as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940. Edward C. Johnson 3d and FMR LLC, through its control of SelectCo, and the SelectCo Funds each has sole power to dispose of the 2,951,644 owned by the SelectCo Funds. Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Funds, which power resides with the Funds Boards of Trustees. FMRC carries out the voting of the shares under written guidelines established by the Funds Boards of Trustees. Fidelity Management Trust Company, 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 91,921 shares of common stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s). Edward C. Johnson 3d and FMR LLC, through its control of Fidelity Management Trust Company, each has sole dispositive power over 91,921 shares and sole power to vote or to direct the

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- voting of 91,921 shares of common stock owned by the institutional account(s) as reported above. Strategic Advisers, Inc., 245 Summer Street, Boston, MA 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, provides investment services to individuals. As such, FMR LLC's beneficial ownership includes 9,479 shares of common stock outstanding of Fidelity National Information Services, Inc. beneficially owned through Strategic Advisers, Inc. Pyramis Global Advisors, LLC (PGALLC), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 781,504 shares of common stock as a result of its serving as an investment adviser to institutional accounts, non- U.S. mutual funds, or investment companies registered under Section 8 of the Investment Company Act of 1940. Edward C. Johnson 3d and FMR LLC, through its control of PGALLC, each has sole dispositive power over 781,504 shares and sole power to vote or to direct voting of 387,344 shares of common stock owned by the institutional accounts or funds advised by PGALLC as reported above. Pyramis Global Advisors Trust Company (PGATC), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Act of 1934, is the beneficial owner of 2,037,057 shares of common stock as a result of its serving as investment manager of institutional accounts owning such shares. Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 2,037,057 shares and sole power to vote or to direct the voting of 1,569,267 shares of common stock owned by the institutional accounts managed by PGATC as reported above. In addition, FIL Limited (FIL), Pembroke Hall, 42 Crow Lane, Hamilton, Bermuda, and various foreign-based subsidiaries provide investment advisory and management services to a number of non-U.S. investment companies and certain institutional investors. FIL, which is a qualified institution under section 240.13d-1(b)(1)(ii), is the beneficial owner of 95,481 shares of common stock. Partnerships controlled predominantly by members of the family of Edward C. Johnson 3d, Chairman of FMR LLC and FIL, or trusts for their benefit, own shares of FIL voting stock. While the percentage of total voting power represented by these shares may fluctuate as a result of changes in the total number of shares of FIL voting stock outstanding from time to time, it normally represents more than 25% and less than 50% of the total votes which may be cast by all holders of FIL voting stock. FMR LLC and FIL are separate and independent corporate entities, and their Boards of Directors are generally composed of different individuals. FMR LLC and FIL are of the view that they are not acting as a group for purposes of Section 13(d) under the Securities Exchange Act of 1934 (the 1934 Act) and that they are not otherwise required to attribute to each other the beneficial ownership of securities beneficially owned by the other corporation within the meaning of Rule 13d-3 promulgated under the 1934 Act. FMR LLC nevertheless included such shares in its Schedule 13G filing on a voluntary basis as if all of the shares are beneficially owned by FMR LLC and FIL on a joint basis.
- (2) According to Schedule 13G filed on February 12, 2014 Vanguard Fiduciary Trust Company (VFTC), a wholly-owned subsidiary of The Vanguard Group, Inc., 100 Vanguard Blvd., Malvern, PA 19355, is the beneficial owner of 373,043 shares or .12% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd. (VIA), a wholly-owned subsidiary of The Vanguard Group, Inc., 2 Southbank Blvd., Southbank VIC 3006, Australia, is the beneficial owner of 187,548 shares or .06% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.
- (3) According to a Schedule 13G filed January 29, 2014, BlackRock, Inc., a Delaware corporation, 40 East 52nd Street, New York, New York, 10022, has sole power to vote 14,738,802 shares and sole power to dispose or direct the disposition of 17,387,736 shares.

Table of Contents**Security Ownership of Management and Directors**

The following table sets forth information regarding beneficial ownership of our common stock by:

each director and nominee for director;

each of the named executive officers as defined in Item 402(a)(3) of Regulation S-K promulgated by the SEC; and

all of our current executive officers and directors as a group.

The information is not necessarily indicative of beneficial ownership for any other purpose. The mailing address of each director and executive officer shown in the table below is c/o Fidelity National Information Services, Inc., 601 Riverside Avenue, Jacksonville, Florida 32204.

Name	Number of		Total	Percent of Total
	Shares Owned	Options(1)		
William P. Foley, II	505,808(2)	5,118	510,926	*
Michael D. Hayford(3)	99,271	0	99,271	*
Thomas M. Hagerty	32,424	10,236	42,660	*
Keith W. Hughes	18,524(4)	39,238	57,762	*
David K. Hunt	31,966(5)	59,238	91,204	*
Stephan A. James	28,580	57,058	85,638	*
Kirk T. Larsen(3)	38,863	0	38,863	*
Frank R. Martire	992,063(6)	961,813	1,953,876	*
Richard N. Massey	115,840	81,292	197,132	*
Gregory Montana	14,263	5,756	20,019	*
Leslie M. Muma	2,437	0	2,437	*
Gary A. Norcross	536,125(7)	1,574,864	2,110,989	*
Michael P. Oates	95,714	267,668	363,382	*
Peter J. S. Smith	14,959	10,126	25,085	*
James B. Stallings	5,108	1,830	6,938	*
James W. Woodall	58,655	86,814	145,469	*
All current Directors and Officers (14 persons)	2,452,466	3,161,051	5,613,517	1.95%

* Represents less than 1% of our common stock.

- (1) Represents shares that are subject to stock options that are exercisable on April 1, 2014 or become exercisable within 60 days after April 1, 2014.
- (2) Included in this amount are 160,269 shares held by Folco Development Corporation, of which Mr. Foley and his spouse are the sole stockholders, and 155,238 shares held by Foley Family Charitable Foundation.
- (3) Messrs. Hayford and Larsen are no longer with the Company but are listed under the rules of the SEC relating to named executive officers.
- (4) Mr. Hughes holds 20,789 shares of phantom stock, with each share of phantom stock having the economic equivalent of one share of FIS common stock. Shares of phantom stock are payable in cash following Mr. Hughes' termination of service as a director.
- (5) Included in this amount are 1,500 shares held by Mr. Hunt's wife. Mr. Hunt holds 30,602 shares of phantom stock, with each share of phantom stock having the economic equivalent of one share of FIS common stock. Shares of phantom stock are payable in cash following Mr. Hunt's termination of service as a director.
- (6) Included in this amount are 661,416 shares held in trusts.
- (7) Included in this amount are 144,717 shares held in trusts.

Table of Contents**Securities Authorized for Issuance Under Equity Compensation Plans**

The following table provides information as of December 31, 2013, about our common stock that may be issued under our equity compensation plans:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)(1)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))(c)(2)(3)
Equity compensation plans approved by security holders	12,679,618	\$ 33.75	11,669,465
Equity compensation plans not approved by security holders			
Total	12,679,618	\$ 33.75	11,669,465

- (1) Weighted-average exercise price excludes the performance shares, as they do not have exercise prices.
- (2) As of December 31, 2013, 11,669,465 shares under the amended and restated Fidelity National Information Services, Inc. 2008 Omnibus Incentive Plan were available for issuance in the form of restricted stock, restricted stock units, performance shares, performance units, or other stock-based awards.
- (3) The table does not include 0.4 million share awards to be granted in connection with the Capco acquisition. The table also does not include options to purchase an aggregate of 1.1 million shares, at a weighted average exercise price of \$17.79, which were granted under plans assumed in connection with acquisition transactions. No more grants may be made under these assumed plans.

Table of Contents**CERTAIN INFORMATION ABOUT OUR EXECUTIVE OFFICERS**

The executive officers of the Company as of the date of this proxy statement are set forth in the table below. Certain biographical information with respect to those executive officers who do not also serve as directors follows the table. There are no family relationships among the executive officers, directors or nominees for director.

Name	Position with FIS	Age
Frank R. Martire	Chairman of the Board and Chief Executive Officer	66
Gary A. Norcross	President and Chief Operating Officer	48
Gregory G. Montana	Corporate Executive Vice President and Chief Risk Officer	45
Michael P. Oates	Corporate Executive Vice President, General Counsel and Corporate Secretary	54
Peter J. S. Smith	Corporate Senior Vice President and Chief Accounting Officer	46
James W. Woodall	Corporate Executive Vice President and Chief Financial Officer	44

Gregory G. Montana has served as Corporate Executive Vice President and Chief Risk Officer since joining FIS in April 2012. Before joining FIS, he served as senior vice president and senior operational risk executive for Bank of America from 2010 to 2012. Prior to that, he held the positions of senior director, global risk operations at PayPal, Inc. from 2009 to 2010 and director, operational, credit and compliance risk for Lloyds Banking Group, PLC from 2007 to 2009. Mr. Montana serves on the Boards of Catholic Charities of Jacksonville and the Metrolina Association for the Blind of North and South Carolina. Mr. Montana is an adjunct professor of Risk Management at Flagler College in St. Augustine, Florida, and serves as a member of the Board of Trustees of the Georgia State University Risk Management Foundation.

Michael P. Oates has served as Corporate Executive Vice President, General Counsel and Corporate Secretary since February 2013, Corporate Executive Vice President, Chief Human Resources Officer of FIS from October 2009 to February 2013, and Executive Vice President, Human Resources of FIS from February 2008 to September 2009. Prior to that, he held the position of Senior Vice President, Human Resources of FIS since September 2007. Prior to joining FIS, Mr. Oates had served as Vice President of Human Resources for Florida Rock Industries, Inc. since September 2004, and Director of Labor Relations for CSX Corp. from August 2003 to September 2004. Prior to joining CSX, Mr. Oates was a partner with Hunton & Williams L.L.P., where he had been for more than 13 years. Mr. Oates serves on the Boards of the University of North Florida Foundation, the St. Vincent's Healthcare Foundation and the Gator Bowl.

Peter J. S. Smith has served as Corporate Senior Vice President and Chief Accounting Officer of FIS since 2013. Mr. Smith has been with FIS since 2009 and previously was the Senior Vice President and Controller of FIS Payment Solutions Group (PSG). Prior to joining FIS, Mr. Smith was the Chief Financial Officer of Metavante's PSG segment from 2008 to 2009. Prior to Metavante, Mr. Smith spent seven years in Silicon Valley, working as the worldwide sales controller for Openwave Systems Inc. and providing tax and audit services to high-technology clients at PricewaterhouseCoopers.

James W. Woodall has served as Chief Financial Officer since March 2013, and prior to that, as Senior Vice President, Chief Accounting Officer and Controller of FIS since July 2008. Mr. Woodall previously served as Vice President, Finance of Eclipsys Corporation beginning in 2007. Prior to Eclipsys, Mr. Woodall was the Executive Director and Controller of AT&T Inc.'s southeast region and held finance roles of increasing responsibility since 2001. Prior to AT&T Inc., Mr. Woodall worked for PricewaterhouseCoopers, serving technology and communications clients.

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COMPENSATION DISCUSSION AND ANALYSIS AND EXECUTIVE

AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

The following compensation discussion and analysis may contain statements regarding corporate performance targets and goals. These targets and goals are disclosed in the limited context of our compensation programs and should not be understood to be statements of management's expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

In this compensation discussion and analysis, we provide an overview of our named executive officers' 2013 compensation, including the objectives of our compensation programs and the principles upon which our compensation program and decisions were based. In 2013, our named executive officers were:

Frank R. Martire, our Chairman and Chief Executive Officer;

Gary A. Norcross, our President and Chief Operating Officer;

James W. Woodall, our Corporate Executive Vice President and Chief Financial Officer;

Michael P. Oates, our Corporate Executive Vice President, General Counsel and Corporate Secretary;

Kirk T. Larsen, our former Corporate Executive Vice President, Finance; and

Michael D. Hayford, our former Corporate Executive Vice President and Chief Financial Officer.

Effective December 31, 2013, Mr. Larsen resigned from FIS to pursue another opportunity. Effective March 18, 2013, Mr. Hayford ceased to serve as our Corporate Executive Vice President and Chief Financial Officer, and effective June 28, 2013, Mr. Hayford retired from FIS.

In 2013, FIS achieved strong results that met revenue, adjusted earnings per share and free cash flow guidance that we communicated to investors in April of 2013. The increase in revenue during 2013 of \$263.1 million, or 4.5%, as compared to 2012, is primarily attributable to transaction growth, demand for professional and consulting services, higher termination fees, incremental revenues from 2013, and 2012 acquisitions of \$55.7 million. Cash flow provided by operating activities was \$1,060.3 million. We continued to invest for growth through internal product development and infrastructure improvements and we completed three acquisitions in 2013 that complement our product portfolio and provide us additional opportunities to cross-sell to our customers. We strengthened our balance sheet by restructuring our debt, reducing our annual interest expense and obtaining an investment grade rating across the three major rating agencies.

In 2013, we returned \$732.2 million to shareholders in the form of dividends and share repurchases. In fact, FIS has delivered extraordinary value to our shareholders over the past two years. Our total shareholder return for 2013 was 57.3% (compared with 32.4% for the S&P 500 Index and 52.7% for the S&P 500 Supercap Data Processing & Outsourced Services Index), and for the two year period ending December 31, 2013, our total shareholder return was 111.0% (compared with 53.6% for the S&P 500 Index and 97.1% for the S&P 500 Supercap Data Processing & Outsourced Services Index). Our significant shareholder return is a product of our long-term business strategy, our strong market leadership and customer service, our unique products and technological innovation, our growing international presence, and our diligent focus on execution.

Our compensation programs emphasize pay for performance, help us accomplish our business objectives and foster a high performance culture. Accordingly, our named executive officers' 2013 cash incentives under our annual incentive plan were tied directly to the achievement of pre-established, objectively determinable goals relating to four key measures of our success: revenue; new sales contract value; earnings before

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interest, taxes, depreciation and amortization (EBITDA); and free cash flow. Our strong performance in 2013 resulted in our annual incentive plan paying out 133.6% of target levels. Performance results related to our incentive plans are discussed in more detail below.

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Our compensation programs are designed to attract high performing executives and to retain our key employees, as there is significant competition in our industry for talented managers. We accomplish these objectives by providing our executives with total compensation that is competitive relative to the compensation paid to similarly situated executives at similarly sized companies. We believe that this is critical to our effort to motivate, reward and retain those individuals with the leadership abilities and skills necessary for achieving our ultimate objective: the creation of long-term shareholder value.

2013 Shareholder Vote on Executive Compensation

At our 2013 annual meeting of shareholders, as required by Section 14A of the Securities Exchange Act and Rule 14a-21(a) under the Securities Exchange Act, we held a non-binding advisory vote on the compensation of our named executive officers as disclosed in the 2012 proxy statement pursuant to Item 402 of Regulation S-K. Over 86% of the shares voted at our 2013 shareholders meeting approved our say-on-pay proposal. Our compensation committee considered the results of the 2013 say-on-pay vote and retained our compensation structure, which focuses our named executive officers on achieving our business objectives and maximizing shareholder value.

2014 Shareholder Vote on Executive Compensation

Our Board of Directors recommends that shareholders vote to approve, on an advisory basis, the compensation paid to the Company's Named Executive Officers, as described in this proxy statement. As summarized in this compensation discussion and analysis, our compensation programs include a strong link between pay and Company performance and are designed to incent the performance that will create long-term shareholder value.

Our Compensation Programs Support Our Company and Our Business Objectives

The primary goal of our executive compensation programs is to drive continued growth and successful execution of our business objectives and thereby create value for our shareholders. We seek to achieve this goal by

tying a material portion of our named executive officers' compensation to our corporate performance and the creation of shareholder value;

structuring our performance-based programs to focus our named executive officers on attaining key performance goals that are aligned with and support our key business objectives, which, in turn, are aimed at growing shareholder value;

recognizing our executives' leadership abilities, scope of responsibilities, experience, effectiveness, and individual achievements; and

attracting, motivating, and retaining a highly qualified and effective global management team that can deliver superior performance and build shareholder value over the long term.

For 2013, our corporate performance measures were designed to incent our named executive officers to take actions necessary to generate growth in revenue, new sales contracts, earnings, margins, free cash flow and shareholder return. These performance measures are key components of our overall business plan and are highly transparent, objectively determinable and discussed extensively with our Board of Directors and shareholders.

Significant Long-Term Stock Ownership Creates a Strong Tie to Our Shareholders

Our named executive officers and our Board of Directors maintain significant long-term investments in the Company. Collectively, as reported in the Security Ownership of Management table on page 17, they beneficially own 2,452,466 shares of our common stock and options to acquire an additional 3,161,051 shares of common stock. The fact that our executives and Directors hold such a large investment in our stock is part of our

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Company culture and our compensation philosophy. Management’s sizable investment in our stock aligns their economic interests directly with the interests of our shareholders. This promotes teamwork among our management team and strengthens the team’s focus on achieving long term results and increasing shareholder return.

We have formal stock ownership guidelines for all corporate officers, including our named executive officers and members of our board, to encourage these individuals to hold a multiple of their base salary (or annual retainer) in our common stock. Shares of restricted stock and intrinsic value in excess of exercise price of stock options count toward meeting the guidelines. The guidelines are as follows:

Position	Minimum Aggregate Value
Chairman and CEO	10 × base salary
President and Chief Operating Officer	5 × base salary
Chief Financial Officer	3 × base salary
General Counsel	3 × base salary
Other Officers	2 × base salary
Members of the Board	5 × annual retainer

Each of our named executive officers met the stock ownership guidelines as of December 31, 2013. Each of our non-employee directors, other than Messrs. Stallings and Muma, who joined the Board in 2013, met the stock ownership guidelines as of December 31, 2013.

Hedging and Pledging Policy

In April of 2013, our Board adopted a hedging and pledging policy that prohibits our executive officers and directors from engaging in hedging or monetization transactions with respect to our securities, engaging in short-term or speculative transactions in our securities that could create heightened legal risk and/or the appearance of improper or inappropriate conduct, holding FIS securities in margin accounts, or pledging them as collateral for loans. The Board adopted this policy, which was effective immediately with respect to future transactions, in order to more closely align the interests of our directors and executive officers with those of our shareholders and to protect against inappropriate risk taking.

Compensation Governance

Our compensation committee takes a proactive role in governance. Our compensation committee continually reviews our compensation programs and makes adjustments that we think are in the best interests of the Company and our shareholders. As part of this process, our compensation committee reviews compensation trends and considers what is thought to be current best practice (with groups such as ISS and Glass Lewis), with the goal of improving our approach to executive compensation.

During 2013, the Board and/or compensation committee approved the following actions to improve governance:

significantly increasing the executive stock ownership multiples - for example, we increased the multiples from five times base salary to ten times base salary for our Chairman and Chief Executive Officer;

including performance-based vesting conditions in grants of restricted stock and stock options;

including enhanced holding period requirements such that officers must hold 50% of restricted shares from the date of vesting, or from the date of acquisition by exercise of vested stock options (net of any shares required to be sold to satisfy taxes due from the exercise), until such time as the officer’s total equity holdings satisfy the equity ownership guidelines adopted by our compensation committee;

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adoption of a hedging and pledging policy that prohibits transactions in the Company's securities that could create heightened legal risk and/or the appearance of inappropriate conduct by the Company's executive officers or directors, including hedging or monetization transactions, short-term or speculative transactions, short sales, margin accounts or pledging securities; and

amending our Articles of Incorporation to eliminate all supermajority voting requirements.

Other improvements made and actions taken in recent years by our compensation committee or full board of directors include the following:

eliminating any tax gross-ups for compensation paid due to a change in control and eliminating modified single-trigger severance payment arrangements related to a change in control (these eliminations were agreed to by executives voluntarily);

setting a high ratio of performance-based compensation to total compensation, and a low ratio for fixed benefits/perquisites (non-performance-based compensation);

achieving a high level of disclosure transparency, where our shareholders have the ability to fully understand our executive compensation programs and associated performance measures used under those programs;

using a thorough methodology for comparing our executive compensation to market practices;

adopting a policy to clawback any overpayments of incentive-based or stock-based compensation that were attributable to restated financial results;

eliminating executive pension benefits and company paid deferred compensation;

requiring that any dividends or dividend equivalents on restricted stock and other awards, including performance based awards, be subject to the same underlying vesting requirements applicable to the awards - that is, no payment of dividends or dividend equivalents unless and until the award vests;

using a shorter expiration period for our stock options: we use a seven-year expiration period for grants, rather than the ten-year expiration period used by many companies;

adopting a practice that annual grants of stock options and restricted stock will use a vesting schedule of not less than three years;

appointing an independent lead director to help manage the affairs of our Board of Directors;

completing a risk assessment, as required by SEC rules;

using an independent compensation consultant who reports solely to the compensation committee, and who does not provide services other than executive compensation consulting to the Company;

prohibiting shares that are held back, tendered or returned to cover the exercise price or tax withholding obligations with respect to awards under our equity incentive plan to be available for future grants under the plan, prohibiting the Company from using cash proceeds from option exercises to repurchase shares on the open market for reuse in our equity incentive plan, and counting each stock appreciation right issued under our equity incentive plan as one share issued regardless of whether the Company issues net shares to the participant;

amending our Articles of Incorporation to provide for the annual election of directors effective in 2015.

As part of our compensation governance program, we also observe the following practices:

our named executive officers' employment agreements do not contain multi-year guarantees for salary increases, non-performance-based bonuses or guaranteed equity compensation;

we do not provide income tax reimbursements on executive perquisites or other payments; and

all of our cash and equity incentive plans are capped at maximum levels.

Table of Contents**Components of Total Compensation and Pay Mix**

We compensate our executives primarily through a mix of base salary, annual cash incentives, and long-term equity-based incentives. We also maintain standard employee benefit plans for our employees and executive officers. Some executive officers, including our named executive officers, also enjoy limited additional benefits. The compensation earned by our named executive officers in 2013 consisted of the following:

Compensation Component	Purpose of the Compensation Component
Salary	Salary provides a level of assured, regularly-paid, cash compensation that is competitive and reasonable. Salary represents less than 10% of total compensation for Messrs. Martire and Norcross, and less than 15% of total compensation for Messrs. Woodall and Oates.
Annual Cash Incentive	Annual cash incentives motivate our named executive officers to improve our performance for the fiscal year and help attract and retain key executives.
Performance-Based Restricted Stock	Performance-based restricted stock helps to tie our named executive officers' long-term financial interests to the Company's operating income performance and to the long-term financial interests of shareholders, as well as to retain key executives through the three-year vesting period and maintain a market-competitive position for total compensation.
Performance-Based Stock Options	Performance-based stock options also help to tie our named executive officers' long-term financial interests to the Company's operating income performance and to the long-term financial interests of shareholders, as well as to retain key executives through the three-year vesting period and maintain a market-competitive position for total compensation. Stock options are worth nothing unless our stock price rises after grant.
Benefits & Other	Our named executive officers participate in company-wide employee benefit programs. For security reasons and to make travel more efficient and productive for our named executive officers, they are also eligible to travel on the Company's aircraft. Benefits and perquisites, in the aggregate, represent less than 3% of total compensation for each of our named executive officers.

As illustrated in the table below, a significant portion of each named executive officer's total compensation was based on performance-based cash and stock incentives that are tied to our financial performance. The following table shows the allocation of 2013 Total Compensation reported in the Summary Compensation Table among the various components:

	Salary	Cash Incentive	Performance Restricted Stock	Stock Options	Benefits & Other Comp.	Total Compensation
Frank R. Martire	7.1%	26.4%	31.8%	31.8%	2.9%	100%
Gary A. Norcross	7.2%	22.5%	33.8%	33.8%	2.7%	100%
Michael P. Oates	13.4%	22.1%	30.9%	30.9%	2.7%	100%
James W. Woodall	11.6%	18.4%	34.3%	34.3%	1.4%	100%
Kirk T. Larsen*	28.1%	25.2%	42.7%		4.0%	100%
Michael D. Hayford**	4.8%	6.5%			88.7%	100%

* On April 22, 2013, the Compensation Committee approved a one-time restricted share grant for Mr. Larsen valued at \$500,000. The purpose of the grant was to incent Mr. Larsen to remain with the Company for a minimum of two years. When Mr. Larsen resigned from the Company effective December 31, 2013, he forfeited this grant.

** Effective June 28, 2013, Mr. Hayford retired from FIS.

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The allocation of our named executive officers' compensation among the various compensation elements has generally been consistent from year to year. The allocation each year, however, is not formulaic. Instead, it reflects our compensation committee's business judgment regarding the best allocation of compensation based on a number of objective and subjective factors, including how other companies allocate compensation based on the marketplace data provided by our compensation committee's consultant, Strategic Compensation Group, an assessment of each executive's level of responsibility, the individual skills, experience and contribution of each executive, and the ability of each executive to impact company-wide performance and create long-term shareholder value.

Base Salary, Annual Cash Incentive, and Equity-Based Incentives

Base Salary

Although the emphasis of our compensation program is on performance-based, at-risk pay, we provide our named executive officers with base salaries that are intended to assure a level of regularly-paid, cash compensation that is competitive and reasonable. Our compensation committee typically reviews salary levels annually as part of our performance review process, as well as in the event of promotions or other changes in our named executive officers' positions or responsibilities. When establishing base salary levels, our compensation committee considers the peer compensation data provided by Strategic Compensation Group, as well as a number of qualitative factors, including the named executive officer's experience, knowledge, skills, level of responsibility and performance. In 2013, certain of our named executive officers received increases in annual salary as a result of promotions and the assumption of significantly greater responsibility. Beginning in January, Mr. Norcross, as President, assumed direct responsibility for management of the Finance, Legal, and Human Resources corporate functions, adding Messrs. Woodall and Oates as direct reports. As a result of this change, Mr. Norcross' direct reports include the three executive vice presidents running global sales and operations, the Chief Financial Officer, the Chief Information Officer, and the General Counsel/Chief Human Resources Officer. Based on this significantly expanded role, his annual base salary was increased from \$700,000 to \$850,000. In January 2013, Mr. Oates assumed the role of General Counsel and Corporate Secretary, while continuing to serve as the Chief Human Resources Officer. As a result, his annual base salary was increased from \$385,000 to \$435,000. Mr. Woodall's annual base salary was initially increased in January 2013 from \$300,000 to \$330,000 and, in connection with his promotion to Chief Financial Officer in March 2013, his annual base salary was increased from \$330,000 to \$450,000. Mr. Larsen received an increase from \$250,000 to \$300,000 as a result of his promotion from Senior Vice President to Executive Vice President and an increase from \$300,000 to \$315,000 due to his assumption of additional duties. Mr. Martire's annual base salary remained unchanged.

Annual Performance-Based Cash Incentive

We generally award annual cash incentives based upon the achievement of pre-defined business and financial objectives that are specified in the first quarter of the year. The annual incentive program plays an important role in our approach to total compensation. It motivates participants to work hard and proficiently toward improving the Company's performance for a fiscal year, and it requires that we achieve defined annual financial performance goals based on audited financial results before participants become eligible for an incentive payout. We believe that achieving our annual business and financial objectives are important to executing our business strategy, strengthening our products and services, improving customer satisfaction, gaining new customers and delivering long-term value to shareholders. In addition, the incentive program helps to attract and retain a highly qualified management team and to maintain a market competitive compensation program.

In the first quarter of each fiscal year, our compensation committee approves the fiscal year performance objectives and a target incentive opportunity for each participant, as well as the potential incentive opportunity range for maximum and threshold performance. No annual incentive payments are payable to a named executive officer if the pre-established, minimum performance levels are not met, and payments are capped at the maximum performance payout level. In addition, the financial performance measures under the plan, other than

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new sales contract value, are derived from our annual financial statements (Form 10-K), which are audited by our independent registered public accounting firm, KPMG LLP. Annual incentive plan payments are made after completion of the audit.

2013 Performance Goals and Results. The four performance measures for 2013 were the same as the 2012 performance measures, which were revenue, new sales contract value, EBITDA, and free cash flow. These four performance measures are among the most important measures in evaluating the financial performance of our business, and they can have a significant impact on long-term stock price and the investing community's expectations. The four measures, when combined with the strong focus on long-term shareholder return created by our equity-based incentives and significant stock ownership by our named executive officers, also provide a degree of checks and balances that requires our named executive officers to consider both short-term and long-term performance. All four measures are based on figures communicated to the investment community. Consequently, the annual incentive performance targets are synchronized with shareholder expectations, desired increase in our stock price, our annual budget, our long-term financial plan, and our Board of Directors' expectations. In the following table, we explain how we calculate the performance measures and why we use them.

Performance Measure	How Calculated	Reason for Use
Revenue	Based on GAAP revenue as reported in the Annual Report on Form 10-K, adjusted for the impact of acquisitions, divestitures, foreign exchange rates, and purchase accounting.	Revenue is an important measure of the growth of the Company, our ability to satisfy our customers and to gain new customers, and the effectiveness of our products and services. Revenue is widely followed by shareholders.
New Sales Contract Value	Based on new sales from contracts entered into or renewed with customers in the year by aggregating all monthly charges and one time charges expected to be received over the life of the contract, including estimates where necessary, less any discounts.	New sales contract value is a predictor of future revenue growth. It rewards management for success at selling new products and services to our customers and gaining new customers. We believe this performance measure is a tangible indication of how well our executives' immediate efforts will grow revenue and earnings before interest, taxes, depreciation and amortization (EBITDA) in future years. This performance measure helps build long-term value since revenue and EBITDA will be received on a new contract over several years.
EBITDA	GAAP Operating Income, excluding depreciation and amortization expense from continuing operations and adjusted for certain other non-recurring revenue and expense items in GAAP Operating Income.	EBITDA reflects our operating strength and efficiency. It also reflects our ability to convert our revenue into operating profits for shareholders. EBITDA is a common basis for enterprise valuation by investment analysts and is widely followed by shareholders.
Free Cash Flow	GAAP net cash provided from operating activities less capital expenditures, excluding the net change in settlement assets and obligations and certain other non-recurring items.	Free cash flow measures our ability to generate cash for future reinvestment in our business, pay down debt, return cash to shareholders in the form of dividends or stock repurchases and efficiently manage our balance sheet assets and liabilities. Free cash flow is widely followed by shareholders.

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As applicable, we adjust performance to eliminate certain financial impacts of new accounting pronouncements, restructuring expense, mergers, including non-recurring deal-related costs, acquisitions, and divestitures, including restructuring and integration charges, the impact of purchase accounting on deferred revenue, impairment charges, and transaction costs. We also adjust the performance to eliminate non-budgeted discontinued operations and the impact of changes in foreign currency from budgeted rates and current period acquisitions. We make these adjustments because we do not think our named executive officers' compensation should be impacted by events that do not reflect the underlying operating performance of the business. In 2013, we made the following adjustments to the revenue and EBITDA results (reflected in millions):

	Original Target	Results before Adjustment	Foreign Exchange	Mergers and Acquisitions, Severance and Restructuring	Adjusted Results
Revenue	\$ 6,065	\$ 6,071	\$ 49.6	(\$ 24.6)	\$ 6,096
EBITDA	\$ 1,840	\$ 1,835	\$ 14.3	(\$ 1.0)	\$ 1,849

No annual incentive payments are payable to a named executive officer if the pre-established, threshold performance levels are not met. In addition, if actual EBITDA results fell below the threshold EBITDA of \$1,784.8, then our compensation committee had discretion to zero out the 2013 annual bonus for all officers, regardless of the results for revenue, new contract sales value, and free cash flow. If the target level performance goals are attained, our named executive officers earn an annual incentive equal to their annual incentive target opportunity set forth in the next section and in the Grants of Plan-Based Awards table under the column Estimated Future Payouts Under Non-Equity Incentive Plan Awards. If the threshold performance goal is attained, 50% of the target opportunity is earned, and if maximum performance goal is attained, 200% of the target opportunity is earned. For performance between the threshold and maximum level goals, the percentage of the target award earned is interpolated. Payments are capped at the maximum performance payout level. The table below lists the performance goals and results for 2013. Our superior performance in 2013 resulted in annual incentives being paid out at 133.6% of their target levels.

	Weight	Performance Goal (millions)			2013 Result	Payout Factor
		Threshold	Target(1)	Maximum		
Revenue	20%	\$ 5,944	\$ 6,065	\$ 6,186	\$ 6,096	125.6%
New Sales Contract Value	20%	\$ 2,070	\$ 2,300	\$ 2,530	\$ 2,560	200.0%
EBITDA	40%	\$ 1,785	\$ 1,840	\$ 1,895	\$ 1,849	116.3%
Free Cash Flow	20%	\$ 760	\$ 820	\$ 880	\$ 826	110.0%
Combined Payout Factor						133.6%

- (1) Target metrics for all four measures are based on figures communicated to the investment community. The 2013 target for new sales contract value was lower than 2012 actual results because we had a significant sales event in 2012 that we did not anticipate recurring in the normal course of business. In setting the new sales target, we removed the impact of that unique deal then added a growth component to the sales target in a manner consistent with prior years. Similarly, the free cash flow target for 2013 was less than the 2012 actual results because we expected a significant increase in the amount of cash taxes we would pay in 2013 and we adjusted our free cash flow target to reflect this anticipated increase.

Threshold performance levels were established to challenge our named executive officers and, at the same time, provide reasonable opportunities for achievement. Maximum performance levels were established to limit annual incentive awards to avoid paying excessive cash incentive amounts, while encouraging performance beyond the target levels.

We believe that the performance measures used for our annual incentives, together with the equity-based incentives and high stock ownership by our named executive officers, provide a high level of objectivity and transparency and a good balance that focuses our named executive officers on achieving short-term goals while

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not encouraging behavior that could be detrimental to sustainable, long-term value. When establishing the performance measures and goals for the 2013 annual incentive awards, management and our compensation committee considered the following key factors:

consistency among the 2013 performance targets and the 2013 business plan;

the 2013 performance targets as compared to the 2012 performance targets and 2012 actual performance;

alignment of the 2013 performance targets with our guidance to investors and the published performance expectations for our competitors; and

the effect that reaching performance targets would have on our growth and margins.

Calculation of Incentive for 2013 Under Annual Incentive Plan. The table below lists our named executive officers and shows the ranges of possible payments under our annual incentive plan and the calculation of their 2013 incentive awards based on the 2013 performance results and combined payout factor shown in the table above. The incentives earned by our named executive officers were approved by our compensation committee and are reflected in the Summary Compensation Table under the heading Non-Equity Incentive Plan Compensation Earnings.

Name	2013 Incentive Range			Combined Payout Factor*	2013 Incentive Earned
	Threshold	Target	Max		
Frank R. Martire	\$ 1,250,000	\$ 2,500,000	\$ 5,000,000	133.6%	\$ 3,340,000
Gary A. Norcross	\$ 892,500	\$ 1,785,000	\$ 3,570,000	133.6%	\$ 2,384,760
Michael P. Oates	\$ 239,250	\$ 478,500	\$ 957,000	133.6%	\$ 639,276
James W. Woodall**	\$ 225,000	\$ 450,000	\$ 900,000	133.6%	\$ 601,200
Kirk T. Larsen	\$ 110,250	\$ 220,500	\$ 441,000	133.6%	\$ 294,588
Michael D. Hayford***	\$ 234,375	\$ 468,750	\$ 468,750	100%	\$ 468,750

* Combined Payout Factor is from the chart of performance goals above.

** Pursuant to Mr. Woodall's amended employment agreement, which is described in further detail below in the Employment Agreements section, in consideration of Mr. Woodall's promotion to the position of Chief Financial Officer, Mr. Woodall's target and maximum bonus opportunities were increased from 75% and 150% of annual base salary, respectively, to 100% and 200% of annual base salary.

*** Effective June 28, 2013, Mr. Hayford retired from FIS. Pursuant to the Separation, Non-Competition and Release Agreement entered into by FIS and Mr. Hayford (which is described in further detail below in the Employment Agreements section), Mr. Hayford was entitled to receive the 2013 pro-rated bonus set forth in this table for service up to and including the date of his termination.

Supplemental Bonus Program. Shareholders and the investment community place a material premium on companies that can achieve all of their financial targets for the year, instead of reaching some targets but falling short on other targets. The purpose of this program was to emphasize the importance of achieving all of our financial goals. If any one of the four 2013 performance targets were not achieved, no supplemental bonuses would be paid. The \$1 million bonus pool would be allocated among the participants on a proportional target bonus amount basis. The table below lists our named executive officers and shows their allocable percentage of the total bonus pool, their supplemental bonus opportunity and the amount of the supplemental bonus earned based on achievement of the four 2013 performance targets. The supplemental incentives earned by our named executive officers were approved by our compensation committee and are reflected in the Summary Compensation Table under the heading Non-Equity Incentive Plan Compensation Earnings.

Name	Percentage of Total Bonus Pool	Supplemental Bonus Opportunity	Earned
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Frank R. Martire	38.93%	\$ 389,313	\$ 389,313
Gary A. Norcross	27.80%	\$ 277,969	\$ 277,969
Michael P. Oates	7.45%	\$ 74,514	\$ 74,514
James W. Woodall	7.01%	\$ 70,076	\$ 70,076

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Clawback Policy. In December 2010, our compensation committee adopted a policy to recover any incentive-based compensation from our executive officers if we are required to prepare an accounting restatement due to material noncompliance with financial reporting requirements, and the incentive-based compensation paid during the preceding three-year period would have been lower had the compensation been based on the restated financial results. In addition to this policy, our annual incentive plan gives our compensation committee complete discretion to reduce or eliminate annual incentives that have not yet been paid. There were no clawbacks made in 2013.

Long-Term Equity Incentives

For 2013, our approach to long-term equity incentives had two primary elements: (1) performance-based restricted stock that vests and is earned based on the achievement of adjusted operating income performance for 2013 and required years of service, and (2) performance-based stock options, that vest and are earned based on the achievement of adjusted operating income performance for 2013 and required years of service. We consider stock options to be inherently performance-based, because they do not have realizable value unless our stock price rises after grant. As discussed earlier, we use stock ownership guidelines to complement our long-term equity incentives, so executives maintain a strong link to the interests of shareholders and to the movements in our stock price. In 2013, we used the Amended and Restated FIS 2008 Omnibus Incentive Plan, which we refer to as the Plan, for long-term incentive awards.

In 2013, the factors considered by our compensation committee in determining equity awards included:

the executive officer's experience, knowledge, skills, level of responsibility and potential to influence our performance and future success;

the executive officer's prior levels of compensation;

the business environment and our business objectives and strategy;

the need to retain and motivate our executive officers;

corporate governance considerations related to executive compensation; and

marketplace compensation levels and practices.

Our compensation committee did not assign precise weights to the different factors described above in awarding specific levels of equity awards. Instead, the committee made its decision based on the totality of the factors.

We do not attempt to time the granting of awards to any internal or external events. Our general practice has been for our compensation committee to make awards during the fourth quarter of each year following the release of our financial results for the third quarter. We may also grant awards in connection with significant new hires, promotions or changes in duties.

Performance-Based Restricted Stock. We intend for our performance-based restricted stock awards to:

tie named executive officers' long-term financial interests to the Company's operating income performance and to the long-term financial interests of shareholders, further aligning the interests of executive officers with the interests of shareholders;

retain the named executive officers through the vesting period; and

maintain market-competitive levels of total compensation.

The 2013 restricted stock awards vest based on meeting two conditions: (1) achievement of adjusted operating income (as defined below) of \$1.85 billion for 2014 and (2) proportionate vesting each year over three years of continued employment.

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We selected adjusted operating income as the performance measure for the performance-based restricted stock awards because we believe the level of operating income we achieve reflects the quality of our products and services and our operating strength and efficiency, and has a significant impact on long-term stock price and the investing community's expectations. Operating income also is a significant factor in our ability to support long-term debt. For purposes of the performance-based restricted stock awards, adjusted operating income means our operating income determined in accordance with GAAP as reported in our financial statements, excluding depreciation and amortization, merger and acquisition-related costs, asset impairment charges and other non-GAAP adjustments that we make in our business plan (such as exclusion of prospective merger and acquisition costs and divestiture, currency, and accounting adjustments, over the existing five-year plan expense), with the goal being to measure on a consistent basis our performance against the existing business plan. Our compensation committee will evaluate whether the adjusted operating income goal has been achieved following the completion of our audit for the year ending December 31, 2014.

Dividends are not paid on the performance-based restricted stock awards unless and until the restricted stock vests. Also, we impose a post-vesting holding requirement on the restricted shares held by our named executive officers, which requires that the named executive officer hold 50% of the restricted shares from the date of vesting until such time as the officer's total equity holdings satisfy the equity ownership guidelines adopted by the compensation committee. In practice, named executive officers have generally held the restricted shares even after they have satisfied the ownership guidelines. This is consistent with our philosophy that executives should hold a significant amount of FIS stock, so that their financial position is tied directly to the interests of our shareholders.

Performance-Based Stock Options. We intend for our stock option awards to:

tie named executive officers' long-term financial interests to the Company's operating income performance;

enhance the link between creating shareholder value and long-term incentive compensation, because the executive realizes value from options only to the extent the value of our stock increases after the date of the option grant;

retain the named executive officers through the three-year vesting period and the seven year exercise period; and

maintain market-competitive levels of total compensation.

The stock options were awarded with an exercise price equal to the fair market value of a share of our common stock on the date of grant. The awards vest based on meeting two conditions: (1) achievement of adjusted operating income (as defined above) of \$1.85 billion for 2014 and (2) proportionate vesting each year over three years of continued employment. The options also have a seven year term. We do not engage in or permit backdating or re-pricing of stock options, and our stock plans prohibit these practices. When we determine grant sizes, we attribute a target value to the options based on the fair value of the options in accordance with GAAP.

We also impose a post-exercise holding requirement on shares acquired by our named executive officers pursuant to the exercise of vested stock options, which requires that the named executive officer hold 50% of the shares from the date of acquisition by exercise of vested stock options (net of any shares required to be sold to satisfy taxes due from the exercise) until such time as the officer's total equity holdings satisfy the equity ownership guidelines adopted by the compensation committee.

Further details concerning the equity-based awards granted in 2013 to our named executive officers are provided in the Grants of Plan-Based Awards table and the Outstanding Equity Awards at Fiscal Year-End table and the related footnotes.

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Benefit Plans

We provide retirement and other benefits to our U.S. employees under a number of benefit plans. Our named executive officers generally participate in the same benefit plans as our other employees. All employees in the United States, including our named executive officers, are eligible to participate in our 401(k) plan and our Employee Stock Purchase Plan. In addition, our named executive officers generally participate in the same health and welfare plans as our other employees. We do not offer pensions or supplemental executive retirement plans for our named executive officers.

401(k) Plan

We sponsor a defined contribution savings plan that is intended to be qualified under Section 401(a) of the Internal Revenue Code. The plan contains a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code, as well as an employee stock ownership plan feature. Participating employees may contribute up to 40% of their eligible compensation, but not more than statutory limits (generally \$17,500 in 2013). We contribute an amount equal to 50% of each participant's voluntary contributions under the plan, up to a maximum of 6% of eligible compensation for each participant. Participants may direct the trustee to invest funds in any investment option available under the plan.

A participant may receive the value of his or her vested account balance upon termination of employment. A participant is always 100% vested in his or her voluntary contributions. Vesting in matching contributions occurs on a pro rata basis over an employee's first three years of employment with the Company.

Deferred Compensation Plan

We provide our named executive officers, as well as other key employees, with the opportunity to defer receipt of their compensation under a non-qualified deferred compensation plan. Participants may elect to defer up to 75% of their base salary, bonuses and/or commissions on a pre-tax basis. None of our named executive officers elected to defer 2013 compensation into the plan. A description of the plan and information regarding our named executive officers' interests under the plan can be found in the Nonqualified Deferred Compensation table and accompanying narrative.

Employee Stock Purchase Plan

We sponsor an Employee Stock Purchase Plan (ESPP), through which our employees can purchase shares of our common stock on an after-tax basis through payroll deductions and through matching employer contributions. Participants may elect to contribute between 3% and 15% of their salary into the ESPP through payroll deduction. At the end of each calendar quarter, we make a matching contribution to the account of each participant who has been continuously employed by us or a participating subsidiary for the last four calendar quarters. For most employees, matching contributions are equal to one-third of the amount contributed during the quarter that is one year earlier than the quarter in which the matching contribution is made. For officers, including our named executive officers, and for employees who have completed at least ten consecutive years of employment with us, the matching contribution is one-half of the amount contributed by the participant. The matching contributions, together with the employee deferrals, are used to purchase shares of our common stock on the open market. Our shareholders approved the ESPP at our 2006 annual meeting.

Health and Welfare Benefits

We sponsor various broad-based health and welfare benefit plans for our employees. Certain executives, including our named executive officers, are provided with additional health, life and disability coverage. The taxable portion of this additional coverage is reflected in the Summary Compensation Table under the column All Other Compensation and the related footnote.

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Other Benefits

We provide few special benefits to our named executive officers. In general, the benefits provided are intended to help our named executive officers be more productive and efficient and to protect us and the executives from certain business risks and potential threats. For safety and efficiency purposes in 2013, our named executive officers received personal use of the corporate airplanes. Our compensation committee regularly reviews the perquisites provided to our named executive officers. Further detail regarding executive perquisites in 2013 can be found in the Summary Compensation Table under the column All Other Compensation and the related footnote.

Establishing Executive Compensation Levels

We operate in a highly competitive industry and compete with our peers and competitors to attract and retain highly skilled executives within that industry. To attract and retain talented executives with the leadership abilities and skills necessary for building long-term shareholder value, motivate our executives to perform at a high level and reward outstanding achievement, our compensation committee sets total compensation at levels it determines to be competitive in our market.

When determining the overall compensation of our named executive officers, including base salaries and annual and long-term incentive amounts, our compensation committee considers a number of important qualitative and quantitative factors, including:

the executive officer's experience, knowledge, skills, level of responsibility and potential to influence our performance and future success;

our financial performance in the prior year;

the executive officer's prior salary levels, annual incentive awards, annual incentive award targets and long-term equity incentive awards;

the business environment and our business objectives and strategy;

the need to retain and motivate our executive officers;

corporate governance and regulatory factors related to executive compensation; and

marketplace compensation levels and practices.

In evaluating the compensation of our Chief Executive Officer's direct reports, our compensation committee also considers the Chief Executive Officer's recommendations to the committee. This includes his review of the performance of the other named executive officers, job responsibilities, importance to our overall business strategy, and our compensation philosophy. Our Chief Executive Officer does not make a recommendation to the compensation committee regarding his own compensation. The compensation decisions are not formulaic, and the members of our compensation committee did not assign precise weights to the factors listed above. The compensation committee utilized their individual and collective business judgment to review, assess, and approve compensation for our named executive officers.

To support its review of our executive compensation and benefit programs for 2013, the compensation committee engaged Strategic Compensation Group, an independent compensation consultant, to conduct a marketplace review of the compensation we pay to our executive officers. The compensation committee has the sole authority to approve the independent compensation consultant's fees and terms of engagement. Strategic Compensation Group gathered marketplace compensation data on total compensation, which consisted of annual salary, annual incentives, long-term incentives, executive benefits, executive ownership levels, overhang and dilution from the equity incentive plan, compensation levels as a percent of revenue, pay mix and other key statistics. The marketplace compensation data is an important element in the

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decisions of our compensation committee, but our compensation committee ultimately made decisions based on all of the factors described above.

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In addition to Strategic Compensation Group, the compensation committee engaged Mercer in 2013 to conduct an independent assessment of the Company’s executive compensation programs. The scope of the Mercer review included an assessment of the peer group, a review of each element of executive compensation, both in amount and form, and a governance review. Upon the conclusion of its review, Mercer reported that, taken as a whole, the Company’s executive compensation programs were consistent with market practice and in line with the strategic goals of the Company.

Each year, the compensation committee reviews the specific marketplace compensation surveys that would be used to benchmark executive compensation. The committee strives for a consistent set of compensation surveys from year to year, so that the benchmark information is consistent and comparable. Strategic Compensation Group assisted our compensation committee in analyzing the marketplace compensation surveys. Strategic Compensation Group used three marketplace data sources: (1) a general executive compensation survey prepared by Towers Watson, which contained data on over 300 companies (in using this survey, our compensation committee applied a formula contained in the survey that allows for the adjustment of the survey’s compensation amounts to take into account differences in revenues between the survey companies and our Company), (2) a general executive compensation survey of over 3,000 companies with a specific focus on companies with revenues of between \$4 billion and \$8 billion and (3) compensation information for the following group of 15 companies, which we refer to as our peer group. When defining the peer group, we attempt to apply the standards used by ISS for identifying peer groups for public companies. The FIS peer group was selected based on a revenue range of 1/2 to 2 times the projected 2013 revenue for FIS, industry focus (generally the software & services industry based on Global Industry Classification Standard (GICS) Code), nature and complexity of operations, including international focus and companies that compete with us for business and/or executive talent. The peer group consisted of:

- | | |
|--|---------------------------|
| Activision Blizzard, Inc. | Leidos Holdings |
| Adobe Systems, Inc. | Intuit Inc. |
| Alliance Data Systems Corporation | MasterCard Incorporated |
| Automatic Data Processing, Inc. | Symantec Corporation |
| CA, Inc. | Visa, Inc. |
| Cognizant Technology Solutions Corporation | The Western Union Company |
| Discover Financial Services, Inc. | Yahoo, Inc. |
| Fiserv, Inc. | |

The revenue of these companies ranged from \$4 billion to \$11.5 billion, with a median revenue of \$5.6 billion.

In addition to the compensation surveys, Strategic Compensation Group gathers compensation practices data from independent sources such as ISS and Glass Lewis. That data is helpful to the compensation committee when reviewing the executive compensation practices used by FIS.

We focused on the 50th and 75th percentiles of the peer group data when considering what our named executive officers’ 2013 target total compensation levels should be. Our compensation committee used the other two sources of compensation data described above in making its compensation decisions in 2013 as a point of reference in evaluating whether compensation was within a market range; however, those two sources were given less weight when considering what the named executive officers’ 2013 target total compensation should be, as we think the peer group data is the best indicator of total compensation provided by our key competitors and peers.

While the decisions of our compensation committee ultimately were subjective judgments, our compensation committee also considered the following factors in making compensation decisions for our named executive officers. In determining the total compensation for Mr. Martire, our compensation committee considered his success as the overall leader of the Company in developing and implementing the Company’s long-term strategy, his substantial knowledge of and contributions to the overall management of the Company, his success at implementing a succession strategy to the CEO position and his leadership in the financial services

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industry. In determining the total compensation for Mr. Norcross, our compensation committee considered his role and responsibility as President and Chief Operating Officer, particularly in connection with his responsibility of steering and executing the Company's global business strategy. The committee also considered Mr. Norcross' success in overseeing significant growth of the Company's product portfolio and global footprint. In determining the total compensation for Mr. Woodall, the compensation committee considered his responsibility for the finance, accounting, investor relations and merger and acquisition-related activities for the Company. In determining the total compensation for Mr. Oates, our compensation committee considered his role and responsibility of overseeing the law department, the corporate secretary's office and the global human resources organization. In determining the total compensation for Mr. Larsen, the compensation committee considered his promotion to Executive Vice President and assumption of additional responsibilities regarding potential acquisitions and financial planning and analysis.

The marketplace data information in this discussion is not deemed filed or part of the compensation discussion and analysis for certification purposes.

Post-Termination Compensation and Benefits

We have entered into employment agreements with each of our named executive officers. We believe these agreements are necessary to protect our legitimate business interests, as well as to protect the executives in certain termination events. On December 10, 2012, we entered into a Separation, Non-Competition and Release Agreement with Mr. Hayford, which terminated his employment agreement. Pursuant to the Separation, Non-Competition and Release Agreement, Mr. Hayford was entitled to receive certain severance benefits in connection with his retirement on June 28, 2013. The value of such severance benefits is reflected in the Summary Compensation Table and related footnotes. Descriptions of the material terms of all of the agreements can be found in the narrative following the Grants of Plan-Based Awards table and in the Potential Payments Upon Termination or Change in Control section.

Role of Compensation Committee, Compensation Consultant and Executive Officers

Our compensation committee is responsible for reviewing, approving and monitoring the compensation programs for our named executive officers, as well as our other officers. Our compensation committee is also responsible for administering our annual incentive plan and stock incentive plans and approving individual grants and awards under those plans for our executive officers.

To further the objectives of our compensation program, our compensation committee engaged Strategic Compensation Group to conduct an ongoing review over the course of the year of our compensation programs for our named executive officers and other key executives and our Board of Directors. Strategic Compensation Group provided our compensation committee with relevant market data on compensation, including annual salary, annual incentives, long-term incentives, other benefits, total compensation and pay mix, and alternatives to consider when making compensation decisions. Our compensation committee did not limit the consultant's discretion in selecting the surveys and peer group companies that are contained in this marketplace data. The consultant also assisted our compensation committee in its review of the compensation risk assessment that is completed on an annual basis. The committee may also give specific assignments to its consultant from time to time and may ask for the consultant's assistance when it is considering a special or one-time compensation arrangement. In addition, members of our compensation committee have discussions with the consultant between meetings as specific questions arise. Strategic Compensation Group was selected by our compensation committee, reports directly to the committee, receives compensation only for services related to executive compensation issues, and neither it nor any affiliated company provides any other services to us.

As noted above, the Committee engaged Mercer in 2013 to undertake an independent, comprehensive review of the Company's executive compensation programs and the data provided by Strategic Compensation Group. In doing so, Mercer studied all elements of the Company's executive compensation programs over the prior three years, including base salary, annual incentives and long-term equity incentives and, in so doing,

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interviewed members of executive management and the compensation committee to better understand the Company's strategic goals and to assess the link between those goals and the executive compensation programs. Mercer assessed the peer group being used by Strategic Compensation Group and considered levels of pay as compared to that group and the market more generally. Mercer made certain recommendations regarding the peer group, short term and long term incentives that the Company has adopted for 2014. Overall, Mercer confirmed that the guidance provided to the committee by Strategic Compensation Group was in line with its own assessment of the positions and markets and that, taken as a whole, the Company's executive compensation programs were consistent with market practice and in line with the strategic goals of the Company.

Mr. Martire, in his role as Chairman and Chief Executive Officer, provided input and made recommendations to the compensation committee regarding executive compensation levels. Messrs. Martire and Woodall provided input regarding the structure and targets of the performance goals used in our performance-based incentive programs. In addition, Mr. Oates coordinated with the committee's chairman and the consultant in preparing the committee's meeting agendas. Although our compensation committee considers the recommendations of our executive officers, our compensation committee exercises its discretion when making compensation decisions and may modify the executives' recommendations. Our executive officers do not make recommendations to our compensation committee with respect to their own compensation.

While our compensation committee carefully considers the information provided by, and the recommendations of, Strategic Compensation Group and the individuals who participate in the compensation process, the committee retains complete discretion to accept, reject or modify any recommended compensation decisions.

Tax and Accounting Considerations

Our compensation committee considers the impact of tax and accounting treatment when determining executive compensation.

Section 162(m) of the Internal Revenue Code places a limit of \$1,000,000 on the amount that can be deducted in any one year for compensation paid to certain executive officers. There is, however, an exception for certain performance-based compensation. Our compensation committee takes the deduction limitation under Section 162(m) into account when structuring and approving awards under our annual incentive plan and stock plans, however our compensation committee may approve compensation, such as time-vesting restricted stock awards, that will not meet these requirements.

Our compensation committee also considers accounting impact when structuring and approving awards. We account for stock-based payments, including stock option grants, in accordance with FASB ASC Topic 718, which governs the appropriate accounting treatment of stock-based payments under United States generally accepted accounting principles.

Compensation Committee Report

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management, and the compensation committee recommended to the board that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K and this Proxy Statement.

THE COMPENSATION COMMITTEE

Richard N. Massey, Chairman

David K. Hunt

Thomas M. Hagerty

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The following table sets forth information regarding the cash and non-cash compensation earned by and awarded to our named executive officers in 2013.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (\$)(1)	Bonus (\$)	Stock Awards (\$)(2)	Option Awards (\$)(3)	Non-Equity Incentive Plan Compensation Earnings (\$)(4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)(5)	Total (\$)
							Compensation Earnings (\$)		
Frank R. Martire Chairman and Chief Executive Officer	2013	1,000,000		4,500,015	4,499,999	3,729,313		414,754	14,144,081
	2012	1,000,000		5,625,005	1,873,958	3,949,636		213,495	12,662,094
	2011	1,000,000		4,499,994	2,977,120	2,373,901		255,486	11,106,501
Gary A. Norcross President and Chief Operating Officer	2013	850,000		3,999,986	4,000,001	2,662,729	17,027	317,162	11,846,905
	2012	700,000		3,750,003	1,249,308	2,168,125	10,537	247,292	8,125,265
	2011	700,000		3,300,004	2,183,219	1,457,084	(990)	134,669	7,7734,986
Michael D. Hayford Corporate Executive Vice President and Chief Financial Officer	2013	342,548				468,750		6,387,438	7,198,736
	2012	625,000		3,375,017	1,124,371	1,559,020		9,242,687	15,926,095
	2011	625,000		2,999,988	1,984,749	1,117,834		229,213	6,956,784
Michael P. Oates Corporate Executive Vice President, General Counsel	2013	430,833		1,000,009	999,996	713,790		86,975	3,231,603
	2012	385,000		862,507	287,337	640,268		27,506	2,202,618
	2011	360,000		749,990	496,189	340,998		57,955	2,005,132
James W. Woodall Corporate Executive Vice President and Chief Financial Officer	2013	425,000		1,249,999	1,249,999	671,276		53,093	3,649,367
	2012	300,000		374,987	124,928	374,149		18,084	1,192,148
	2011								
Kirk T. Larsen Corporate Executive Vice President, Finance	2013	329,422		500,000		294,588		47,238	1,171,248

- (1) Amounts shown are not reduced to reflect the named executive officers' elections, if any, to defer receipt of salary into our 401(k) plan, ESPP or non-qualified deferred compensation plans.
- (2) Amounts represent the grant date fair value of stock awards computed in accordance with FASB ASC Topic 718 with respect to all named executive officers. Assumptions used in the calculation of fair value per share are included in Note 16 to the Company's consolidated financial statements for the year ended December 31, 2013 included in the Company's Annual Report on Form 10-K filed with the SEC on February 28, 2014.
- (3) Amounts represent the grant date fair value of stock option awards calculated in accordance with FASB ASC Topic 718 with respect to all named executive officers. Assumptions used in the calculation of these amounts are included in Note 16 to the Company's consolidated financial statements for the year ended December 31, 2013 included in the Company's Annual Report on Form 10-K filed with the SEC on February 28, 2014.
- (4)

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Amounts shown for 2013 include (i) the following annual incentives earned for 2013: Mr. Martire \$3,340,000; Mr. Norcross \$2,384,760; Mr. Oates \$639,276; Mr. Woodall \$601,200; Mr. Larsen \$294,588; and Mr. Hayford \$468,750; and (ii) the following supplemental bonus amounts earned for 2013: Mr. Martire \$389,313; Mr. Norcross \$277,969; Mr. Oates \$74,514; and Mr. Woodall \$70,076. Amounts shown for 2012 include (i) the following annual incentives earned for 2012: Mr. Martire \$3,612,400; Mr. Norcross \$1,983,000; Mr. Oates \$585,600; Mr. Woodall \$342,200; and Mr. Hayford \$1,425,900; and (ii) the following supplemental bonus amounts earned for 2012: Mr. Martire \$337,236; Mr. Norcross \$185,125; Mr. Oates \$54,668; Mr. Woodall \$31,949; and Mr. Hayford \$133,120. Amounts shown for 2011 include (i) the following annual incentives earned for 2011: Mr. Martire \$2,360,000; Mr. Norcross \$1,445,500; Mr. Oates \$339,840; and Mr. Hayford \$1,106,250; and (ii) the following amounts earned under the Capco new revenue incentive program for 2011: Mr. Martire \$13,901; Mr. Norcross \$11,584; Mr. Oates \$1,158; and Mr. Hayford \$11,584. The Capco new revenue incentive program was implemented in connection with our December 2010 acquisition of The Capital Markets Company NV (Capco).

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- (5) Amounts shown for 2013 include matching contributions to our 401(k) plan and our ESPP; dividends paid on restricted stock; life insurance premiums paid by us; personal use of a company airplane; supplemental disability; executive health care; and, in the case of Mr. Hayford, cash severance benefits, as set forth below:

	Martire	Norcross	Hayford	Oates	Woodall	Larsen
	\$	\$	\$	\$	\$	\$
401(k) Matching Contributions	7,084	7,333	7,650	7,650	7,500	7,650
ESPP Matching Contributions	75,000	52,500	23,438	28,406	7,500	14,500
Restricted Stock Dividends	233,020	163,277		36,301	13,951	8,685
Life Insurance Premiums	360	2,100	849	360	355	315
Supplemental Disability	17,324	15,036	6,186	72	71	63
Executive Health Care	12,774	16,815	8,407	11,793	11,793	414
Financial Planning						15,611
Personal Airplane Use	69,192	60,101	4,908	2,393	11,923	
Cash Severance Benefits			6,336,000			

Table of Contents**Grants of Plan-Based Awards**

(a) Name	(b) Grant Date/ Plan	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			(i) All Other Option Awards: Number of Securities Underlying Options (#)(3)	(j) Exercise or Base Price of Option Awards (\$/sh)	(k) Grant Date Fair Value of Stock and Option Awards \$(4)
		(c) Threshold (\$)	(d) Target (\$)	(e) Maximum (\$)	(f) Threshold (#)	(g) Target (#)	(h) Maximum (#)			
Frank R. Martire	10/31/2013					92,308				4,500,015
	10/31/2013 Annual Incentive Supplemental Incentive	1,250,000	2,500,000	5,000,000				572,519	48.75	4,499,999
Gary A. Norcross	10/31/2013					82,051				3,999,986
	10/31/2013 Annual Incentive Supplemental Incentive	892,500	1,785,000	3,570,000				508,906	48.75	4,000,001
Michael D. Hayford	Annual									
	Incentive Supplemental Incentive	234,375	468,750	468,750						
Michael P. Oates	10/31/2013					20,513				1,000,009
	10/31/2013 Annual Incentive Supplemental Incentive	239,250	478,500	957,000				127,226	48.75	999,996
				\$ 74,514						