Lender Processing Services, Inc.
Form 11-K
June 28, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from __________ to __________

Commission file number 001-34005

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Lender Processing Services, Inc.
401(k) Profit Sharing Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Lender Processing Services, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204

LENDER PROCESSING SERVICES, INC.
401(k) PROFIT SHARING PLAN
Financial Statements and Supplemental Schedule
Table of Contents

All other schedules are omitted because they are not applicable or not required based on disclosure requirements of the Employee Retirement Income Security Act of 1974 and regulations issued by the Department of Labor.

Report of Independent Registered Public Accounting Firm
Lender Processing Services, Inc.
Group Plans Committee:

We have audited the accompanying statements of net assets available for benefits of Lender Processing Services, Inc. 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years ended December 31, 2011 and 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years ended December 31, 2011 and 2010, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, Schedule H, Line 4i - Schedule of Assets (Held at End of Year), is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP
June 28, 2012
Jacksonville, Florida
Certified Public Accountants

1

LENDER PROCESSING SERVICES, INC.
401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Assets:		
Investments, at fair value:		
Employer common stocks	$9,585,675	$16,853,883
Common/collective trust funds	76,484,124	68,821,026
Corporate bond funds	26,762,280	22,575,826
Mutual funds	112,548,247	103,253,997
Cash	1,743,262	257,061
Total investments, at fair value	227,123,588	211,761,793
Receivables:		
Participant contributions	5,072	1,259,850
Employer contributions	186,432	405,182
Notes receivable from participants	9,829,008	8,428,836
Due from broker for securities sold	102,860	500,426
Accrued interest	—	68
Total receivables	10,123,372	10,594,362
Total assets	237,246,960	222,356,155
Liabilities:		
Due to plan sponsor	387,288	—
Due to broker for securities purchased	1,846,126	396,601
Total liabilities	2,233,414	396,601
Net assets available for benefits, before adjustments	235,013,546	221,959,554
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,043,928)	(788,451)
Net assets available for benefits	$233,969,618	$221,171,103

See accompanying notes to the financial statements.

LENDER PROCESSING SERVICES, INC.
401(k) PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2011 and 2010

	2011	2010
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments	$(12,322,175)	$10,595,680
Interest	654,553	364,425
Dividends	2,203,827	1,837,075
Total investment (loss) income	(9,463,795)	12,797,180
Contributions:		
Participant	28,104,689	26,633,694
Employer	10,914,163	10,598,792
Rollovers from qualified plans	2,470,510	3,526,248
Total contributions	41,489,362	40,758,734
Deductions from net assets:		
Benefits paid to participants	18,943,332	17,402,786
Administrative expenses	283,720	162,009
Total deductions from net assets	19,227,052	17,564,795
Increase in net assets	12,798,515	35,991,119
Net assets available for benefits:		
Beginning of year	221,171,103	185,179,984
End of year	$233,969,618	$221,171,103

See accompanying notes to the financial statements.

LENDER PROCESSING SERVICES, INC.
401(k) PROFIT SHARING PLAN

Notes to the Financial Statements
December 31, 2011 and 2010

(1) Description of the Plan

The following description of Lender Processing Services, Inc. 401(k) Profit Sharing Plan (the "LPS Plan") provides only general information. The LPS Plan and its related Trust are intended to qualify as a profit-sharing plan and trust under Section 401(a) and 501(a) of the Internal Revenue Code (the "Code"), with a cash or deferred arrangement within the meaning of Section 401(k) of the Code. In addition, the LPS Plan is intended to qualify as a stock bonus plan that satisfies the requirements of an employee stock ownership plan ("ESOP") within the meaning of Section 4975(e)(7) of the Code. The ESOP portion of the LPS Plan is designed to invest primarily in shares of Lender Processing Services, Inc. ("LPS," the "Company," or the "Employer").

The purpose of the LPS Plan is to provide retirement benefits to participants and their beneficiaries in a manner consistent and in compliance with the Code and the Employee Retirement Income Security Act of 1974 ("ERISA"). The Company shall maintain and administer the LPS Plan for the exclusive benefit of participants and their beneficiaries. Participants should refer to the LPS Plan document for more complete information on the LPS Plan's provisions.

(a) General

The LPS Plan is a defined contribution retirement plan covering all employees of the Company, who have attained age 18, have completed 90 days of service if full-time, or, if part-time, worked a minimum of 1,000 hours. Union, temporary and leased employees are not eligible to participate in the LPS Plan. Employees are automatically enrolled in the LPS Plan if they do not decline within 30 days of becoming eligible.

(b) Contributions

During 2011 and 2010, participants could contribute up to 40% of pretax annual compensation through payroll deductions, as defined in the LPS Plan. Participants who have attained age 50 before the end of the LPS Plan year are eligible to make catch up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans, as well as direct rollovers from individual retirement accounts or annuities. During 2011 and 2010, the Company made matching contributions equal to 50% of participant deferrals up to 6% of eligible compensation for all LPS Plan participants. Discretionary employer contributions may be made at the option of the Company's board of directors.

The Company match for the years ended December 31, 2011 and 2010 was $10,914,163 and $10,598,792, which was funded throughout 2011 and 2010, respectively. No discretionary employer contributions were made during 2011 or 2010, other than the company's true-up matching contribution to correct an unequal allocation of the matching contributions for the plan years. Contributions are subject to certain limitations.

Management has determined that one or more participants made changes in their deferral contribution elections under the LPS Plan which were not properly included in the Employer's payroll system on a timely basis. This has resulted in incorrect deferral contributions and incorrect matching contributions for one or more Plan participants. Management is investigating these issues and will take appropriate steps to correct the errors under the Employee Plans Compliance Resolution System (Internal Revenue Procedure 2008-50).

(c) Participant Accounts

Each participant's account is credited with the participant's contribution, the Employer's contribution, and an allocation of LPS Plan earnings and charged with an allocation of LPS Plan losses and expenses, if any. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts, plus actual earnings thereon, is based on years of service as follows:

Number of years of service	Vested percentage
Less than 1 year	—%
1 year	34%
2 years	67%
3 years	100%

(e) Forfeitures

Upon termination of employment, the nonvested portion of a participant's interest in their account attributable to Employer contributions will be forfeited. These forfeitures can be used to restore the accounts of former LPS Plan participants, pay administrative expenses of the LPS Plan, if not paid by the Company, or reduce future Company matching contributions. During 2011 and 2010, $413,872 and $440,679, respectively, of forfeitures were used to reduce Company matching contributions. There were $112,044 and $15,629 of unused forfeitures as of December 31, 2011 and 2010, respectively.

(f) Notes Receivable from Participants

Participants may borrow from their fund accounts in increments of a minimum of $1,000, and are permitted to have two loans outstanding at a time. Loans may generally be taken up to 50% of a participant's vested account balance, but cannot exceed $50,000. Notes are generally repaid through payroll deductions with a 5-year maximum limit, except for loans for home purchases which may have terms up to 10 years. Interest rates are set at the date of the loan at a rate equal to prime plus 1%. Loan related fees for set-up and maintenance are paid by the participant. Interest rates ranged from 4.25% to 9.25% on notes receivable outstanding as of December 31, 2011 and 2010.

(g) Payment of Benefits

Withdrawals from participant accounts may be made only for the following reasons: retirement at the LPS Plan's normal retirement age (65); when a participant reaches age 59 1/2; or upon disability, death, or termination of employment. On termination of employment, a participant may receive the value of the participant's vested interest in his or her account as a lump-sum distribution. If a participant's account balance is less than $1,000 upon retirement or termination, a lump-sum distribution of the participant's account will be made automatically.

(h) Administration

During 2011 and 2010 the trustee of the LPS Plan was Wells Fargo Bank, NA (“Wells Fargo,” or the “Trustee”). Wells Fargo also performs participant recordkeeping and other administrative duties for the LPS Plan. Lender Processing Services, Inc. Group Plans Committee (the “Committee”) oversees the LPS Plan's operations.

(i) Administrative Expenses

Under the terms of the LPS Plan document, administrative expenses of the LPS Plan are paid by the LPS Plan or LPS.

(j) Investment Options

Participants may direct their elective deferrals in and among various investment options. Participants may change their investment elections and transfer funds between investment options on a daily basis. As of December 31, 2011, the investment options consisted of one Employer common stock fund, four common/collective trust funds, three corporate bond funds, and eight mutual funds. Investments in the Company's common stock fund include an investment in a money market fund for liquidity purposes.

Dividends paid by the Company with respect to shares of LPS stock held by the ESOP shall be (1) paid in cash directly to participants in the ESOP, (2) paid in cash directly to the ESOP and distributed in cash to the participants in the ESOP, or (3) paid to the LPS Plan and reinvested in LPS common stock. Cash dividends received on shares of LPS common stock will be allocated to each participant's ESOP allocations account based on the number of shares of LPS common stock held in each such account, unless the participant elects to receive such dividends in cash.

(k) Voting Rights

Participants are entitled to direct the trustee with respect to the voting of any shares of LPS common stock allocated to their accounts. Shares for which no direction is received shall be voted by the trustee in the same manner and proportion as the shares for which direction is received.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The financial statements of the LPS Plan are prepared on the accrual basis of accounting.

The statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits is prepared on a contract value basis.

(b) Use of Estimates

The preparation of financial statements, in conformity with U.S. generally accepted accounting principles, requires the LPS Plan's management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) Risk and Uncertainties

The LPS Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

(d) Concentration of Investments

Included in the LPS Plan's net assets available for benefits as of December 31, 2011 are investments in the Employer unitized common stock fund amounting to $9,585,675, which includes $196,257 of money market investments and $9,389,418 of common stock, which is equivalent to 628,142 shares of common stock and represents approximately 4.1% of the value of LPS Plan's investments.

As of June 28, 2012, the per share value of Employer common stock was $24.71.

Included in the LPS Plan's net assets available for benefits as of December 31, 2010 are investments in Employer common stock (570,931 shares) amounting to $16,853,883, whose value represents approximately 8.0% of the LPS Plan's investments.

(e) Investment Valuation and Income Recognition

The following is a description of the valuation methodologies used as of December 31, 2011 and 2010:

Common stocks: Valued at the closing price reported on the active market on which the security is traded as of December 31, 2011 and 2010.

Common/collective trust funds: Valued at the net asset value ("NAV") as determined by the Trustee by using estimated fair value of the underlying assets held in the fund as of December 31, 2011 and 2010. The NAV is used as a practical expedient for fair value.

Mutual funds and corporate bond funds: Valued based on quoted market prices of shares held by the LPS Plan as of December 31, 2011 and 2010.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

The Wells Fargo Stable Return Fund N4 (the “Stable Return Fund”) is a common/collective trust fund (“CCT Fund”) that invests in guaranteed investment contracts and synthetic investment contracts. Contract value is the relevant measurement attribute for the Stable Return Fund's portion of the net assets available for benefits because contract value is the amount the participants would receive if they were to initiate permitted transactions under the terms of the LPS Plan.

(f) Payment of Benefits

Benefits are recorded when paid.

(g) Notes Receivable from Participants

Notes receivable from participants are measured at amortized cost.

(3) Investments

Investments that represent 5% or more of the LPS Plan's net assets, at fair value, as of December 31, 2011 and 2010 are as follows:

	2011	2010
Wells Fargo Stable Return Fund N4	$41,195,013	$36,578,084
Oakmark Equity and Income Fund Class One	55,343,688	48,235,659
Wells Fargo S&P 500 Index Fund N	18,843,462	17,061,730
Van Kampen Comstock Fund Class A	12,166,527	11,179,203
Dreyfus Intermediate Term Income Fund Class A (1)	11,922,412	10,637,251
Harbor Capital Appreciation Fund (1)	13,202,940	—
All other investments less than 5%	74,449,546	88,069,866
Total investments, at fair value	$227,123,588	$211,761,793

(1) These funds did not represent more than 5% of the LPS plan's net assets, at fair value, as of December 31, 2010, but are included in the table for comparative purposes due to their December 31, 2011 balances exceeding 5%.

During 2011 and 2010, the LPS Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value by investment type, as follows:

	2011	2010
Employer common stock	$(7,877,927)	$(6,004,081)
Common stock	—	193,481
Common/collective trust funds	91,399	5,377,449
Corporate bond funds	1,265,721	897,077
Mutual funds	(5,801,368)	10,131,754
Net (depreciation) appreciation in fair value of investments	$(12,322,175)	$10,595,680

(4) Investment in Common Collective Trust Funds

The LPS Plan invests in CCT Funds managed by Wells Fargo, which include the Stable Return Fund, Wells Fargo S&P 500 Index Fund N (the “S&P 500 Index Fund”), Wells Fargo S&P Midcap Index Fund G (the “S&P Midcap Index Fund”) and Wells Fargo International Equity Index Fund G (the “International Equity Index Fund”). The Stable Return Fund invests in guaranteed investment contracts and synthetic investment contracts. The S&P 500 Index Fund invests in common stocks in substantially the same percentages as the S&P 500 Index with the objective of approximating, before fees and expenses, the total return of the S&P 500 Index. The S&P Midcap Index Fund invests in equities of the S&P Midcap Index with the objective of approximating, before fees and expenses, the total return of the S&P Midcap Index. The International Equity Index Fund generally intends to remain

90% invested in stocks comprising the Morgan Stanley Capital International Europe Australasia and Far East Index and 10% in cash reserves and seeks to approximate the total return, before deduction of fees and expenses, as measured by the index. The CCT Funds are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Notwithstanding a twelve month replacement notification requirement on the Stable Return Fund, the CCT Funds do not have limiting terms, or restrictions on redemption. Additionally, the CCT Funds are not subject to future unfunded commitments, and it is not probable that they will be sold at a value other than NAV.

As stated in notes 2(a) and 2(e), the Stable Return Fund, which is deemed to be fully benefit-responsive, is stated at fair value in the statements of net assets available for benefits, with a corresponding adjustment to reflect contract value. The fair value of the Stable Return Fund as of December 31, 2011 and 2010 was $41,195,013 and $36,578,084, respectively. The contract value of the Stable Return Fund as of December 31, 2011 and 2010 totaled $40,151,085 and $35,789,633 , respectively. During 2011 and 2010, the average yield of the Stable Return Fund was approximately 1.6% and 2.4%, respectively. This represents the annualized earnings of all investments in the Stable Return Fund, divided by the fair value of all investments in the Stable Return Fund. During 2011 and 2010, the crediting interest rate of the Stable Return Fund was approximately 2.3% and 2.9%, respectively. This represents the annualized earnings credited to participants in the Stable Return Fund, divided by the fair value of all investments in the Stable Return Fund.

Certain events limit the ability of the LPS Plan to transact at contract value with the issuer. Such events include the following: (1) the LPS Plan's failure to qualify under Section 401(a) or Section 401(k) of the IRC, (2) the establishment of a defined contribution plan that competes with the LPS Plan for employee contributions, (3) any substantive modification of the Stable Return Fund or the administration of the Stable Return Fund that is not consented to by the issuer, (4) any change in law, regulation or administrative ruling applicable to the LPS Plan that could have a material adverse effect on the Stable Return Fund's cash flow, (5) any communication given to participants by the Committee or Wells Fargo that is designed to induce or influence participants to avoid investing in the Stable Return Fund or to transfer assets out of the Stable Return Fund, and (6) any transfer of assets from the Stable Return Fund directly to a competing investment option. The occurrence of any of these events that would limit the LPS Plan's ability to transact at contract value with participants is not probable.

The credit rating assigned to Wells Fargo by Standard & Poor's is currently AA-. There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based upon a formula agreed upon with the issuer but will not be less than zero percent. Such crediting rates are reset on a quarterly basis.

(5) Fair Value Measurements

The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investments are measured at fair value in the statements of net assets available for benefits. Participant and employer contributions receivable and amounts due to and from brokers approximate fair value based on their short-term nature. The fair value of financial assets and liabilities are determined using the following fair value hierarchy:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the LPS Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within

the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.
Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The LPS Plan's management believes that valuation methods are appropriate and consistent with other market participants. The use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level within the fair value hierarchy the LPS Plan's investment assets measured at fair value, as of December 31, 2011 and 2010:

December 31, 2011	Level 1	Level 2	Level 3	Total
Employer common stock	$9,585,675	$—	$—	$9,585,675
Common/collective trust funds	—	76,484,124	—	76,484,124
Corporate bond funds	26,762,280	—	—	26,762,280
Mutual funds:				
Balanced	55,343,688	—	—	55,343,688
Equities	57,204,559	—	—	57,204,559
Cash	1,743,262	—	—	1,743,262
Total investments, at fair value	$150,639,464	$76,484,124	$—	$227,123,588

December 31, 2010	Level 1	Level 2	Level 3	Total
Employer common stock	$16,853,883	$—	$—	$16,853,883
Common/collective trust funds	—	68,821,026	—	68,821,026
Corporate bond funds	22,575,826	—	—	22,575,826
Mutual funds:				
Balanced	48,235,659	—	—	48,235,659
Equities	55,018,338	—	—	55,018,338
Other cash equivalents	257,061	—	—	257,061
Total investments, at fair value	$142,940,767	$68,821,026	$—	$211,761,793

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2011, there were no significant transfers in or out of levels 1, 2 or 3.

(6) Related-Party Transactions

Certain LPS Plan investments are shares of common/collective trust funds managed by Wells Fargo. Wells Fargo is the trustee as defined by the LPS Plan, and therefore, these transactions qualify as party-in-interest transactions. Historically, transactions involving shares of common stock of the Company, Fidelity National Information Services, Inc. ("FIS"), and Fidelity National Financial, Inc. ("FNF") are also party-in-interest transactions. Dividends on these common stock shares totaled $217,578 during 2010. As of January 8, 2010, all investments in FIS and FNF stocks were sold and the funds were transferred into the Oakmark Equity and Income Fund Class One mutual fund.

(7) Income Tax Status

The LPS Plan is a defined contribution LPS Plan that is intended to be qualified under Section 401(a) of the Code. The LPS Plan is required to operate in conformity with the Code to maintain its qualification as tax exempt. The LPS Plan submitted an initial application for a determination letter with the Internal Revenue Service on December 1, 2008, and reapplied for this determination letter on January 31, 2012. The Company believes that the LPS Plan currently is designed and being operated in compliance with the applicable requirements of the Code and, therefore, the LPS Plan qualifies under Section 401(a) of the Code and is exempt from tax under section 501(a) of the Code. U.S. generally accepted accounting principles require LPS Plan management to evaluate tax positions taken by the LPS Plan and recognize a tax liability (or asset) if the LPS Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The LPS Plan administrator has analyzed the tax positions taken by the LPS Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The LPS Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The LPS Plan administrator believes it is not subject to income tax examinations for years prior to 2008.

(8) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the LPS Plan to discontinue its contributions at any time and to terminate the LPS Plan subject to the provisions of ERISA. In the event of the LPS Plan's termination, participants will become 100% vested in their employer contributions.

(9) New Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update 2010-06, Improving Disclosures about Fair Value Measurements, (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures, including adding a new disclosure requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis. This requirement is effective for fiscal years beginning after December 15, 2010. Since ASU 2010-6 only affects fair value measurement disclosures, its adoption did not have an effect on LPS Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued Accounting Standards Update 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04). ASU 2011-04 amended ASC 820, Fair Value Measurement, to converge the fair value measurement guidance in U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. LPS Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the LPS Plan’s financial statements, although it is not expected to be material.

(10) Reconciliation of Financial Statements to Form 5500

Following is a reconciliation of net assets available for benefits per the financial statements to the expected 2011 Form 5500 and to the actual 2010 Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$233,969,618	$221,171,103
Current year adjustment from fair value to contract value for fully benefit-responsive investment contracts	1,043,928	788,451
Net assets available for benefits per the Form 5500	$235,013,546	$221,959,554

10

Following is a reconciliation of investment (loss) income per the financial statements to the expected 2011 Form 5500 and the actual 2010 Form 5500:

	2011	2010
Total investment (loss) income per the financial statements	$(9,463,795)	$12,797,180
Prior year adjustment from fair value to contract value for fully benefit-responsive investment contracts	(788,451)	(66,990)
Current year adjustment from fair value to contract value for fully benefit-responsive investment contracts	1,043,928	788,451
Total investment (loss) income per the Form 5500	$(9,208,318)	$13,518,641

(11) Subsequent Events

The LPS Plan's management evaluated all activity of the LPS Plan through the date on which the financial statements were filed and concluded that no subsequent events have occurred that would require recognition in the LPS Plan's financial statements.

LENDER PROCESSING SERVICES, INC. 401(k) PROFIT SHARING PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

	Identity of issue, borrower, lessor or similar party	Description of investment, including rate of interest, number of shares, collateral, par or maturity value	Current value
	Employer common stock fund:		
(1)	Lender Processing Services, Inc.	Unitized common stock fund, 2,082,099 units (equivalent to 628,142 shares)	$9,389,418
(1)	Wells Fargo	Wells Fargo Short-Term Investment Fund G, 196,257 shares	196,257
	Common/collective trust funds:		
(1)	Wells Fargo	Wells Fargo Stable Return Fund N4, 860,474 shares	41,195,013
(1)	Wells Fargo	Wells Fargo S&P 500 Index Fund N, 309,213 shares	18,843,462
(1)	Wells Fargo	Wells Fargo S&P Midcap Index Fund G, 566,815 shares	11,030,235
(1)	Wells Fargo	Wells Fargo International Equity Index Fund G, 455,077 shares	5,415,414
	Corporate bond funds:		
	Vanguard Investments	Vanguard Intermediate Term Bond Index Signal Fund, 556,603 shares	6,551,217
	Pacific Investment Management Company	Pimco Real Return Bond Fund Class Institutional, 703,024 shares	8,288,651
	The Dreyfus Corporation	Dreyfus Intermediate Term Income Fund Class A, 874,718 shares	11,922,412
	Mutual funds:		
	The Oakmark Funds	Oakmark Equity and Income Fund Class One, 2,045,977 shares	55,343,688
	Van Kampen Investments	Van Kampen Comstock Fund Class A, 799,903 shares	12,166,527
	Causeway Funds	Causeway Intl. Value Fund, 547,332 shares	5,872,871
	Harbor Funds	Harbor Capital Appreciation Fund, 359,851 shares	13,202,940
	RS Investments	Robertson Stephens Value Fund Class A, 295,617 shares	6,811,023
	The Dreyfus Corporation	Dreyfus Small Cap Stock Index Fund, 327,288 shares	6,460,674
	The Hartford	Hartford Small Company HLS Fund Class 1B, 449,609 shares	7,445,522
	Oppenheimer Funds	Oppenheimmer Intl Growth Fund A, 204,165 shares	5,245,002

Cash		1,743,262
Other:		
Notes receivable from participants	Varying maturities and interest rates from 4.25% to 9.25%. A total of 2,415 loans are outstanding.	9,829,008
		$236,952,596

(1) Represents a party-in-interest.

See accompanying report of independent registered public accounting firm.

12

Pursuant to the requirements of the securities exchange act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Lender Processing Services, Inc.
401(k) Profit Sharing Plan

Date: June 28, 2012
/s/ Gregory Williamson
Gregory Williamson
TRUSTEE

EXHIBIT INDEX

14
/div>

Stock-based Awards ($)(1)
Total ($)

Mark Germain
16,480
154,000
170,480

Nachum Rosman
26,284
261,800
288,084

Doron Shorrer
27,498
261,800
289,298

Hava Meretzki
22,456
154,000
176,456

Isaac Braun
23,282
154,000
177,282

Israel Ben-Yoram
27,387
261,800
289,187

Moria Kwiat
23,124
154,000
177,124

(1) The fair value recognized for the stock-based awards was determined as of the grant date in accordance with ASC Topic 718. Assumptions used in the calculations for these amounts are included in Note 2(l) to our consolidated financial statements for Fiscal 2013 included elsewhere in our Annual Report.

We reimburse our directors for expenses incurred in connection with attending board meetings and provide the following compensation for directors: annual compensation of $12,500; meeting participation fees of $935 per in-person meeting; and for meeting participation by telephone, $435 per meeting. On May 17, 2007, the Board decided that the dollar rate would be not less then 4.25 NIS per dollar. The directors are also entitled to two and a half percent (2.5%) in cash based on amounts received by us from non diluting funding and strategic deals.

During Fiscal 2013, we paid a total of $166,717 to directors as compensation. This amount does not include compensation to Mr. Aberman in his capacity as a director which is reflected in the Summary Compensation Table for Fiscal 2013 above. As of June 30, 2013, the directors (not including the Chairman) held 2,882,145 options, restricted shares and RSUs of which 2,174,018 were exercisable or vested, as the case may be.

The vesting of directors' stock options, RSUs and restricted stock accelerates in the following circumstances: (1) termination of a director's position by the stockholders will result in the acceleration of 100% of any unvested options, RSUs and restricted stock and (2) termination of a director's position by resignation will result in the acceleration of 50% of any unvested options and, RSUs restricted stock.

Other than as described in the preceding three paragraphs, we have no present formal plan for compensating our directors for their service in their capacity as directors. Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of our Board. The Board may award special remuneration to any director undertaking any special services on our behalf other than services ordinarily required of a director. Other than indicated above, no director received and/or accrued any compensation for his or her services as a director, including committee participation and/or special assignments during Fiscal 2013.

EXECUTIVE OFFICERS

The following table identifies our current executive officers:

Name	Age	Capacities in Which Served	In Current Position Since
Zami Aberman	60	Chief Executive Officer,	September 26, 2005
		Director	November 21, 2005
		Chairman of the Board of Directors	April 3, 2006
Yaky Yanay	42	Chief Operating Officer, President	February 4, 2014
Boaz Gur-Lavie	40	Chief Financial Officer and Secretary	February 4, 2014

The following is a brief account of the education and business experience of Messrs. Yanay and Boaz Gur-Lavie. (Mr. Aberman's background is described above under the caption "Principal Employment and Experience of Director Nominees").

Yaky Yanay — Mr. Yaky Yanay was appointed as our President and Chief Operating Officer in February 2014. Until February 2014, he served as our Chief Financial Officer and Secretary since November 2006, and Executive Vice President since March 2013. Prior to joining us, Mr. Yanay was the Chief Financial Officer of Elbit Vision Systems Ltd., a public company. Prior to that Mr. Yanay served as manager of audit groups of the technology sector at Ernst & Young Israel. Mr. Yanay serves as a director of Elbit Vision System Ltd. He is a member of the board of directors of Israel Advanced Technologies Industries (IATI), the largest umbrella organization in Israel for companies, organizations, and individuals in the high tech and life science sectors. Mr. Yanay holds a bachelor's degree with honors in business administration and accounting and is a Certified Public Accountant in Israel.

Boaz Gur-Lavie — Mr. Gur-Lavie was appointed as our Chief Financial Officer and Secretary in February 2014. Prior to joining us, beginning in 2010 Mr. Gur-Lavie was Chief Financial Officer of Abbott Informatics Solutions Division, an umbrella organization for different Abbott informatics brands, as well as STARLIMS, which develops software for the laboratory information management systems industry. Prior to the acquisition of STARLIMS by Abbott Informatics Division in 2010, he was STARLIMS' Vice President of Finance, beginning in 2007. Prior to that he was global controller for STARLIMS since 2005. Before joining STARLIMS, Mr. Gur-Lavie was the assistant controller of ECI since 2004, and was on the ERS team of Deloitte Israel between 2000 and 2003. He has also served as a lecturer at the Ben Gurion University. Mr. Gur-Lavie holds a master's degree in finance and a bachelor's degree in economy and accounting from the University of Ben-Gurion. He is also a Certified Public Accountant in Israel.

There are no family relationships between any of the director nominees or executive officers named in this proxy statement.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than 10% of our Common Stock, to file reports regarding ownership of, and transactions in, our securities with the SEC and to provide us with copies of those filings. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during Fiscal 2013, all filing requirements applicable to our officers, directors and ten percent beneficial owners were complied with, except as follows:

Mr. Ben-Yoram Israel, a director, failed to timely file a Form 4 reporting purchases and a sale of the Company's Common Stock in connection with a process of transferring the stock from a trustee account to the director's personal account on May 16, 2013. Mr. Ben-Yoram filed his Form 4 on May 21, 2013 and submitted payment to the Company to disgorge profits he realized from these trades in accordance with Section 16(b) of the Exchange Act.

REPORT OF THE AUDIT COMMITTEE

In the course of our oversight of the Company's financial reporting process, we have: (1) reviewed and discussed with management the audited financial statements for Fiscal 2013; (2) discussed with the Independent Auditors the matters required to be discussed by the statement on Auditing Standards No. 61, Communication with Audit Committees, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; (3) received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the standards of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent accountant the independent accountant's independence; (4) discussed with the independent registered public accounting firm its independence; and (5) considered whether the provision of nonaudit services by the independent registered public accounting firm is compatible with maintaining its independence and concluded that it is compatible at this time.

Based on the foregoing review and discussions, the Audit Committee recommended to the Board that the audited financial statements be included in the Annual Report, for filing with the SEC.

By the Audit Committee of the Board of
Directors of Pluristem Therapeutics Inc.
Doron Shorrer, Chairman
Nachum Rosman
Israel Ben-Yoram

INFORMATION CONCERNING OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has retained the Independent Auditors, as our independent registered public accounting firm for Fiscal 2013. The Independent Auditors have performed the audit of our financial statements since inception. Neither the Independent Auditors nor any of its directors has any direct or indirect financial interest in or any connection with us in any capacity other than as auditors. We do not expect to have a representative of the Independent Auditors attending the annual meeting. The following table summarizes the fees the Independent Auditors billed for the last two fiscal years:

	Twelve months ended on June 30,	Twelve months ended on June 30,

	2013	2012
Audit Fees	$95,000	$85,000
Audit-Related Fees	None	None
Tax Fees	$16,113	$11,726
All Other Fees	$119,883	$22,405
Total Fees	$230,996	$119,131

Audit Fees. These fees were comprised of professional services rendered in connection with the audit of our consolidated financial statements for our annual report on Form 10-K, the review of our quarterly consolidated financial statements for our quarterly reports on Form 10-Q and providing assistance with review of other documents filed with the SEC.

Tax Fees. These fees relate to our tax compliance, tax planning and fees relating to obtaining a pre-ruling with the Israeli Tax Authorities.

All Other Fees. These fees were comprised of fees related to assistance in preparation of OCS applications as well as fees related to the At The Market (ATM) offering and to the public offering we consummated in September 2012.

Pre-Approval Policies and Procedures

SEC rules require that before the Independent Auditors are engaged by us to render any auditing or permitted non-audit related service, the engagement be:

1. pre-approved by our Audit Committee; or

2. entered into pursuant to pre-approval policies and procedures established by the Audit Committee, provided the policies and procedures are detailed as to the particular service, the Audit Committee is informed of each service, and such policies and procedures do not include delegation of the Audit Committee's responsibilities to management.

The Audit Committee pre-approves all services provided by our independent auditors. All of the above services and fees were reviewed and approved by the Audit Committee before the services were rendered.

The Audit Committee has considered the nature and amount of fees billed by the Independent Auditors, and believes that the provision of services for activities unrelated to the audit is compatible with maintaining the Independent Auditors' independence.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Audit Committee reviews and monitors all related person transactions which may be entered into by the Company as required by rules of the NASDAQ.

No director, executive officer, principal stockholder holding at least 5% of our Common Stock, or any family member thereof, had or will have any material interest, direct or indirect, in any transaction, or proposed transaction, during Fiscal 2013 in which the amount involved in the transaction exceeded or exceeds $120,000.

STOCKHOLDER PROPOSALS

Stockholders who wish to submit proposals for inclusion in our proxy statement and form of proxy relating to our next annual meeting of stockholders must advise our Secretary of such proposals in writing by July 15, 2014.

Stockholders who wish to present a proposal at our next annual meeting of stockholders without inclusion of such proposal in our proxy materials must advise our Secretary of such proposals in writing by August 31, 2014.

If we do not receive notice of a stockholder proposal within this timeframe, our management will use its discretionary authority to vote the shares they represent, as the Board may recommend. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these requirements.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information, to the best knowledge and belief of the Company, as of, March 1, 2014 (unless provided herein otherwise), with respect to holdings of our Common Stock by (1) each person known by us to be the beneficial owner of more than 5% of the total number of shares of our Common Stock outstanding as of such date; (2) each of our current directors and all nominees who are not currently directors; (3) each of our executive officers; and (4) all of our current directors and our current executive officers as a group.

Name and Address of Beneficial Owner	Number of Shares(1)		Percentage	
Directors and Named Executive Officers				
Zami Aberman Chief Executive Officer, Chairman of the Board, and Director	1,864,048	(2)	2.8	%
Moria Kwiat Director	18,750		*	
Hava Meretzki Director	327,458	(3)	*	
Doron Shorrer Director	483,583	(4)	*	
Israel Ben-Yoram Director	314,082	(5)	*	
Isaac Braun Director	327,881	(6)	*	
Nachum Rosman Director	183,589	(7)	*	
Mark Germain Director	613,458	(8)	*	
Yaky Yanay Chief Operating Officer and President	943,366	(9)	1.4	%
Boaz Gur-Lavie Chief Financial Officer and Secretary	10,750		*	
Directors and Executive Officers as a group (10 persons)	5,086,965	(10)	7.6	%

* = less than 1%

(1) Based on 65,451,039 shares of Common Stock issued and outstanding as of March 1, 2014. Except as otherwise indicated, we believe that the beneficial owners of the Common Stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws

where applicable. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of Common Stock subject to options, warrants or right to purchase or through the conversion of a security currently exercisable or convertible, or exercisable or convertible within 60 days, are reflected in the table above and are deemed outstanding for purposes of computing the percentage ownership of the person holding such option or warrants, but are not deemed outstanding for purposes of computing the percentage ownership of any other person.

(2) Includes options to acquire 517,500 shares.

(3) Includes options to acquire 93,500 shares.

(4) Includes options to acquire 114,500 shares.

(5) Includes options to acquire 66,776 shares.

(6) Includes options to acquire 93,923 shares.

(7) Includes options to acquire 63,750 shares.

(8) Includes options to acquire 307,500 shares.

(9) Includes options to acquire 180,000 shares.

(10) Includes options to acquire 1,437,449 shares.

HOUSEHOLDING OF ANNUAL MEETING MATERIALS

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of our proxy statement or annual report may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of either document to you if you call or write us at the address shown on the first page of this proxy statement. If you want to receive separate copies of the annual report and any proxy statement in the future or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holders, or you may contact us at the address shown on the first page of this proxy statement or by phone at 011-972-74-710-7171.

OTHER MATTERS

As of the date of this proxy statement, our management knows of no matter not specifically described above as to any action which is expected to be taken at the Meeting. The persons named in the enclosed proxy, or their substitutes, will vote the proxies, insofar as the same are not limited to the contrary, in their best judgment, with regard to such other matters and the transaction of such other business as may properly be brought at the Meeting.

IF YOU HAVE NOT VOTED BY INTERNET, PLEASE DATE, SIGN AND RETURN THE PROXY CARD AT YOUR EARLIEST CONVENIENCE IN THE ENCLOSED RETURN ENVELOPE. A PROMPT RETURN OF YOUR PROXY CARD WILL BE APPRECIATED AS IT WILL SAVE THE EXPENSE OF FURTHER MAILINGS.

By Order of the Board of Directors

Boaz Gur-Lavie
Chief Financial Officer and Secretary

Haifa, Israel
March 28, 2014

ANNUAL MEETING OF STOCKHOLDERS OF

PLURISTEM THERAPEUTICS INC.

May 22, 2014

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:
The Notice of Meeting, proxy statement and proxy card are available at
http://www.astproxyportal.com/ast/15665/

If you have not voted by internet, please sign, date and mail your proxy card in the envelope provided as soon as possible.

Ü Please detach along perforated line and mail in the envelope provided. Ü

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES LISTED IN PROPOSAL 1,
"FOR" PROPOSAL 2 AND "FOR" PROPOSAL 3.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Stockholders Meeting.

1. Proposal No. 1 - Election of Directors: To elect the following nominees to the Board of Directors to serve as directors of the Company until the next annual meeting of the stockholders and until his or her successor is elected and qualified or his earlier resignation or removal:

	FOR	AGAINST	ABSTAIN
Zami Aberman	o	o	o
Israel Ben-Yoram	o	o	o
Isaac Braun	o	o	o
Mark Germain	o	o	o
Moria Kwiat	o	o	o
Hava Meretzki	o	o	o
Nachum Rosman	o	o	o
Doron Shorrer	o	o	o
2. Proposal No. 2 - To approve an amendment to the Amended and Restated Articles of Incorporation of the Company to increase the number of authorized shares of Common Stock from 100,000,000	o	o	o

		shares, par value $0.00001 per share to 200,000,000 shares, par value $0.00001 per share.			
		3. Proposal No. 3 - To ratify the selection of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as independent registered public accounting firm of the Company for the fiscal year ending June 30, 2014.	o	o	o
To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.	o	MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING.	o		

Signature of Stockholder	Date:	Signature of Stockholder	Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

25

PLURISTEM THERAPEUTICS INC.

ANNUAL MEETING OF STOCKHOLDERS

MAY 22, 2014

PROXY CARD

THE FOLLOWING PROXY IS BEING SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF PLURISTEM THERAPEUTICS INC.

The undersigned stockholder of Pluristem Therapeutics Inc. (the "Company") hereby appoints Zami Aberman and Yaky Yanay, or any of them, as proxy and attorney of the undersigned, for and in the name(s) of the undersigned, to attend the annual meeting of stockholders of the Company (the "Stockholders Meeting") to be held at the Company's offices at Matam Advanced Technology Park Building No. 5, Haifa, Israel, 31905 on Thursday, May 22, 2014, at 5:00 p.m. local time, and any adjournment thereof, to cast on behalf of the undersigned all the votes that the undersigned is entitled to cast at such meeting and otherwise to represent the undersigned at the Stockholders Meeting with all powers possessed by the undersigned if personally present at the Stockholders Meeting, including, without limitation, to vote and act in accordance with the instructions set forth below. The undersigned hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and revokes any proxy heretofore given with respect to such meeting.

THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST AS INSTRUCTED BELOW. IF THIS PROXY CARD IS EXECUTED BUT NO INSTRUCTION IS GIVEN WITH RESPECT TO ANY PROPOSAL SPECIFIED HEREIN, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST "FOR" EACH NOMINEE IN PROPOSAL NO. 1, "FOR" PROPOSAL NO. 2 AND "FOR" PROPOSAL NO. 3.

(Continued and to be signed on the reverse side)