Fidelity National Information Services, Inc.
Form DEF 14A
April 15, 2010

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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 þ

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
þ Definitive Proxy Statement
o Definitive Additional Materials
o 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):

þ No fee required.

o 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:

(2) Aggregate number of securities to which transaction applies:

(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:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(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 15, 2010

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 27, 2010 at 11:00 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 outlined 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
President 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 2010 Annual Meeting of Shareholders of Fidelity National Information Services, Inc. will be held on May 27, 2010 at 11:00 A.M., Eastern Time, in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida 32204 for the following purposes:

1. to elect three Class II directors to serve until the 2013 annual meeting of shareholders or until their successors are duly elected and qualified or until their earlier death, resignation or removal;

2. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the 2010 fiscal year; and

3. to transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors set March 30, 2010 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. However, even if you plan to attend the annual meeting in person, 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 L. Gravelle
Corporate Secretary

Jacksonville, Florida
April 15, 2010

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 27, 2010 at 11:00 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 15, 2010 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) 854-5000.

GENERAL INFORMATION ABOUT THE COMPANY

Unless stated otherwise or the context otherwise requires, all references to FIS, we, the Company or the registrant a to Fidelity National Information Services, Inc., a Georgia corporation formerly known as Certegy Inc. (Certegy), which was the surviving legal entity in the merger between Certegy and Former FIS (the Certegy Merger); all references to Former FIS are to Fidelity National Information Services, Inc., a Delaware corporation, and its subsidiaries, prior to the Certegy Merger; all references to Old FNF are to Fidelity National Financial, Inc., a Delaware corporation that owned a majority of the Company s shares through November 9, 2006 and in November 2006, merged with and into FIS (the FNF Merger); all references to FNF are to Fidelity National Financial, Inc. (formerly known as Fidelity National Title Group, Inc.), formerly a subsidiary of Old FNF but now an independent company that remains a related entity from an accounting perspective; and all references to LPS are to Lender Processing Services, Inc., a former wholly owned subsidiary of FIS, which was spun-off as a separate publicly traded company on July 2, 2008. For purposes of the biographical descriptions of our directors and executive officers, service with FIS includes service with Former FIS prior to the Certegy Merger, and service with FNF includes service with Old FNF prior to the FNF Merger.

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.

Who is entitled to vote?

All record holders of FIS common stock as of the close of business on March 30, 2010 are entitled to vote. On that day, 374,345,383 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), and any shares held for your benefit in FIS s 401(k) plan.

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.

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How do I vote?

There are three ways to vote by proxy, other than by attending the annual meeting and voting in person:

- 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.

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 Executive Chairman and our President and Chief Executive Officer, 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.

On what am I voting?

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

- Proposal No. 1 asks you to elect three Class II directors to serve until the 2013 annual meeting of shareholders.
- Proposal No. 2 asks you to ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm for the 2010 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 FIS s 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; (ii) timely submitting another proxy bearing a later date (in any of the permitted forms); or (iii) casting a ballot in person at the annual meeting.

Who will count the votes?

Broadridge Investor Communications Services 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, the individuals receiving the largest number of votes cast by the shares entitled to vote at the annual meeting (assuming a quorum is present) will be elected as directors.

For Proposal No. 2, under Georgia law the action is 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?

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, nominees cannot vote unless they receive voting instructions from beneficial owners, resulting in so called broker non-votes. Please note that this year the rules that guide how brokers vote your shares have changed. Brokers may no longer vote your shares on the election of directors in the absence of your specific instructions. 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 Proposal No. 1, 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. 2, for purposes of the Georgia law requirement that the number of shares present or represented by proxy and entitled to vote approving Proposal No. 2 exceed the number of shares present or represented by proxy and entitled to vote opposing it, abstentions will have no effect.

Who pays the cost of soliciting proxies?

We pay 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 $18,500, 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 Investor Services, LLC (in writing: P.O. Box 43078, Providence, Rhode

Island 02940-3078; by telephone: (800) 568-3476). If you participate in householding and wish to receive a separate copy of the 2009 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 Investor Services, LLC 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

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

Name	Position with FIS	Age(1)	Director Since
Nominees to the class of directors whose term will expire at the 2013 annual meeting:			
Stephan A. James	Director Member of the Audit Committee	63	2009
James Neary	Director Member of the Compensation Committee, Member of the Corporate Governance and Nominating Committee	45	2009
Frank R. Martire	Director Member of the Executive Committee	62	2009

(1) As of April 1, 2010.

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 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 served as a director of Metavante Technologies, Inc. from November 2007 until the Metavante merger.

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.

James Neary. James C. Neary has served as a nominee of WPM, L.P. to the FIS Board since October 2009, as described below in Proposal No. 1: Election of Directors. Mr. Neary is a Managing Director and Co-head, Technology, Media and Telecommunications in the New York office of Warburg Pincus LLC, a position he has held since 2004. From 2000 through 2004, Mr. Neary led Warburg Pincus LLC s Capital Markets group. Mr. Neary is currently a director of Alert Global Media Holdings, LLC, Telmar Network Technology and Coyote Logistics. He previously was a Managing Director at Chase Securities and was in the Leveraged Finance Group at Credit Suisse

First Boston. Mr. Neary served as a director of Metavante Technologies, Inc. from November 2007 until the Metavante merger and currently serves on the board of The Brearley School.

Mr. Neary s qualifications to serve on the FIS Board include his experience formulating strategy and designing and implementing financing arrangements as a Managing Director of Warburg Pincus LLC, a leading private equity firm, as well as his previous positions with Chase Securities and Credit Suisse First Boston, and his experience in the technology industry.

Frank R. Martire. Frank R. Martire is the Chief Executive Officer and President of FIS. Mr. Martire joined FIS after its acquisition of Metavante Technologies, Inc., where he served as Chairman of the Board of Directors and Chief Executive Officer. Mr. Martire also served as Director and Chief Executive Officer of Metavante

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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. Mr. Martire is also a member of the board of trustees for Sacred Heart University.

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 Metavante Technologies, Inc., and his knowledge of and contacts in the financial services industry.

Information About Our Directors Continuing in Office

Term Expiring in 2011

Name	Position with FIS	Age(1)	Director Since
David K. Hunt	Director Chairman of the Audit Committee, Member of the Compensation Committee	64	2001
Richard N. Massey	Director Chairman of the Compensation Committee, Member of the Corporate Governance and Nominating Committee	54	2006

(1) As of April 1, 2010.

David K. Hunt. David K. Hunt has served as a director of FIS since June 2001. Mr. Hunt has served as a director of LPS since February 2010. Since December 2005, Mr. Hunt has been a private investor. He previously served as the non-executive Chairman of the Board of OnVantage, Inc. from October 2004 until December 2005. Prior to that, 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, a position he held from May 1999 to October 2004.

Mr. Hunt s qualifications to serve on the FIS Board include his over 40 years of experience in the banking and payments industries, including serving in executive positions with Signet Banking Corporation, Global Payment Systems, and AT&T Universal Card Services, and his financial literacy.

Richard N. Massey. Richard N. Massey has served as a director of FIS since November 2006. Mr. Massey has served as a director of FNF since February 2006. Mr. Massey is currently a founding partner of West Rock 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 s qualifications to serve on the FIS Board include his experience in corporate finance and 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.

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Term Expiring in 2012

Name	Position with FIS	Age(1)	Director Since
William P. Foley, II	Director Executive Chairman, Chairman of the Executive Committee	65	2006
Thomas M. Hagerty	Director	47	2006
Keith W. Hughes	Director Member of the Audit Committee, Chairman of the Corporate Governance and Nominating Committee	63	2002

(1) As of April 1, 2010.

William P. Foley, II. William P. Foley, II has served as a director of FIS since February 2006 and is the Executive Chairman of the Board. 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 2005. 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 the spin-off until March 15, 2009, and, within the past five years, has served as a director of Florida Rock Industries, Inc. and CKE Restaurants, Inc. He also serves on the board of the Foley Family Charitable Foundation and the Cummer Museum of Arts and Gardens.

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, 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 currently serves as a nominee of Thomas H. Lee Partners, L.P. to the FIS Board, as described below in Proposal No. 1: Election of Directors. Mr. Hagerty has served as a director of FNF since October 2006. Mr. Hagerty is a Managing Director of Thomas H. Lee Partners, L.P. Mr. Hagerty has been employed by Thomas H. Lee Partners, L.P. and its predecessor, Thomas H. Lee Company, since 1988. From July 2000 through April 2001, Mr. Hagerty also served as the Interim Chief Financial Officer of Conseco, Inc. On December 17, 2002, Conseco, Inc. voluntarily commenced a case under Chapter 11 of the United States Code in the United States Bankruptcy Court, Northern District of Illinois, Eastern Division. Mr. Hagerty also serves as a director of MGIC Investment Corporation, MoneyGram International, Inc., Ceridian Corporation and several private companies. Within the past five years, Mr. Hagerty has served as a director of Metris Companies, Inc.

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, and his experience in enhancing value of such companies, along with his expertise in corporate finance.

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. Within the past five years, Mr. Hughes has served as a director of Texas Industries, Inc. and Pilgrim s Pride Corp.

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.

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PROPOSAL NO. 1: ELECTION OF DIRECTORS

On October 1, 2009, the Company completed its acquisition of Metavante Technologies, Inc. (Metavante) pursuant to the terms and conditions of an Agreement and Plan of Merger (the Merger Agreement) dated March 31, 2009. Following the closing of this transaction (which we refer to as the Merger), pursuant to the terms of the Merger Agreement, the Board expanded the number of directors to nine, and appointed Frank R. Martire, James C. Neary and Stephan A. James to the Board. In accordance with Georgia law, any newly appointed director that does not fill an existing vacancy on the Board is required to stand for election to the Board at the next annual meeting of shareholders. Therefore, Frank R. Martire, James C. Neary and Stephan A. James must stand for election to the Board at the 2010 annual meeting of shareholders.

The bylaws of the Company provide that our Board shall consist of at least five and no more than fifteen directors. Our directors are divided into three classes, each class as nearly equal in number as possible. The Board determines the number of directors within these limits. The term of office of only one class of directors expires in each year. All three classes serve for three year terms. The directors elected at this annual meeting will hold office for the three year term or until their successors are elected and qualified.

Prior to February 28, 2010, Lee A. Kennedy served as a director of the Company with a term expiring in 2010. Effective as of February 28, 2010, Lee A. Kennedy and FIS mutually agreed that Mr. Kennedy would no longer serve as a director of FIS. Upon Mr. Kennedy s departure the number of directors on the Board was reduced from nine to eight members. In addition, the Board determined to move Mr. Martire from the class whose term expires in 2011 to the class whose terms expires in 2010, so that he would stand for election this year to a full three year term.

In connection with the Merger Agreement, FNF and affiliates of Thomas H. Lee Partners, L.P. (THL) invested a total of $249,999,993.50 in us pursuant to the terms and conditions of an Investment Agreement dated March 31, 2009 (the Investment Agreement). Under the Investment Agreement, THL is entitled to nominate one member of our board of directors as long as it continues to own shares equal to at least 35% of the number it purchased under the Investment Agreement. Thomas M. Hagerty currently serves as THL s nominee.

In connection with the Merger and based upon certain existing rights of WPM, L.P., a Delaware limited partnership (WPM), in respect of its investment in Metavante prior to the Merger, we entered into a shareholders agreement (the Shareholders Agreement), dated as of March 31, 2009, with WPM. The Shareholders Agreement provides that WPM is entitled to nominate and have appointed one member of our board of directors until the earlier of (1) such time as WPM no longer holds at least 20% of the number of shares of FIS common stock received in the Merger and purchased by WPM in connection with a separate stock purchase right agreement and (2) the tenth anniversary of the completion of the Merger. James Neary currently serves as WPM s nominee.

At this annual meeting, the following persons, each of whom is a current director of the Company, have been nominated to stand for election to the Board for a three-year term expiring in 2013:

Stephan A. James
James Neary
Frank R. Martire

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.

PROPOSAL NO. 2: 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 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 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 2010 fiscal year. For services rendered to us during or in connection with our fiscal years ended December 31, 2009 and 2008, we were billed the following fees by KPMG:

	2009	2008
Audit Fees	$ 4,603,404	$ 6,808,732
Audit-Related Fees	869,134	843,059
Tax Fees	220,992	19,395
All Other Fees		

Audit Fees. Audit fees consisted principally of fees for the audits, registration statements and other filings related to the Company s 2009 and 2008 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 2009 and 2008 consisted principally of fees for Statement on Accounting Standards No. 70 audits and audits of employee benefit plans, including billings for out-of-pocket expenses incurred.

Tax Fees. Tax fees for 2009 and 2008 consisted principally of fees for tax compliance, tax planning and tax advice.

All Other Fees. The Company incurred no other fees in 2009 or 2008.

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 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 2010 FISCAL YEAR.

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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 374,345,383 shares of FIS common stock outstanding as of March 30, 2010. 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
WPM, L.P.(1)	40,706,823	10.87%
Capital World Investors(2)	31,680,498	8.46%
FMR LLC(3)	27,954,081	7.47%

(1) According to a Schedule 13D/A filed March 23, 2010, WPM, L.P., a Delaware limited partnership (WPM), WPM GP, LLC, a Delaware limited liability company and the sole general partner of WPM, Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership and the sole member of WPM GP, LLC (WP IX), Warburg Pincus IX LLC, a New York limited liability company and the sole general partner of WP IX, Warburg Pincus Partners, LLC, a New York limited liability company and the sole member of Warburg Pincus IX LLC, Warburg Pincus & Co., a New York general partnership and the managing member of Warburg Pincus Partners, LLC, Warburg Pincus LLC, a New York limited liability company that manages WP IX, and Messrs. Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of Warburg Pincus & Co. and Managing Member and Co-President of Warburg Pincus LLC (collectively, the Reporting Persons) beneficially own 40,706,823 shares as of March 22, 2010. The address of the principal business and principal office of the Reporting Persons is c/o Warburg Pincus LLC, 450 Lexington Avenue, New York, New York 10017.

In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may generally be exercised quarterly by WPM under the Stock Purchase Right Agreement among WPM, FIS and Metavante. The amount shown in the table excludes shares that Warburg WPM has the right to purchase pursuant to the Stock Purchase Right Agreement with respect to the quarter ended March 31, 2010. For a description of the Stock Purchase Right Agreement, please see Other Related Party Arrangements Agreements with WPM, LP .

(2) According to a Schedule 13G/A filed February 11, 2010, Capital World Investors, a division of Capital Research and Management Company (CRMC) 333 South Hope Street, Los Angeles, CA 90071, is deemed to be the beneficial owner of 31,680,498 shares as a result of CRMC acting as investment advisor to various investment companies registered under Section 8 of the Investment Company Act of 1940.

(3) According to a Schedule 13G/A filed February 16, 2010, FMR LLC and Edward C. Johnson 3d, whose address is 82 Devonshire Street, Boston, Massachusetts 02109, are deemed to be the beneficial owners of 27,954,081 shares as a result of various of FMR LLC s subsidiaries having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of FIS s shares. Of those subsidiaries, only Fidelity Management & Research Company, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is indicated as holding five percent or greater of FIS s shares.

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;

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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 Shares Owned	Number of Options(1)	Total	Percent of Total
William P. Foley, II	2,400,751(2)	2,607,535	5,008,286(2)	1.34%
Thomas M. Hagerty	6,531	72,261	78,792	*
Michael D. Hayford	126,129(3)	862,588	988,717	*
Keith W. Hughes	3,500(4)	49,751	53,251(4)	*
David K. Hunt	14,942(5)	49,751	64,693(5)	*
Stephan A. James	11,557	6,850	18,407	*
Lee A. Kennedy	575,232(6)	4,438,254	5,013,486(6)	1.34%
Frank R. Martire	167,851(7)	1,262,625	1,430,476(7)	*
Richard N. Massey	60,669	49,751	110,420	*
James C. Neary	8,881(8)	7,052	15,933(8)	*
Gary A. Norcross	207,560	1,417,691	1,625,251	*
Francis R. Sanchez	90,120	904,620	994,740	*
George P. Scanlon	86,750	224,724	311,474	*
All current Directors and Officers (17 persons)	3,967,497	13,224,889	17,192,386	4.58%

* Represents less than 1% of our common stock.

(1) Represents shares subject to stock options that are exercisable on March 31, 2010 or become exercisable within 60 days of March 31, 2010.

(2) Included in this amount are 1,209,148 shares held by Folco Development Corporation, of which Mr. Foley and his spouse are the sole stockholders, 311,222 shares held by Foley Family Charitable Foundation, and 366,197 restricted stock units which will vest in FIS shares on April 1, 2010. Additionally, 610,369 shares included in this amount are pledged in connection with a collateral account held by Mr. Foley at Bank of America.

(3) Included in this amount are 12,388 shares held by a grantor retained annuity trust.

(4) Mr. Hughes holds 19,526 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 s termination of service as a director.

(5) Included in this amount are 1,500 shares held by Mr. Hunt s wife. Additionally, Mr. Hunt holds 28,742 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 258 shares held by Mr. Kennedy s children.

(7) Included in this amount are 719 shares held in an Individual Retirement Account and 47,792 shares held in a trust.

(8) Excluded from this amount are the shares of FIS common stock held by Warburg Pincus entities listed in note 1 to the Security Ownership of Certain Beneficial Owners table above.

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Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2009, 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)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))(c)(1)
Equity compensation plans approved by security holders	22,563,341	$ 19.09	15,890,363
Equity compensation plans not approved by security holders	2,760,812	$ 23.76	14,434,535
Total(2)	25,324,153	$ 19.60	30,324,898

(1) In addition to being available for future issuance upon exercise of options and stock appreciation rights, 9,087,230 shares under the Fidelity National Information Services, Inc. 2008 Omnibus Incentive Plan may instead be issued in connection with restricted stock, restricted stock units, performance shares, performance units, or other stock-based awards. 6,390,263 shares under the Metavante plan may instead be issued in connection with restricted stock, restricted stock units, performance shares, performance units, or other stock-based awards.

(2) The table does not include options to purchase an aggregate of 14,543,393 shares, at a weighted average exercise price of $16.66, granted under plans assumed in connection with acquisition transactions. No more grants may be made under these assumed plans, other than the Metavante plan.

The Metavante plan was approved by Metavante shareholders at the 2008 Annual Meeting of Shareholders on May 20, 2008. On October 1, 2009, in conjunction with the Metavante merger, we assumed the Metavante plan and certain vested and unvested options and restricted stock awards that the employees of Metavante held as of the merger date in the Metavante plan. In total, we assumed 12.2 million options and 0.6 million restricted stock awards. The compensation committee administers the Metavante plan and determines the type or types of awards to be made to each participant. Awards under the Metavante plan may include incentive stock options and non-statutory stock options, shares of restricted stock or restricted stock units, stock appreciation rights, performance stock and performance units. Under the Metavante plan, except as otherwise provided in an award agreement, if the participant s employment is terminated by us other than for cause within two years after our change in control, all outstanding awards become immediately vested, except that performance based awards will vest at target levels.

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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
William P. Foley, II	Executive Chairman	65
Frank R. Martire	President and Chief Executive Officer	62
Michael D. Hayford	Corporate Executive Vice President, Chief Financial Officer	50
Gary A. Norcross	Corporate Executive Vice President, Chief Operating Officer	44
Francis R. Sanchez	Corporate Executive Vice President, Strategic Solutions	52
Brent B. Bickett	Corporate Executive Vice President, Corporate Finance	45
George P. Scanlon	Corporate Executive Vice President, Finance	52
Michael L. Gravelle	Corporate Executive Vice President, Chief Legal Officer and Corporate Secretary	48
Michael P. Oates	Corporate Executive Vice President, Chief Human Resources Officer	50
James W. Woodall	Senior Vice President, Chief Accounting Officer and Controller	40

Michael D. Hayford is the Corporate Executive Vice President, Chief Financial Officer of FIS. Mr. Hayford joined FIS with the acquisition of Metavante Technologies, Inc. He served as Chief Operating Officer of Metavante Technologies, Inc. from 2006 to October 2009, as its President since November 2008, as its Chief Financial Officer and Treasurer from May 2001 to July 2007, as its Senior Executive Vice President from September 2004 to November 2008. Mr. Hayford is a director of the University of Wisconsin La Crosse Foundation and West Bend Mutual Insurance.

Gary A. Norcross has served as Corporate Executive Vice President, Chief Operating Officer of FIS since October 2009 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 since February 2006. Prior to that, he held the position of Senior Vice President of Integrated Financial Solutions of FIS since June 1996. He served FIS in various capacities since May 1988.

Francis R. Sanchez has served as Corporate Executive Vice President, Strategic Solutions of FIS since November 2007. Prior to that, he served as Executive Vice President, Enterprise Banking Solutions of FIS since February 2006. Prior to that, since April 2004, he served as an Executive Vice President of FIS and President of the Leveraged Product Development division. Prior to joining FIS, Mr. Sanchez served in many positions at Sanchez Computer Associates, Inc. since 1980, including as Chief Executive Officer. Sanchez Computer Associates, Inc. was acquired by FIS in April 2004.

Brent B. Bickett has served as Corporate Executive Vice President, Corporate Finance of FIS since March, 2010. He previously served as Corporate Executive Vice President, Strategic Planning of FIS from October 2009 to March 2010 and Executive Vice President, Strategic Planning of FIS from February 2006 to September 2009. Mr. Bickett joined FNF in January 1999, where he currently serves as Executive Vice President, Corporate Finance. Prior to joining FNF, Mr. Bickett was a member of the Investment Banking Division of Bear, Stearns and Co. Inc. from August 1990 until January 1999.

George P. Scanlon has served as Corporate Executive Vice President, Finance of FIS since October 2009 and Executive Vice President and Chief Financial Officer of FIS from July 2008 to September 2009. Mr. Scanlon joined FIS in February 2008 as Executive Vice President, Finance. Mr. Scanlon previously served as Executive Vice President and Chief Financial Officer of Woodbridge Holdings Corporation (formerly known as Levitt Corporation) since August 2004 and Executive Vice President and Chief Financial Officer of BFC Financial Corporation since April 2007. Prior to joining Levitt, Mr. Scanlon was the Chief Financial Officer of Datacore Software Corporation, an independent software vendor, from December 2001 to August 2004. Prior to joining Datacore, Mr. Scanlon was the Chief Financial Officer at Seisint, Inc., a technology company specializing in providing data search and processing products, from November 2000 to September 2001.

Michael L. Gravelle has served as Corporate Executive Vice President, Chief Legal Officer, and Corporate Secretary of FIS since January 2010 and served as Corporate Executive Vice President, Legal of FIS since October 2009. Prior to that Mr. Gravelle served as Executive Vice President, Legal of FIS since June 2006 and served as Senior Vice President and General Counsel of FIS from February 2006 until May 2006. Prior to that, since 2003, he served as Senior Vice President, General Counsel and Secretary of FIS. Mr. Gravelle joined FIS from Alltel Information Services, Inc., which he joined in 1993 and where he had served as Senior Vice President, General Counsel and Secretary since 2000. Mr. Gravelle also serves as Executive Vice President, General Counsel and Corporate Secretary of FNF.

Michael P. Oates has served as Corporate Executive Vice President, Chief Human Resources Officer of FIS since October 2009 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. Mr. Oates served as 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.

James W. Woodall has served as Senior Vice President, Chief Accounting Officer and Controller of FIS since July 2008. Mr. Woodall previously served as Vice President, Finance of Eclipsys since 2007. Prior to Eclipsys, Mr. Woodall was the Executive Director Assistant Controller of Bellsouth Corporation from 2005 to 2007, Director of Customer Markets Finance of Bellsouth from 2004 to 2005, and Director of Technical Accounting of Bellsouth from 2001 to 2004. Prior to joining Bellsouth, Mr. Woodall was with PricewaterhouseCoopers LLP since 1992.

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.

Introduction

In this compensation discussion and analysis, we provide an overview of our compensation programs in 2009, including the objectives of the programs and the rationale for each element of compensation, for our named executive officers. The successful completion of our merger with Metavante made 2009 an extraordinary year. As discussed later, certain one-time compensation programs were used to assist with the successful completion of the merger as well as the post-merger goals of combining the two companies, achieving greater operating efficiencies, reducing costs, and positioning the combined company for long-term growth. The merger also resulted in our having seven named executive officers in 2009.

These named executive officers were:

- William P. Foley, II, our Executive Chairman

Lee A. Kennedy, our President and Chief Executive Officer until the Metavante merger

Frank R. Martire, our President and Chief Executive Officer following the Metavante merger

George P. Scanlon, our Executive Vice President and Chief Financial Officer until the Metavante merger

Michael D. Hayford, our Corporate Executive Vice President and Chief Financial Officer following the Metavante merger

Gary A. Norcross, our Corporate Executive Vice President and Chief Operating Officer and

Francis R. Sanchez, our Corporate Executive Vice President, Strategic Solutions.

Messrs. Martire and Hayford, who were formerly executive officers of Metavante, assumed their current positions in October of 2009. In this compensation discussion and analysis and in the tables and narrative that follow, we discuss the compensation they received from us in 2009 upon and following commencement of their current positions. Messrs. Kennedy and Scanlon changed positions upon closing of the Metavante merger in October 2009, becoming our Executive Vice Chairman and Corporate Executive Vice President, Finance, respectively. We discuss all of the compensation Messrs. Kennedy and Scanlon received during the year, including compensation received after their change in positions. In February 2010, Mr. Kennedy and the Company agreed that Mr. Kennedy will no longer serve as an executive officer and director.

Objectives of our Compensation Programs

Our compensation programs are designed to attract and motivate high performing executives with the objective of delivering long-term shareholder value and financial results.

We link a significant portion of each named executive officer s total annual compensation to performance goals that are intended to deliver measurable results and shareholder return. Executives are generally rewarded only when and if the performance goals are met or exceeded. We also believe that material stock ownership by executives assists in aligning executives interests with those of shareholders and strongly motivates executives to build long-term shareholder value. We structure our equity-based compensation programs to assist in creating this link. During 2009, we made a significant increase in the stock ownership guidelines for executives for example, the multiples were increased from five times base salary to ten times base salary for our Executive Chairman and seven times base salary for our Chief Executive Officer and President. Finally, we provide our executives with total compensation that we believe is competitive relative to the compensation paid to similarly situated executives from similarly sized companies, and which is sufficient to motivate, reward and retain those individuals with the leadership abilities and skills necessary for achieving our ultimate objective: the creation of long-term value for our shareholders and employees.

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 plan and approving individual grants and awards under those plans for our executive officers. In September 2009, we appointed one of our existing directors to serve on the compensation committee, bringing the total number of directors serving on the compensation committee to three. Effective upon completion of the merger, we appointed one of our new directors to the compensation committee and one of our directors who was then serving on the compensation committee resigned from the compensation committee.

To further the objectives of our compensation program, our compensation committee engaged Strategic Compensation Group, an independent compensation consultant, to conduct an annual review of our compensation programs for our named executive officers and for other key executives. 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. Strategic Compensation Group provided our compensation committee with relevant market data and alternatives to consider when making compensation decisions.

Messrs. Kennedy and Martire, in their roles as President and Chief Executive Officer, provided input regarding executive compensation levels and changes to our compensation programs by making recommendations to our compensation committee. Messrs. Kennedy and Martire reviewed their compensation recommendations with our Executive Chairman. Messrs. Foley, Kennedy and Scanlon provided input regarding the structure of the performance goals used in our performance-based incentive programs, which we describe below. 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.

Compensation Governance

We periodically review our compensation philosophy and make adjustments that are believed to be in the best interests of the company and our shareholders. As part of this process, we review compensation trends and consider what is thought to be current best practice, with the goal of continually improving our approach to executive compensation. Some of the improvements made and actions taken include the following:

- elimination of any tax gross-ups for compensation paid due to a change in control and elimination of the modified single trigger severance payment related to a change in control (these eliminations were agreed to by executives voluntarily)
- elimination of executive pension (SERP) benefits and company paid deferred compensation provided prior to the merger to executives employed by Metavante
- a significant increase in the executive stock ownership multiples for example, the multiples were increased from five times base salary to ten times base salary for our Executive Chairman and seven times base salary for our Chief Executive Officer and President
- the inclusion of performance-based vesting conditions in grants of restricted stock
- the requirement that any dividends on restricted stock be subject to the same underlying vesting requirements applicable to the restricted stock that is, no payment of dividends until the restricted stock vests
- inclusion of stock retention requirements in restricted stock awards to require that half of the shares of restricted stock that vest be held for a period of six months
- using a shorter expiration period for our stock options: we use a seven year expiration period instead of the typical ten year expiration period
- separation of the positions of Chief Executive Officer and Chairman into two positions
- appointing an independent lead director to help manage the affairs of our board of directors
- completing a new risk assessment, as required under the rules of the SEC and
- using an independent compensation consultant who reports solely to the compensation committee, and who does not provide services other than executive compensation consulting.

Impact of the Merger with Metavante

The successful completion of our merger with Metavante required us to adjust several of our compensation arrangements. Not only were many of our compensation programs impacted by the merger, such as our annual incentive plan, which we describe below, but some of our executives changed positions, which required us to revise employment contracts and compensation arrangements. Following are the highlights of the changes to our compensation arrangements that were made in connection with the merger, and the rationale behind the changes.

One very important goal of the merger was to combine organizations, produce greater efficiencies and reduce costs. Our management prepared a detailed business plan that was tied directly to the achievement of merger-related efficiencies and synergy cost savings. These cost-savings goals were communicated to shareholders. To help achieve these goals, we implemented a one-time incentive plan for senior managers under which incentives are earned only if the goals reflected in the merger business plan are achieved. We believe the incentive plan was, and will continue to be, instrumental to our goal of achieving defined levels of merger-related synergy cost savings.

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Our annual incentive program needed to be revised to conform to the financial results produced by the merged companies. The goals established at the beginning of 2009 under the incentive plan did not contemplate the increased revenues and other changes to our financial performance that might result from the merger with Metavante. Consequently, we bifurcated our original annual incentive plan between the first three quarters of 2009, ending September 30, 2009, and the final quarter. We prorated the pre-established goals for the first three quarters and established new goals for the 4th quarter based on objectively determinable post-merger financial results.

It was very important to the success of the merger that we retain certain key executives. Key managers from both FIS and Metavante were instrumental to the success of the merger, and continue to be instrumental to attaining the maximum value and synergy of the merger over the long-term. We implemented certain merger-related performance incentives and retention incentives and entered into new or amended employment agreements with our executive officers, as described in this compensation discussion and analysis.

Finally, as discussed in more detail below, some of our equity incentive plans had terms that were triggered by the merger, resulting in vesting of some outstanding equity incentive awards, and some of our named executive officers had rights under their employment agreements that arose as a result of the merger or the changes in their positions. In connection with the merger, Messrs. Kennedy and Scanlon stepped down from their positions as Chief Executive Officer and Chief Financial Officer, respectively, and Mr. Foley s duties and responsibilities changed. Because of the continued importance of Messrs. Foley, Kennedy and Scanlon to the successful completion of the merger and planning for the combination of two, large publicly-traded companies, setting the stage for operating more efficiently and reducing costs, we wanted to ensure that we continued to provide them appropriate incentives. This required that we enter into new arrangements with them, which we describe below.

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 factors it deems important, including

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

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.

When considering marketplace compensation practices, our compensation committee considers data on base salary, annual incentive targets, long-term incentive targets, pay mix, overhang and dilution from the equity incentive plan and executive ownership levels. In general, our compensation committee uses the 50th percentile of the marketplace as a reference for salaries, and the top quartile as a reference for total compensation through annual and long-term incentive opportunities, when warranted by performance. These levels of total compensation provide a point of reference for our compensation committee, but our compensation committee ultimately makes compensation decisions based on all of the factors described above.

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To assist our compensation committee in determining 2009 compensation levels, both before and after the Metavante merger, Strategic Compensation Group gathered marketplace compensation data on total compensation, which consisted of annual salary, annual incentives, long-term incentives, executive ownership levels, overhang and dilution from the equity incentive plan, compensation levels as a percent of revenue, pay mix and other key statistics. Strategic Compensation Group worked with our compensation committee in determining the companies that would be included in the marketplace compensation data.

For the pre-merger period, we used three marketplace data sources: (1) a general compensation survey prepared by Towers Perrin, which contains data on approximately 780 companies; (2) a survey of approximately 170 publicly-traded companies with revenues of between $3.5 billion and $5 billion, and (3) publicly-available compensation information for the following group of 18 companies, which were selected because of their industry, revenues and nature and complexity of operations including international focus and because they compete with us for business and executive talent:

Affiliated Computer Services, Inc.	Fiserv, Inc.
Alliance Data Systems, Inc.	Intuit Inc.
Automatic Data Processing, Inc.	MasterCard Incorporated
CA, Inc.	Metavante Technologies, Inc.
Convergys Corporation	SunGard Data Systems Inc.
Discover Financial Services	Symantec Corporation
DST Systems, Inc.	Total System Services, Inc.
Equifax Inc.	Visa Inc. and
First Data Corporation	The Western Union Company

The revenue of these companies ranged from $1.6 billion to $8.6 billion, with a median revenue of $4.8 billion.

To reflect the changes to the size, scope and complexity of our operations after the Metavante merger, Strategic Compensation Group, working with our compensation committee, revised the group of companies used to gauge the named executive officers compensation following the merger. The revised group consisted of the following 20 companies:

Adobe Systems, Inc.	Fiserv, Inc.
Affiliated Computer Services, Inc.	Intuit Inc.
Automatic Data Processing, Inc.	MasterCard Incorporated
CA, Inc.	SAIC, Inc.
CACI International, Inc.	SunGard Data Systems Inc.
Cognizant Technology	Symantec Corporation
Comerica, Inc.	The Western Union Company
Discover Financial Services, Inc.	Total System Services, Inc.
eBay, Inc.	Visa, Inc. and
First Data Corporation	Yahoo, Inc.

The revenue of these companies ranged from $1.9 billion to $10 billion, with a median revenue of $5.4 billion.

The survey of 170 publicly-traded companies with revenues of between $3.5 billion and $5 billion was also revised. The new survey contained approximately 200 publicly-traded companies with revenues of between $3.5 billion to $8.5 billion. As with the prior group, these companies were selected because they fell within a revenue range that our compensation committee thought was comparable. The companies were not specific to any particular industry.

Although our compensation committee considers this compensation data, as described above, it is just one of the many factors considered by our compensation committee when making compensation decisions.

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The peer group information in this discussion is not deemed filed or a part of this compensation discussion and analysis for certification purposes.

Allocation of Total Compensation for 2009

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. These benefits are described below.

For 2009, the principal, regularly-provided components of compensation for our named executive officers consisted of:

base salary

performance-based annual cash incentives and

long-term equity-based incentive awards consisting of stock options and restricted stock.

In connection with the Metavante merger, we also implemented one-time equity and cash incentives and bonuses to key managers, including some of our named executive officers. We discuss the awards made to our named executive officers below.

The allocation (pay mix) of our named executive officers compensation among the various compensation elements has generally been consistent from year to year. We have, however, changed the pay mix when appropriate for business reasons. An example of changes to the pay mix include the promotion of a manager or the occurrence of unique, one-time challenges, such as the merger with Metavante. This allocation 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 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.

In 2009, as in prior years, our named executive officers compensation had a heavy emphasis on at-risk performance-based components of annual cash incentives and long-term equity awards. Our compensation committee believes performance-based incentive compensation comprising 70% to 90% of total target compensation is appropriate. This emphasis on performance-based compensation, which links a significant portion of our executive officers compensation with our annual and long-term financial performance and profitability, is an effective way to use compensation to help us achieve our business objectives while directly aligning our executive officers interests with the interests of our shareholders. This approach of emphasizing annual and long-term performance-based incentives is also consistent with the compensation approaches reflected in the marketplace compensation data provided by Strategic Compensation Group.

Our compensation committee also believes a significant portion of our named executive officers compensation should be allocated to equity-based compensation, because of the direct alignment it creates between the interests of our named executive officers and our shareholders and also because we believe that the equity-based awards, particularly when coupled with significant stock ownership requirements and post-vesting stock retention requirements, help ensure that our named executive officers will not take excessive risks to achieve short-term goals at the expense of long-term, sustainable, growth and shareholder value. Consequently, for 2009, as reflected in the table below, a majority of our named executive officers total compensation was provided in the form of equity-based incentives. The portion of Mr. Kennedy s 2009 total target compensation that is allocated to equity-based incentives is lower than that of the other named executive officers, and lower than in prior years, because the awards were made after Mr. Kennedy s position changed from President and Chief Executive Officer to Executive Vice Chairman.

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The following table shows the allocation of total target compensation of our named executive officers as of the end of 2009 among the components of base salary, annual cash incentives and long-term equity:[1]

Name	% of Total Target Compensation Allocated to Base Salary (%)	% of Total Target Compensation Allocated to At-Risk Short-Term and Long-Term Incentives: Annual Cash Incentives (%)	Equity-Based Incentives (%)
William P. Foley, II	9.4	23.4	67.2
Lee A. Kennedy(2)	30	60	10
Frank R. Martire	9.1	18.2	72.7
George P. Scanlon(2)	22.2	33.3	44.5
Michael D. Hayford	9.1	13.7	77.2
Gary A. Norcross	10.2	15.3	74.5
Francis R. Sanchez	17.6	26.4	56.0

(1) The amounts shown for Short-Term and Long-Term incentives are based on target awards established at the time the award was made. The table does not include the one-time equity and cash incentives and bonuses that were entered into in connection with the Metavante merger, which are described below.

(2) The allocation of total target compensation of Mr. Kennedy and Mr. Scanlon is based on their compensation after the Metavante merger.

Below is a summary of each of the principal, regularly-provided components of our 2009 compensation program for our named executive officers.

Base Salary

Although the emphasis of our compensation program is on performance-based, at-risk pay, we also provide our named executive officers with base salaries that are intended to provide them with a level of assured, regularly-paid, cash compensation that is competitive and reasonable. Our compensation committee typically reviews salary levels at least annually as part of our performance review process, as well as in the event of promotions or other changes in the 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.

Mr. Foley had the same base salary of $550,000 in 2008 and 2009. Mr. Kennedy s base salary also remained unchanged in 2009, at $1,015,000, until his change in position in October of 2009, when his annual salary was reduced to $500,000. Messrs. Foley and Kennedy asked the compensation committee to consider not increasing their base salaries in 2009. Messrs. Martire s and Hayford s annual salaries following the Metavante merger were $1,000,000 and $625,000, respectively. Mr. Scanlon s annual salary was increased from $415,000 to $500,000 at the beginning of

2009. Mr. Scanlon s base salary was not increased following his promotion from Executive Vice President, Finance to Chief Financial Officer in connection with the spin-off Lender Processing Services in 2008 (the spin-off). The increase to his base salary at the beginning of 2009 was to reflect his promotion. Following his change in duties upon the closing of the Metavante merger, his base salary was reduced to $450,000. Mr. Norcross annual salary in 2009 was increased from $590,000 to $620,000 and Mr. Sanchez s annual salary was increased from $590,000 to $615,000. These increases were to bring their base salaries more in line with the base salaries of their peers.

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Annual Performance-Based Cash Incentive

We generally award annual cash incentives based upon the achievement of performance goals that are specified in the first quarter of the year. We provide the annual incentives to our named executive officers under an incentive plan that is designed to allow the annual incentives to qualify as deductible performance-based compensation, as that term is used in Section 162(m) of the Internal Revenue Code. The incentive plan includes a set of performance goals that can be used in setting incentive awards under the plan. No annual incentive payments are payable to a named executive officer if the pre-established, minimum performance levels are not met. We use the incentive plan to provide a material portion of our named executive officers total compensation in the form of at-risk, performance-based pay.

Impact of the Metavante Merger on Annual Incentives. The combination of operational and financial results following the Metavante merger in October of 2009 made it impractical to evaluate corporate performance under the annual incentive plan against the full-year goals that were established at the beginning of the year. Consequently, our compensation committee decided to split the 2009 annual incentives between the three quarters before and the fourth quarter after the Metavante merger. Our compensation committee approved pro rated payouts for the pre-merger period based on our performance through the first three quarters of 2009.

Pre-Merger Annual Incentives. The terms that governed the portion of the annual incentives attributable to the first three quarters were determined by our compensation committee in the first quarter of 2009. At that time, the compensation committee established the performance measures, the relative weightings of each measure, the threshold, target and maximum performance goals for each performance measure and the amounts that would be earned by Messrs. Foley, Kennedy, Scanlon, Norcross and Sanchez upon attainment of the goals. The terms of the 2009 plan were generally consistent with the terms of the 2008 plan. Messrs. Martire s and Hayford s annual incentives for the first three quarters were based on their pre-merger annual base salaries and the terms of Metavante s annual incentive plan and performance measures and goals that were established by Metavante before the merger.

To assess performance through the first three quarters, our compensation committee approved the use of prorated target performance goals to evaluate our performance and Metavante s performance through September 30. These amounts were paid in October of 2009.

The table below lists Messrs. Foley s, Kennedy s, Scanlon s, Norcross and Sanchez s 2009 annual salary during the first three quarters, annual incentive target as a percentage of annual salary, the performance goals and results with respect to those goals, as prorated for the first three quarters of 2009, and the amounts paid with respect to the first three quarters.

			2009 Incentive Plan Performance Targets For First Three Quarters in millions			2009 Incentive Plan Results For First Three Quarters in millions			2009 Incentive Earned
Name	**2009 Base Salary Used For First Three Quarters Incentive (000s) ($)**	**2009 Annual Incentive Target (%)**	**Revenue ($)**	**EBIT ($)**	**Free Cash Flow ($)**	**Revenue ($)**	**EBIT ($)**	**Free Cash Flow ($)**	**For First Three Quarters (000s)* ($)**
	550	250	2,668.4	334.3	318.4	2,566.2	357.1	366	2,166

William P. Foley, II									
Lee A. Kennedy	1,015	200	2,668.4	334.3	318.4	2,566.2	357.1	366	2,132
George P. Scanlon	500	100	2,668.4	334.3	318.4	2,566.2	357.1	366	525
Gary A. Norcross	620	150	2,668.4	334.3	318.4	2,566.2	357.1	366	977
Francis R. Sanchez	615	150	2,668.4	334.3	318.4	2,566.2	357.1	366	969

* Amounts shown under the column Incentive Earned for the First Three Quarters were rounded up to the nearest thousand dollars.

For the first three quarters, we did not achieve our threshold goal of $2,642.3 million of revenue, so no incentive was earned with respect to the revenue component of the annual incentives. Our EBIT and free cash flow results exceeded the maximum goals of $348 million and $329.8 million, respectively. In total, the named executive

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officers other than Mr. Foley earned 140% of their target award for the first three quarters. Mr. Foley earned 210% of his target award for the first three quarters. The higher percentage of target for Mr. Foley results from his maximum annual incentive being 300% of his target incentive and the other named executive officers maximum opportunities being 200% of their target incentives.

Post-Merger Annual Incentives. In connection with the Metavante merger, our compensation committee approved combined corporate performance goals to be used to assess performance and the amount of bonuses to be earned for the fourth quarter of 2009. The measures and their relative weightings remained the same.

The table below lists our named executive officers 2009 annual salary during the fourth quarter, annual incentive target as a percentage of annual salary, the performance goals and results with respect to those goals for the fourth quarter and the amounts paid with respect to the fourth quarter.

			2009 Incentive Plan Performance Targets For the Fourth Quarter in millions			2009 Incentive Plan Results For the Fourth Quarter in millions			
Name	**2009 Base Salary Used For Fourth Quarter Incentive (000s) ($)**	**2009 Annual Incentive Target (%)**	**Revenue ($)**	**EBIT ($)**	**Free Cash Flow ($)**	**Revenue ($)**	**EBIT ($)**	**Free Cash Flow ($)**	**2009 Incentive Earned For the Fourth Quarter (000s) ($)***
William P. Foley, II	550	250	1,371.8	255.9	156.6	1,351.5	268.5	257.5	722
Lee A. Kennedy	500	200	1,371.8	255.9	156.6	1,351.5	268.5	257.5	350
Frank R. Martire	1,000	200	1,371.8	255.9	156.6	1,351.5	268.5	257.5	700
George P. Scanlon	450	150	1,371.8	255.9	156.6	1,351.5	268.5	257.5	236
Michael D. Hayford	625	150	1,371.8	255.9	156.6	1,351.5	268.5	257.5	328
Gary A. Norcross	650	150	1,371.8	255.9	156.6	1,351.5	268.5	257.5	341
Francis R. Sanchez	615	150	1,371.8	255.9	156.6	1,351.5	268.5	257.5	323

* Amounts shown under the column Incentive Earned for the Fourth Quarter were rounded up to the nearest thousand dollars.

For the fourth quarter, we did not achieve our threshold goal of $1,358.4 million of revenue, so no incentive was earned with respect to the revenue component of the annual incentives. Our EBIT and free cash flow results exceeded the maximum goals of $266.4 million and $162.2 million, respectively. In total, the named executive officers other than Mr. Foley earned 140% of their target award for the fourth quarter. Mr. Foley earned 210% of his target award for the fourth quarter. The higher percentage of target for Mr. Foley results from his maximum annual incentive opportunity being 300% of his target incentive and the other named executive officers maximum opportunities being 200% of their target incentives.

As reflected in the table, our compensation committee increased Mr. Scanlon s annual incentive award target to 150% of his base salary subsequent to the Metavante merger. This was done to reflect the added responsibility of managing the post-merger financial transition and monitoring the synergy business plan, and to bring Mr. Scanlon s annual incentive award target more in line with his peers. The annual incentive targets described above for Messrs. Foley, Kennedy, Norcross and Sanchez remained the same before and after the Metavante merger. Our compensation committee approved incentives for the fourth quarter for Messrs. Martire and Hayford, as reflected in the table.

The combined incentives earned by our named executive officers for the first three quarters and the fourth quarter were approved by our compensation committee and are reflected in the summary compensation table under the heading Non-Equity Incentive Plan Compensation Earnings.

We currently have no formal policy under our annual incentive plan to adjust or recover an award or payment if the performance measures that form the basis for any such award or payment are subsequently adjusted or restated in a manner that would reduce the size of the award or payment. However, our annual incentive plan gives our compensation committee complete discretion to reduce or eliminate annual incentives that have not yet been paid.

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How the Plan Works. For all of our named executive officers, including Messrs. Martire and Hayford, if target level performance goals were attained, the named executive officers would earn an annual incentive equal to their base salary multiplied by the annual incentive targets described above. If the threshold performance level goals were attained, 50% of the target award would be earned and if maximum performance level goals were attained, 200% of the target award would be earned for Messrs. Kennedy, Martire, Scanlon, Hayford, Norcross and Sanchez and 300% of the target award would be earned for Mr. Foley. For performance between the threshold and maximum level goals, the percentage of the target award earned would be interpolated. These threshold and maximum payout levels, as a percentage of the target award, were the same as was used in 2008 for Messrs. Foley, Kennedy, Scanlon, Norcross and Sanchez, and did not change in connection with the Metavante merger.

How the Performance Goals were Established. The performance goals used for the annual incentives were specific, objective measures. Our compensation committee did not retain discretion to increase the incentive awards, but did retain discretion to reduce them. Minimum 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 without discouraging performance beyond the minimum levels. The ranges of possible payments under our annual incentive plan are set forth in the Grants of Plan-Based Awards table under the column Estimated Possible Payouts Under Non-Equity Incentive Plan Awards.

When establishing the performance measures and goals for the annual incentive awards, our compensation committee considered the following key factors:

- the 2009 performance targets as compared to the 2009 business plan
- the 2009 performance targets as compared to the 2008 performance targets and 2008 actual performance
- the 2009 performance targets as compared to guidance for FIS and its competitors and
- 2009 performance targets and the effect reaching those targets would have on our growth and margins.

Performance Measures and Target Goals. The annual incentive awards that were approved at the beginning of 2009 for Messrs. Foley, Kennedy, Scanlon, Norcross and Sanchez were based on achieving weighted goals for earnings before interest and taxes (EBIT) (2009 target of $487 million), revenue (2009 target of $3,584 million) and free cash flow (2009 target of $420 million). These targets reflect the targets established for the full year. The prorated targets for the first three quarters and the fourth quarter are reflected in the tables above. These are three key measures in evaluating the performance of our business. These three measures, when combined with the strong focus on long-term shareholder return created by our equity-based incentives and stock ownership guidelines, also provide a degree of checks and balances that requires our named executive officers to consider both short-term and long-term performance. From 2008 to 2009, the relative weightings of the EBIT and revenue measures were changed and the capital expenditures measure was replaced by the free cash flow measure. In 2009, the relative weightings were revenue (weighted 30%), EBIT (weighted 50%) and free cash flow (weighted 20%). In the 2008, the performance measures and weightings were revenue (weighted 40%), EBIT (weighted 40%) and capital expenditures (weighted 20%). The changes were made to put greater emphasis on EBIT, free cash flow, operating efficiency and profitability.

Why the Performance Measures were Selected. We selected revenue as a performance measure because we wanted to focus our named executive officers on achieving our revenue growth objectives. We believe revenue is an effective measure of financial success and is a measure that is clearly understood by both our named executive officers and shareholders. The EBIT measure was selected because the level of EBIT we achieve reflects our operating strength and efficiency. The free cash flow measure was selected because it measures our achievement in generating revenue and EBIT through efficient reinvestment, as well as our ability to manage the balance sheet. All three of these measures have significant impact on long-term stock price and the investing community s expectations. We feel that the performance measures used for our annual incentives, together with the equity-based incentives and stock retention requirements, provide a high level of transparency and a good balance that focuses our named executive officers on achieving short-term goals while not encouraging behavior that could be detrimental to sustainable, long-term value.

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How Performance is Measured. We calculated the EBIT performance measure by taking GAAP net income and adding back interest expense, interest income, other non-operating expense, equity in earnings of unconsolidated subsidiaries, minority interest expense and income tax expense. We calculate the free cash flow performance measure by starting with GAAP operating cash flow and deducting capital expenditures and making other working capital adjustments. We further adjust the revenue, EBIT and free cash flow targets to eliminate certain financial impacts of 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 targets to eliminate non-budgeted discontinued operations and the impact of changes in foreign currency from budgeted rates.

Long-Term Equity Incentives

Our approach to long-term equity incentives generally has two elements: (1) the annual grant of an equity incentive that vests and is earned over several years, and (2) stock ownership guidelines for our officers. In 2009, we modified our stock ownership guidelines to significantly increase the amount of FIS shares that certain officers must hold. Our stock ownership guidelines are described below.

In 2009, we used our shareholder approved Fidelity National Information Services, Inc. 2008 Omnibus Incentive Plan and the amended and restated Metavante 2007 Equity Incentive Plan, which we assumed in the Metavante merger, for long-term incentive awards. We refer to these plans as our stock plans.

We have historically used stock options and restricted stock as our primary form of equity compensation, although the stock plans are omnibus plans that authorize us to grant other types of awards, including stock appreciation rights and restricted stock units. We believe stock options and other stock awards assist in our goal of creating long-term shareholder value by linking the interests of our named executive officers, who are in positions to directly influence shareholder value, with the interests of our shareholders.

Our general practice is to make awards during the fourth quarter of each year. We also may grant awards in connection with significant in year events or for new hires and promotions.

In November 2009, our compensation committee approved grants of stock options and restricted stock to our named executive officers, other than Messrs. Martire and Hayford, who received equity grants pursuant to their employment agreements in October following the merger. The number of shares of restricted stock and the exercise prices and number of option shares subject to these grants are disclosed in the Grants of Plan-Based Awards table. We imposed three new requirements on the November restricted stock awards. The first was that we tied vesting to a performance-based condition. Since the integration of FIS and Metavante and achievement of merger-related synergy cost savings were critical factors at the time of the grants, we tied the restricted stock vesting to the successful achievement of $280 million of synergy cost savings. The second new requirement was that any dividends on the restricted stock will be subject to the same underlying vesting requirements applicable to the restricted stock that is, no payment of dividends will be made until the restricted stock vests. The third new requirement was that half of the shares of restricted stock that vest must be held for six months.

The factors considered by our compensation committee in determining stock option and restricted stock 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 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.

The stock options were awarded with an exercise price equal to the fair market value of a share on the date of grant, vest proportionately each year over three years based on continued employment with us and have a seven year term. The restricted stock vests based on meeting two conditions: (1) achievement of $280 million in synergy cost savings from the merged companies, and (2) proportionate vesting each year over three years based on continued employment with us. In addition to aligning the executive s interest with the interests of our shareholders, our compensation committee believes the stock option and restricted stock awards aid in retention because the executive must remain with FIS for three years before the awards become fully exercisable and free of restrictions. We also believe that the long-term nature of the awards and the direct relationship between their value and our stock price, when coupled with the new post-vesting retention requirements on the restricted stock awards and our significant ownership guidelines, create a significant incentive that requires our named executive officers to focus on the long-term impact of their decisions, thereby helping to mitigate against unnecessary and excessive risk taking.

One-Time Equity Incentive Award. Mr. Foley s direction and leadership following the merger were critical to the realization of our merger-related synergy objectives and the integration of the management of the two companies. Because of the changes to Mr. Foley s duties and responsibilities following the merger, we were concerned that Mr. Foley might terminate employment for good reason under his employment agreement following the merger. To encourage Mr. Foley to remain employed with us through the critical period following the merger, and to focus his efforts on achievement of our merger-related objectives, as well as obtaining his consent to certain changes to his employment agreement, we provided Mr. Foley certain one-time incentive awards, including a grant of restricted stock units and the synergy cost-savings and retention incentives, which are described below. The restricted stock units were granted in part to compensate Mr. Foley for severance benefit rights he might be giving up under his employment agreement by remaining employed with us and in part as consideration for Mr. Foley s continued employment through the vesting period and his agreement to certain changes to his employment agreement, including removal of his ability to receive severance benefits upon a voluntary termination of employment following a change in control and removal of the tax gross-up provisions in his agreement. The restricted stock unit grant became effective upon closing of the merger on October 1, 2009, and contains a six month vesting period. The restricted stock units had a grant date value of $9,100,000, based on the closing price of a share of our common stock on October 1, 2009. The grant was made in the form of restricted stock units, which was payable in shares of our common stock, so that the value of the award would be directly linked to our stock price, thereby further aligning the Mr. Foley s interests with those of our shareholders.

Messrs. Martire s and Hayford s 2009 equity awards were granted pursuant to their employment agreements in October 2009. As stipulated in their employment agreements, Mr. Martire received a grant of one million stock options and restricted stock with a grant date value of $1 million and Mr. Hayford received a grant of 750,000 stock options. The awards were granted effective as of the first business day following the merger. The stock options have seven year terms. The stock options and restricted stock vest with respect to one third of the award on each of the first three anniversaries of the grant date. The exercise price and other terms of these grants are disclosed in the Grants of Plan-Based Awards table and related footnotes and narrative that follow the table.

Further details concerning the equity-based awards made in 2009 to our named executive officers are provided in the Grants of Plan-Based Awards table and the Outstanding Equity Awards at Year-End table and the related footnotes.

Vesting due to Metavante Merger The Metavante merger constituted a change in control under our Certegy Equity Incentive Plan, which we assumed in connection with our acquisition of Certegy in 2006. All unvested stock options that were granted to our named executive officers before 2008, and all restricted stock awards granted in 2008, which were granted under the Certegy plan, vested as a result of the Metavante merger. Additionally, in partial consideration for the rights they were giving up under their prior agreements, the new employment agreements with Messrs. Foley, Kennedy and Scanlon that were entered into in connection with the Metavante merger also provided for accelerated vesting of their outstanding restricted stock awards.

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One-Time Compensation Elements In Support of the Metavante Merger

Retention Incentives

In September 2009, our compensation committee approved retention awards for Messrs. Foley, Norcross and Sanchez to help ensure that they would remain with and assist us through the critical early stages of the Metavante merger. The retention incentives were contingent upon the named executive officers remaining employed through the payment of the awards, which occurred in the first quarter of 2010. Mr. Foley s retention amount was $1.4 million, Mr. Norcross retention amount was $750,000 and Mr. Sanchez s retention amount was $500,000.

Payments to Messrs. Kennedy and Scanlon

The motivated and focused efforts of Messrs. Kennedy and Scanlon through and during the critical period following the merger were critical to achieving our objectives of properly integrating Metavante into our operations, driving significant synergies after the closing and having a unified post-closing management team consisting of our senior officers and Metavante s senior officers. However, the changes to Messrs. Kennedy s and Scanlon s positions resulting from the Metavante merger would have constituted good reason under their employment agreements, which would have given them the right to terminate employment following the merger and receive severance payments under their employment agreements. Because of concerns that Messrs. Kennedy and Scanlon would exercise these rights by terminating employment, we agreed to pay Mr. Kennedy $10,468,302 and Mr. Scanlon $3,000,000 in cancellation of any rights they may have had upon termination of employment under their agreements and in consideration for their agreement to accept their new positions following the merger and to enter into new employment agreements with us.

Relocation Letter Agreements and Retention Awards

Before the merger was completed, Messrs. Martire and Hayford entered into relocation letter agreements in connection with and contingent upon the completion of the Metavante merger. These agreements provide that Messrs. Martire and Hayford will be entitled to receive relocation benefits in connection with their relocations to Jacksonville, Florida, and will be eligible to receive a retention bonus in the amount of $3.5 million and $3.0 million, respectively. Payment of the retention bonus is contingent on the executive s purchase or lease of a residential property in Jacksonville, Florida and continued employment until the first payroll date following the seven-month anniversary of the completion of the merger. As described in the Potential Payments Upon Termination or Change in Control, the executives would also be entitled to receive these payments upon certain terminations of employment.

Synergy Cost Savings Incentives

In August of 2009, our compensation committee approved a cash incentive program intended to encourage merger synergy cost savings in connection with the Metavante merger. The plan was intended to motivate and reward participants for their efforts toward achieving a targeted goal of $260 million in annualized synergy cost savings relating to the merger. We believe that synergy cost savings are critical to the success of the merger and to meeting shareholders and the investment communities expectations. For purposes of the incentives, synergy cost savings means the annualized expense savings from specific actions taken by management that result in real cost savings relating to the Metavante merger. Examples of cost saving actions include reductions in personnel, reductions in compensation and benefits, avoidance of future costs, elimination of redundant capital expenditures, reductions in marketing and travel costs, the combination of departments or cost centers, the switch to more efficient processes and other cost savings relating to the combination of the two companies. The various cost savings initiatives are recorded in project plans developed by various corporate and operating units, which specify in detail the actions to be taken and the timing of those actions. The company engaged PricewaterhouseCoopers to review the project plans, provide objective evaluation of the projected costs savings to be realized upon execution, and validate the achievement of those actions when taken by examining supporting evidence and calculations.

The synergy cost savings are measured over a multi-year period, beginning July 1, 2009 and ending December 15, 2011. If earned, the incentives are paid after each measurement period. The compensation committee met on December 16, 2009 and determined that the $200 million threshold would be met by December 31, 2009.

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This was subsequently confirmed by PricewaterhouseCoopers. For the initial period, synergy cost savings resulting from merger-related actions taken between January 1 and July 1, 2009 are considered, but they are capped at $80 million. After this initial measurement date, synergy cost savings will be measured on a quarterly basis, on March 30, 2010, June 30, 2010, September 30, 2010, December 15, 2010, March 30, 2011, June 30, 2011, September 30, 2011 and December 15, 2011. The results for the relevant period are annualized and compared to the total cost savings goals to determine the amount earned for the period. The threshold cost savings goal, below which no incentive is earned, is $200 million. The target cost savings goal is $260 million. Between the threshold and target, incentive payments are prorated. If synergy cost savings exceed the $260 million target, 50% of the excess cost savings will be set aside in a pool that will be allocated based on the ratio of the named executive officer s target award to the total of all of the target awards. If the synergy cost savings goals are achieved at the target level, the following synergy cost savings incentives would be earned by the named executive officers: Mr. Foley $7 million; Mr. Martire $2.5 million; Mr. Hayford $1.5 million; Mr. Scanlon $1.2 million; Mr. Norcross $2 million; and Mr. Sanchez $300,000. The target award amounts were selected by our compensation committee based on its judgment as to each of the named executive officer s ability to effect the synergy cost savings. If the synergy cost savings goals are achieved at the threshold level, half of the target amounts would be earned. The amount earned in each of the performance measurement periods is prorated. Mr. Kennedy was not provided a synergy incentive because the compensation arrangements that were provided to him in connection with his change in position, including his new base salary and annual incentive opportunities, were sufficient motivation.

It was determined that synergy cost savings, on an annualized basis, exceeded the threshold goal of $200 million by December 31, 2009. Our compensation committee approved incentives for this period based on the achievement of the threshold goals. This resulted in the following payments to our named executive officers: Mr. Foley $3.5 million; Mr. Martire $1.25 million; Mr. Hayford $750,000; Mr. Scanlon $600,000; Mr. Norcross $1 million; and Mr. Sanchez $150,000. Our compensation committee retained the right to recoup the synergy incentives if it was later determined that we did not actually achieve at least the level of synergy cost savings used to calculate the synergy cost savings incentives.

There is a retention component to the awards, as participants must remain employed through the date of payment to receive a payment. If a change in control occurs, the awards are terminated and synergy cost savings will be calculated through the change in control date and any incentive earned will be paid after review by our compensation committee.

The amount of synergy cost savings achieved during each of the periods will be reviewed and approved by our compensation committee. Our compensation committee may reduce the calculated amount of cost savings if it is determined that the cost savings were not related to the merger.

Additional terms of the synergy incentive plan are described following the Grants of Plan-Based Awards table.

Retirement and Employee Benefit Plans

We provide retirement and other benefits to our U.S. employees under a number of compensation and benefit plans. Our named executive officers generally participate in the same compensation and benefit plans as our other executives and 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. In addition, Mr. Kennedy participates in two additional retirement plans, which are described below.

Executive Life and Supplemental Retirement Benefit Plan and Special Supplemental Executive Retirement Plan

We also maintain an Executive Life and Supplemental Retirement Benefit Plan and a Special Supplemental Executive Retirement Plan. Mr. Kennedy is a participant in these plans. We assumed the plans in connection with our merger with Certegy in 2006. The purpose of the plan was to reward executives for their service to Certegy and to provide an incentive for future service and loyalty. Information regarding Mr. Kennedy s benefits under these plans, as well as material terms of the plans, can be found in the Nonqualified Deferred Compensation table and accompanying narrative.

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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 $16,500 in 2009). 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 also 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, which we amended and restated effective January 1, 2009. Participants may elect to defer up to 75% of their base salary, bonuses and/or commissions on a pre-tax basis. None of the named executive officers elected to defer 2009 compensation into the plan. A description of the plan and information regarding the named executive officers interests under the plan can be found in the Nonqualified Deferred Compensation table and accompanying narrative.

Employee Stock Purchase Plan

We also sponsor an Employee Stock Purchase Plan, or ESPP, which provides a program through which our executives and employees can purchase shares of our common stock 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 1/3 of the amount contributed during the quarter that is one year earlier than the quarter in which the matching contribution is made. For certain 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 1/2 of such amount. 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. The taxable portion of the premiums on this additional life insurance is reflected in the Summary Compensation Table under the column All Other Compensation and the related footnote.

Other Benefits

We provide few special benefits to our named executive officers. In general, the benefits provided are intended to help them be more productive and efficient and to protect us and the executive from certain business risks and potential threats. In 2009, Messrs. Foley, Kennedy and Norcross received club membership fees. Messrs. Foley, Kennedy and Sanchez also received personal use of the corporate airplanes and Mr. Foley received assistance with financial planning. Messrs. Martire and Hayford also received relocation benefits. Our compensation committee regularly reviews the perquisites provided to our named executive officers. Further detail regarding executive perquisites in 2009 can be found in the Summary Compensation Table under the column All Other Compensation and the related footnote.

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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 the event of certain termination events. A description of the material terms 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.

Changes Made to Named Executive Officers Employment Agreements During 2009

As discussed above, because we wanted to help ensure the retention of Messrs. Foley, Kennedy and Scanlon during the critical period following the Metavante merger, we entered into amended and restated employment agreements with them in 2009. Mr. Foley s new agreement eliminated his right to receive severance benefits upon a voluntarily termination of employment for any reason within six months following a change in control. The agreements with Messrs. Kennedy and Scanlon reflected their new post-merger positions. In addition, the severance benefits provided under the new agreements with Messrs. Foley and Kennedy were less than the severance benefits that were provided under their prior agreements.

Messrs. Foley, Kennedy, Martire, Hayford, Scanlon, Sanchez and Norcross also agreed to amend their agreements to eliminate the right to a tax gross-up payment on excess parachute payments. We believe that removal of these gross-up provisions was important because of the potential high cost to us of providing this benefit. The terms of these employment agreements are discussed following the Grants of Plan Based Awards table.

Stock Ownership Guidelines

We established formal stock ownership guidelines on March 14, 2006 for all corporate officers, including the named executive officers, and members of our board, to encourage such individuals to hold a multiple of their base salary (or annual retainer) in our common stock. In 2009, we revised the guidelines to increase the stock ownership requirements from five times base salary to ten times base salary for our Executive Chairman, from five times base salary to seven times base salary for our Chief Executive Officer and President and from two times base salary to five times base salary for our Chief Financial Officer and Chief Operating Officer. The guidelines call for the executive to reach the ownership multiple within five years. Shares of restricted stock and gain on stock options count toward meeting the guidelines. The guidelines, including those applicable to non-employee directors, are as follows:

Position	**Minimum Aggregate Value**
Executive Chairman	10 × base salary
CEO and President	7 × base salary
Executive Vice Chairman; Chief Financial Officer; and Chief Operating Officer	5 × base salary
Other Officers	2 × base salary
Members of the Board	5 × annual retainer

Each of our named executive officers and each of our non-employee directors met the stock ownership guidelines as of December 31, 2009. The compensation committee may consider the guidelines and the executive s satisfaction of such guidelines in determining executive compensation.

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 the omnibus plan.

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Compensation paid under our annual incentive plan and awards granted under the omnibus plan are generally intended to qualify as performance-based compensation. 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 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 this Proxy Statement.

THE COMPENSATION COMMITTEE

Richard N. Massey, Chairman
David K. Hunt
James Neary

Executive Compensation

The following table sets forth information regarding the cash and non-cash compensation earned by and awarded to our named executive officers, including our former President and Chief Executive Officer and our former Chief Financial Officer, each of whom changed positions following the Company s merger with Metavante in October 2009, to become the Executive Vice Chairman and Corporate Executive Vice President, Finance, respectively, of the Company. Messrs. Martire and Hayford, who were formerly executive officers of Metavante, assumed their current positions in October of 2009. In the tables and narratives that follow, we discuss the compensation they received from us in 2009 upon and following commencement of their current positions. Mr. Martire s and Mr. Hayford s 2008 and 2007 compensation is not shown because they were not named executive officers in 2008 and 2007. Mr. Scanlon s, Mr. Norcross s and Mr. Sanchez s 2007 compensation is not shown because they were not named executive officers in 2007. The amounts of compensation shown below do not necessarily reflect the compensation such person will receive in the future, which could be higher or lower.

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Summary Compensation Table

Principal	Fiscal Year	Salary ($)(1)	Bonus ($)(2)	Stock Awards ($)(3)	Option Awards ($)(4)	Non-Equity Incentive Plan Compensation Earnings ($)(5)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(6)	
Foley II	2009	550,000	1,400,000	10,407,895	2.636,250	6,387,600		164,593	2
Chairman	2008	557,500		2,774,153	2,214,875	1,823,663		91,848	
	2007	537,500			7,710,120	913,913		187,253	
artire nd Chief fficer	2009	250,000		1,000,000	7,430,000	2,258,919		27,550	1
nedy*	2009	886,250		356,290	17,575	2,481,500		10,588,535	1
nd Chief	2008	1,027,500		3,821,081	2,879,338	2,286,389		87,165	1
fficer	2007	958,333		300,036	7,710,120	989,176	5,552,158	51,690	1
Hayford xecutive ent and cial	2009	156,250			5,572,500	1,330,750		21,276	
canlon*	2009	487,500		270,600	562,400	1,361,000		3,031,145	
ice nd Chief fficer	2008	374,580	75,000	970,821	1,935,741	467,415		48,126	
rcross	2009	627,500	750,000	1,578,500	3,163,500	2,317,500		76,096	
xecutive ent and ting	2008	602,500	15,000	1,988,362	1,771,900	996,776		159,869	
anchez	2009	615,000	500,000	653,950	1,307,580	1,441,600		20,544	
trategic	2008	602,500		1,145,300	885,950	996,776		7,645	

* Mr. Kennedy and Mr. Scanlon changed positions following the Company s acquisition of Metavante in October 2009, to become the Executive Vice Chairman and Corporate Executive Vice President, Finance, respectively, of the Company.

(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) The amounts shown for Messrs. Foley, Norcross and Sanchez represent the retention incentive that was a result of the Metavante Merger that was paid in the first quarter of 2010.

(3) 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 these amounts are included in Note 17 to the Company s consolidated financial statements for the fiscal year ended December 31, 2009 included in the Company s Annual Report on Form 10-K filed with the SEC on February 26, 2010.

(4) Amounts represent the grant date fair value of any 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 17 to the Company s consolidated financial statements for the fiscal year ended December 31, 2009 included in the Company s Annual Report on Form 10-K filed with the SEC on February 26, 2010.

(5) Represents annual incentives earned during the first nine months of 2009 and paid in the 4th quarter of 2009 and amounts earned during the 4th quarter of 2009 and paid in the 1st quarter of 2010. The amount also includes amounts earned and paid during the 4th quarter of 2009 relating to the synergy cost savings incentive plan.

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(6) Amounts shown for 2009 include matching contributions to our 401(k) plan and our ESPP; dividends paid on restricted stock; life insurance premiums paid by us; dividends from a life insurance arrangement, which are reinvested in the plan; contractual payments; personal use of a company airplane; club membership fees; relocation bonus; and financial planning services as set forth below:

	Foley	Martire	Kennedy	Hayford	Scanlon	Norcross	Sanchez
401(k) Matching Contributions	$	$	$ 7,350	$	$ 7,350	$ 7,350	$ 3,675
ESPP Matching Contributions			25,594		10,375	43,031	
Restricted Stock Dividends	24,347	6,424	32,397	4,413	10,134	22,592	11,821
Life Insurance Premiums	1,143	1,881	387	656	207	90	207
Dividends from Life Insurance Arrangement			52,980				
Contractual Payment			10,468,302		3,000,000		
Personal Airplane Use	91,842	7,595	1,525	6,207	3,079	3,033	4,841
Financial Planning Services	47,261						
Relocation Reimbursement		11,650		10,000			

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The following table sets forth information concerning awards granted to the named executive officers during the fiscal year ended December 31, 2009.

Grants of Plan-Based Awards

Name	Grant Date/Plan	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1) (a) Threshold ($)	(b) Target ($)	(c) Maximum ($)	(d) All Other Stock Awards: Number of Shares of Stock or Units (#)(2)	(e) All Other Option Awards: Number of Securities Underlying Options (#)(3)	(f) Exercise or Base Price of Option Awards ($/sh)	(g) Grant Date Fair Value of Stock and Option Awards ($)
William P. Foley, II	10/1/2009				366,197			9,099,995
	11/5/2009					375,000	22.55	2,636,250
	11/5/2009				58,000			1,307,900
	Annual Incentive	687,500	1,375,000	4,125,000				
	Synergy Plan	3,500,000	7,000,000	No Max				
Lee A. Kennedy	11/5/2009					15,800	22.55	111,074
	11/5/2009				2,500			56,375
	Annual Incentive	886,250	1,772,500	3,545,000				
Frank R. Martire	10/2/2009					1,000,000	23.99	7,430,000
	10/2/2009				41,684			1,000,000
	Annual Incentive	250,000	500,000	1,000,000				
	Synergy Plan	1,250,000	2,500,000	No Max				
Michael D. Hayford	10/2/2009					750,000	23.99	5,572,500
	Annual Incentive	117,188	234,375	468,750				
	Synergy Plan	750,000	1,500,000	No Max				
George P. Scanlon	11/5/2009					80,000	22.55	562,400
	11/5/2009				12,000			270,600
	Annual Incentive	271,875	543,750	1,087,500				
	Synergy Plan	600,000	1,200,000	No Max				
Gary A. Norcross	11/5/2009					450,000	22.55	3,163,500
	11/5/2009				70,000			1,578,500

	Annual Incentive	470,625	941,250	1,882,500				
	Synergy Plan	1,000,000	2,000,000	No Max				
Francis R. Sanchez	11/5/2009					186,000	22.55	1,307,580
	11/5/2009				29,000			653,950
	Annual Incentive	461,250	922,500	1,845,000				
	Synergy Plan	150,000	300,000	No Max				

(1) The amounts shown in column (a) reflect the minimum payment level under our annual and synergy incentive plans for 2009, which is 50% of the target amount shown in column (b). The amounts shown in column (c) represent the maximum payout under our annual incentive plan, which is 200% of the amount in column (b) except for Mr. Foley whose maximum payout was 300% of the amount in column (b). Mr. Martire s and Mr. Hayford s amounts represent only the target for the 4th quarter of 2009 following the merger with Metavante and the consummation of their employment with the Company.

(2) The amounts shown in column (d) reflect the number of shares of our restricted stock and restricted stock units that were granted to each named executive officer under the Omnibus Incentive Plan on October 1, 2009 and on November 5, 2009 (grant date fair value is $24.85 per share of restricted stock units granted and grant date fair value of $22.55 per share of restricted stock, respectively) and under the Metavante Incentive Plan on October 2, 2009 (grant date fair value is $23.99 per share of restricted stock granted).

(3) The amounts shown in column (e) reflect the number of stock options granted to each named executive officer under the Metavante Incentive Plan on October 2, 2009 (grant date fair value per option is $7.43 per option granted), and the Omnibus Incentive Plan on November 5, 2009 (grant date fair value per option is $7.03 per option granted).

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Narrative Discussion for Summary Compensation Table and Grants of Plan-Based Awards Table

Employment Agreements

We have entered into employment agreements with a limited number of our senior executives, including our named executive officers. Additional information regarding post-termination benefits provided under these employment agreements can be found in the Potential Payments Upon Termination or Change in Control section. The following descriptions are based on the terms of the agreements as of December 31, 2009.

William P. Foley, II

We entered into a three-year employment agreement with Mr. Foley, effective July 2, 2008, to serve as our Executive Chairman. Under the terms of that agreement, Mr. Foley s minimum annual base salary was $550,000, with an annual cash bonus target equal to 250% of his annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. On September 30, 2009, we entered into a new employment agreement with Mr. Foley, which became effective upon the completion of the Metavante merger, and amended, restated, and superseded Mr. Foley s prior employment agreement. Pursuant to this new agreement, Mr. Foley is employed in an executive capacity as our Executive Chairman for an initial term of two years from the completion of the Metavante merger, with automatic one year extensions unless either party gives timely notice that the term should not be extended. Mr. Foley receives an annual base salary of $550,000 per year and is eligible for an annual bonus under our annual bonus plan with a target bonus opportunity equal to 250% of Mr. Foley s annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. During the term of his employment, Mr. Foley generally will be entitled to standard employee benefits provided to our other top executives, as well as eligibility to elect and purchase supplemental disability insurance, participation in our equity incentive plans and other benefits and incentive opportunities customarily made available to our other top executives. The agreement provides that Mr. Foley will participate in all FIS-sponsored incentive compensation plans, including the synergy cost savings plan associated with the integration of Metavante pursuant to which he will be eligible to receive a bonus in the amount of $7.0 million. The agreement further provides that Mr. Foley will be granted a retention equity award equal to $9.1 million in restricted stock units on the date of the completion of the Metavante merger that will vest six months following the completion of the merger and a cash retention award of $1.4 million, payable in a single lump sum coincident with our payment under our annual bonus plan no later than March 15, 2010. In addition, the agreement provides that Mr. Foley s restricted shares of FIS common stock granted prior to the completion of the Metavante merger will vest upon the completion of the merger.

Mr. Foley s employment agreement also contains provisions related to the payment of benefits upon certain termination events. The details of these provisions are set forth in the Potential Payments Upon Termination or Change in Control section.

Frank R. Martire

We entered into a three-year employment agreement with Mr. Martire, effective March 31, 2009 and commencing immediately following the Metavante merger, to serve as our President and Chief Executive Officer, with a provision for automatic annual extensions unless either party provides timely notice that the term should not be extended. Under the terms of the agreement, Mr. Martire s minimum annual base salary is $1,000,000, with an annual bonus target equal to 200% of his annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. Mr. Martire is entitled to supplemental disability insurance sufficient to provide at least 2/3 of his pre-disability base salary, and Mr. Martire and his eligible dependents are entitled to medical and other insurance coverage we provide to our other top executives as a group. Mr. Martire is also eligible to receive equity grants under our equity incentive plans, as determined by our compensation committee, and retention/relocation benefits specified in the relocation letter agreement entered into concurrently with the employment agreement (including a potential retention bonus of $3,500,000). Under the agreement, Mr. Martire received a grant of non-qualified stock options to acquire 1,000,000 shares of FIS common stock and an award of $1,000,000 in restricted stock.

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Mr. Martire s employment agreement contains provisions related to the payment of benefits upon certain termination events. The details of these provisions are set forth in the Potential Payments Upon Termination or Change in Control section.

Lee A. Kennedy

We entered into a three-year employment agreement with Mr. Kennedy, effective as of the consummation of the Certegy Merger on February 1, 2006, to serve as our Chief Executive Officer. Under the terms of that agreement, Mr. Kennedy s minimum annual base salary was $1,015,000, with an annual cash bonus target equal to 200% of his annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. On September 30, 2009, we entered into a new employment agreement with Mr. Kennedy which became effective upon completion of the Metavante merger, and amended, restated, and superseded Mr. Kennedy s prior employment agreement. Pursuant to this new agreement, Mr. Kennedy is employed in an executive capacity as our Executive Vice Chairman for an initial term of two years from completion of the Metavante merger, with automatic one year extensions unless either party gives timely notice that the term should not be extended. Mr. Kennedy receives an annual base salary of $500,000 per year and is eligible for an annual bonus under FIS bonus plan with a target bonus opportunity equal to 200% of Mr. Kennedy s annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. Mr. Kennedy is entitled to supplemental disability insurance sufficient to provide at least 2/3 of his pre-disability base salary, and Mr. Kennedy and his eligible dependents are entitled to medical and other insurance coverage we provide to our other top executives as a group. Mr. Kennedy is also entitled to the payment of initiation and membership dues in any social or recreational clubs that we deem appropriate to maintain our business relationships. The agreement further provides that Mr. Kennedy will be granted a cash retention award of $10,468,302, payable as a lump sum on the date of the completion of the Metavante merger. In addition, the agreement provides that Mr. Kennedy s restricted shares of FIS common stock granted prior to the completion of the Metavante merger will vest upon completion of the merger.

Mr. Kennedy s employment agreement contains provisions related to the payment of benefits upon certain termination events. The details of these provisions are set forth in the Potential Payments Upon Termination or Change in Control section.

Michael D. Hayford

We entered into a three-year employment agreement with Mr. Hayford, effective March 31, 2009 and commencing immediately following the Metavante merger, to serve as our Executive Vice President and Chief Financial Officer, with a provision for automatic annual extensions unless either party provides timely notice that the term should not be extended. Under the terms of the agreement, Mr. Hayford s minimum annual base salary is $625,000, with an annual bonus target equal to 150% of his annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. Mr. Hayford is entitled to supplemental disability insurance sufficient to provide at least 2/3 of his pre-disability base salary, and Mr. Hayford and his eligible dependents are entitled to medical and other insurance coverage we provide to our other top executives as a group. Mr. Hayford is also eligible to receive equity grants under our equity incentive plans, as determined by our compensation committee, and retention/relocation benefits specified in the relocation letter agreement entered into concurrently with the employment agreement (including a potential retention bonus of $3,000,000). Under the agreement, Mr. Hayford received a grant of non-qualified stock options to acquire 750,000 shares of FIS common stock.

Mr. Hayford s employment agreement contains provisions related to the payment of benefits upon certain termination events. The details of these provisions are set forth in the Potential Payments Upon Termination or Change in Control section.

George P. Scanlon

We entered into a three-year employment agreement with Mr. Scanlon, effective May 1, 2008, to serve as our Executive Vice President, Finance and Chief Financial Officer. Under the terms of that agreement, Mr. Scanlon s minimum annual base salary was $415,000, with an annual cash bonus target equal to 100% of his annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. On September 30, 2009, we entered into a new employment agreement with Mr. Scanlon that became effective upon the completion of the Metavante merger, and amended, restated and superseded Mr. Scanlon s prior employment agreement. Pursuant to this new agreement, Mr. Scanlon is employed as Corporate Executive Vice President Finance for an initial term of three years from the completion of the Metavante merger, with automatic one year extensions unless either party gives timely notice that the term should not be extended. Mr. Scanlon receives an annual base salary of $450,000 per year and is eligible for an annual bonus under our bonus plan with a target bonus opportunity equal to 150% of Mr. Scanlon s annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. Mr. Scanlon is entitled to supplemental disability insurance sufficient to provide at least 2/3 of his pre-disability base salary, and Mr. Scanlon and his eligible dependents are entitled to medical and other insurance coverage we provide to our other top executives as a group. The agreement further provides that Mr. Scanlon will be granted a cash retention award of $3,000,000, payable as a lump sum on the date of the completion of the Metavante merger. In addition, the agreement provides that Mr. Scanlon s restricted shares of FIS common stock granted prior to the completion of the Metavante merger will vest upon completion of the merger.

Mr. Scanlon s employment agreement contains provisions related to the payment of benefits upon certain termination events. The details of these provisions are set forth in the Potential Payments Upon Termination or Change in Control section.

Gary A. Norcross

We entered into a three-year employment agreement with Mr. Norcross, effective November 16, 2007, to serve as our President and Chief Operating officer of Transaction Processing Services. Under the terms of that agreement, Mr. Norcross s minimum annual base salary was $415,000, with an annual cash bonus target equal to 150% of his annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. We amended and restated, in its entirety, our employment agreement with Mr. Norcross, effective December 29, 2009. Under this new agreement, Mr. Norcross will serve as our Chief Operating Officer for a term of three years with a provision for automatic annual extensions unless either party provides timely notice that the term should not be extended. Under the terms of the agreement, Mr. Norcross s minimum annual base salary is $650,000, with an annual bonus target equal to 150% of his annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. Mr. Norcross is entitled to supplemental disability insurance sufficient to provide at least 2/3 of his pre-disability base salary, and Mr. Norcross and his eligible dependents are entitled to medical and other insurance coverage we provide to our other top executives as a group. Mr. Norcross s agreement further provides that he will not be required to report to any individual other than the chief executive officer who occupies that position on December 29, 2009, and a breach of that provision will be considered a material breach of the agreement. Mr. Norcross is also eligible to receive equity grants under our equity incentive plans, as determined by our compensation committee.

Mr. Norcross s employment agreement contains provisions related to the payment of benefits upon certain termination events. The details of these provisions are set forth in the Potential Payments Upon Termination or Change in Control section.

Francis R. Sanchez

We entered into an employment agreement with Mr. Sanchez, effective May 1, 2008 through April 15, 2011, to serve as our President, Strategic Solutions. Under the terms of that agreement, Mr. Sanchez s minimum annual base salary was $590,000, with an annual cash bonus target equal to 150% of his annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. We entered into a three-year employment agreement with Mr. Sanchez that amended and restated his prior agreement, effective October 1, 2009, to serve as our

Corporate Executive Vice President, Strategic Solutions, with a provision for automatic annual extensions unless either party provides timely notice that the term should not be extended. Under the terms of this new agreement, Mr. Sanchez s minimum annual base salary is $615,000, with an annual bonus target equal to 150% of his annual base salary, with higher or lower amounts payable depending on performance relative to targeted results. Mr. Sanchez is entitled to supplemental disability insurance sufficient to provide at least 2/3 of his pre-disability base salary, and Mr. Sanchez and his eligible dependents are entitled to medical and other insurance coverage we provide to our other top executives as a group. Mr. Sanchez is also eligible to receive equity grants under our equity incentive plans, as determined by our compensation committee.

Mr. Sanchez s employment agreement contains provisions related to the payment of benefits upon certain termination events. The details of these provisions are set forth in the Potential Payments Upon Termination or Change in Control section.

Annual Incentive Awards

In 2009, our compensation committee approved performance-based cash incentive award opportunities for our named executive officers. The performance-based cash incentive award opportunities are calculated by multiplying base salary by the product of the approved incentive percentage and the qualifying multiplier for each goal. Due to the merger with Metavante, we bifurcated our original performance-based cash incentive plan between the first three quarters of 2009, ending September 30, 2009, and the final quarter of 2009. We prorated the pre-established goals for the first three quarters and established new goals for the final quarter. More information about the annual incentive awards, including the targets and criteria for determining the amounts payable to our named executive officers, can be found in the Compensation Discussion and Analysis section.

Synergy Cost Savings Incentive Awards

In 2009, our compensation committee approved a cash incentive program intended to encourage synergy cost savings in connection with the Metavante merger. If synergy cost savings exceed an established target, 50% of the excess cost savings will be set aside in a pool that will be allocated based on the ratio of the named executive officer s target award to the total of all of the target awards. More information about the synergy cost savings incentive awards, including the targets and criteria for determining the amounts payable to our named executive officers, can be found in the Compensation Discussion and Analysis section.

Long-Term Equity Incentive Awards

In November 2009, our compensation committee approved grants of stock options and restricted stock to our named executive officers, other than Messrs. Martire and Hayford, who received equity grants pursuant to their employment agreements in October following the merger. Stock options were awarded with an exercise price equal to fair market value of a share on the date of grant, vest proportionately each year over three years based on continued employment with us and have a seven year term. The restricted stock vests based on meeting two conditions: (1) achievement of $280 million in synergy cost savings from the merged companies, and (2) proportionate vesting each year over three years based on continued employment with us. Any dividends on the restricted stock will be subject to the same underlying vesting requirements applicable to the restricted stock. Half of the shares of restricted stock that vest must be held by the executive for six months.

Following the merger, Mr. Martire received a grant of stock options and restricted stock and Mr. Hayford received a grant of stock options, in each case, vesting with respect to one third of the award on each of the first anniversaries of the grant date. As a one-time equity incentive award, Mr. Foley was granted restricted stock units in 2009 with a six-month vesting period. More information about the long term equity incentive awards can be found in the Compensation Discussion and Analysis section.

Salary and Bonus in Proportion to Total Compensation

The Compensation Discussion and Analysis section contains a table showing the proportion of our named executive officers salary to total compensation for 2009.

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The following table sets forth information concerning unexercised stock options, stock that has not vested and equity incentive plan awards for each named executive officer outstanding as of December 31, 2009:

Outstanding Equity Awards at Fiscal Year-End

	Option Awards		Stock Awards	
	Number of Securities	Number of Securities	Number of Shares or	Market Value of Shares or