

Fidelity National Information Services, Inc.
Form SC 13G/A
February 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Fidelity National Information Services, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

31620M106

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 31620M106 **13G Page 2 of 12**

NAME OF REPORTING
PERSON

1

TPG Group Holdings
(SBS) Advisors, Inc.
CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (a) o

(b) o

3 SEC USE ONLY
CITIZENSHIP OR PLACE
OF ORGANIZATION

4

Delaware

SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES⁶ SHARED VOTING
POWER

BENEFICIALLY⁷ -

SOLE

OWNED
BY⁷ DISPOSITIVE
POWER

EACH - 0 -

REPORTING SHARED
DISPOSITIVE

PERSON⁸ POWER

WITH: - 0 -

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING

PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES ☐
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

0%
12 TYPE OF REPORTING
PERSON

CO

CUSIP No. 31620M106 **13G Page 3 of 12**

NAME OF REPORTING
PERSON

1

TPG Advisors IV, Inc.
CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (a) o

(b) o

3 SEC USE ONLY
CITIZENSHIP OR PLACE
OF ORGANIZATION

4

Delaware

SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES⁶

SHARED VOTING
POWER

BENEFICIALLY⁷ -

SOLE

OWNED⁷
BY

DISPOSITIVE
POWER

- 0 -

EACH

SHARED

REPORTING⁸
PERSON

DISPOSITIVE
POWER

- 0 -

WITH:

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED

BY EACH REPORTING
PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES ☐
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

0%
12 TYPE OF REPORTING
PERSON

CO

CUSIP No. 31620M106 **13G Page 4 of 12**

NAME OF REPORTING
PERSON

1

TPG Advisors III, Inc.
CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (a) o

(b) o

3 SEC USE ONLY
CITIZENSHIP OR PLACE
OF ORGANIZATION

4

Delaware

SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES⁶

SHARED VOTING
POWER

BENEFICIALLY⁷ -

SOLE

OWNED
BY

DISPOSITIVE
POWER

7

EACH

- 0 -

REPORTING
PERSON⁸

SHARED
DISPOSITIVE
POWER

8

WITH:

- 0 -

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED

BY EACH REPORTING
PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES ☐
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

0%
12 TYPE OF REPORTING
PERSON

CO

CUSIP No. 31620M106 **13G Page 5 of 12**

NAME OF REPORTING
PERSON

1

T3 Advisors II, Inc.
CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (a) o

(b) o

3 SEC USE ONLY
CITIZENSHIP OR PLACE
OF ORGANIZATION

4

Delaware

SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES⁶

SHARED VOTING
POWER

BENEFICIALLY⁷ -

SOLE

OWNED

DISPOSITIVE

BY⁷

POWER

EACH

- 0 -

REPORTING

SHARED
DISPOSITIVE

PERSON⁸

POWER

WITH:

- 0 -

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED

BY EACH REPORTING
PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES ☐
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

0%
12 TYPE OF REPORTING
PERSON

CO

CUSIP No. **13G Page 6 of 12**
31620M106

NAME OF REPORTING
PERSON

1

David Bonderman

CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (a) o

(b) o

3 SEC USE ONLY
CITIZENSHIP OR PLACE
OF ORGANIZATION

4

United States

SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES⁶

SHARED VOTING
POWER

BENEFICIALLY⁷ -

SOLE

OWNED
BY

DISPOSITIVE
POWER

EACH

- 0 -

8

REPORTING
PERSON

SHARED
DISPOSITIVE
POWER

- 0 -

WITH:

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

- 0 -

10

CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES ☐
PERCENT OF CLASS
REPRESENTED BY
11 AMOUNT IN ROW 9

11

0%
TYPE OF REPORTING
PERSON

12

IN

CUSIP No. 31620M106 **13G Page 7 of 12**

NAME OF REPORTING
PERSON

1

James G. Coulter
CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

2 (a) o

(b) o

3 SEC USE ONLY
CITIZENSHIP OR PLACE
OF ORGANIZATION

4

United States
SOLE VOTING
POWER

NUMBER⁵
OF

- 0 -

SHARES

6

SHARED VOTING
POWER

BENEFICIALLY⁷ -

OWNED
BY 7 SOLE
DISPOSITIVE
POWER

EACH - 0 -

REPORTING SHARED
DISPOSITIVE
PERSON 8 POWER

WITH: - 0 -

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED

BY EACH REPORTING
PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES ☐
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

0%
12 TYPE OF REPORTING
PERSON

IN

Item 1(a). Name of Issuer:

Fidelity National Information Services, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

601 Riverside Avenue

Jacksonville, Florida 32204

Item 2

(a). Name of
Person
Filing:

This
Schedule
13G is being
filed jointly
by TPG
Group
Holdings
(SBS)
Advisors,
Inc., a
Delaware
corporation
("Group
Advisors"),
TPG
Advisors IV,
Inc., a
Delaware
corporation
("Advisors
IV"), TPG
Advisors III,
Inc., a
Delaware
corporation
("Advisors
III"), T3
Advisors II,
Inc., a
Delaware

corporation
(“T3 Advisors
II”), David
Bonderman
and James G.
Coulter
(each, a
“Reporting
Person” and,
together, the
“Reporting
Persons”),
pursuant to
an
Agreement
of Joint
Filing, a
copy of
which is
filed with
this Schedule
13G as
Exhibit 1, in
accordance
with Rule
13d-1(k)(1)
under the
Act.

Group
Advisors is
the sole
member of
TPG Group
Holdings
(SBS)
Advisors,
LLC, a
Delaware
limited
liability
company,
which is the
general
partner of
TPG Group
Holdings
(SBS), L.P.,
a Delaware

limited
partnership,
which is the
sole member
of TPG
Holdings
I-A, LLC, a
Delaware
limited
liability
company,
which is the
general
partner of
TPG
Holdings I,
L.P., a
Delaware
limited
partnership,
which is the
sole member
of TPG
GenPar IV
Advisors,
LLC, a
Delaware
limited
liability
company,
which is the
general
partner of
TPG GenPar
IV, L.P., a
Delaware
limited
partnership,
which is the
general
partner of
TPG
Partners IV,
L.P., a
Delaware
limited
partnership
(“TPG
Partners IV”),
which
directly held

shares of
Common
Stock. TPG
Advisors IV
is the
managing
member of
TPG Solar
Co-Invest,
LLC, a
Delaware
limited
liability
company
(“Solar
Co-Invest”),
which
directly held
shares of
Common
Stock.
Advisors III
is the general
partner of
TPG GenPar
III, L.P., a
Delaware
limited
partnership,
which is the
general
partner of
TPG
Partners III,
L.P., a
Delaware
limited
partnership,
which is the
managing
member of
TPG Solar
III, LLC, a
Delaware
limited
liability
company
(“Solar III”),
which
directly held
shares of

Common
Stock. T3
Advisors II
is the general
partner of T3
GenPar II,
L.P., a
Delaware
limited
partnership,
which is the
general
partner of
each of
(i) T3
Partners II,
L.P., a
Delaware
limited
partnership
(“T3 Partners
II”), which
directly held
shares of
Common
Stock, and
(ii) T3
Parallel II,
L.P., a
Delaware
limited
partnership
(“T3 Parallel
II” and,
together with
TPG
Partners IV,
Solar
Co-Invest,
Solar III and
T3 Partners
II, the “TPG
Funds”),
which
directly held
shares of
Common
Stock.

David
Bonderman
and James G.
Coulter are
sole
shareholders
of each of
Group
Advisors,
Advisors IV,
Advisors III
and T3
Advisors II
and may
therefore be
deemed to be
the
beneficial
owners of
the shares of
Common
Stock held
by the TPG
Funds.
Messrs.
Bonderman
and Coulter
disclaim
beneficial
ownership of
such shares
of Common
Stock except
to the extent
of their
pecuniary
interest
therein.

Item 2

**(b). Address of
Principal
Business
Office or, if
none,
Residence:**

The principal
business

address of
each of the
Reporting
Persons is as
follows:

c/o TPG
Global, LLC

301
Commerce
Street, Suite
3300

Fort Worth,
Texas 76102

Citizenship:

See

Item 2

(c). responses to
Item 4 on
each cover
page.

Title of Class of Securities:

Item 2 (d).

Common Stock, par value \$0.01 per share ("Common Stock")

Item 2 CUSIP Number:

(e)
31620M106

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ~~Bro~~roker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ~~B~~ank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ~~I~~nsurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ~~I~~vestment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ~~A~~n investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) ~~A~~n employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) ~~A~~ parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) ~~A~~ savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ~~A~~ church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ~~A~~ non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

(k)

If filing as a non-U.S. institution in accordance with

§ 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

(a) AMOUNT BENEFICIALLY OWNED:

See responses to Item 9 on each cover page.

(b) PERCENT OF CLASS:

See responses to Item 11 on each cover page.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 5 on each cover page.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 6 on each cover page.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 7 on each cover page.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 8 on each cover page.

**Item 5.
Ownership of
Five Percent
or Less of a
Class**

If this
statement is
being filed to
report the fact
that as of the
date hereof the
reporting
person has
ceased to be
the beneficial
owner of more
than five
percent of the
class of
securities,
check the
following x

**Item 6.
Ownership of
More than
Five Percent
on Behalf of
Another
Person**

Not
Applicable.

**Item 7.
Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security
Being
Reported on
By the Parent
Holding
Company or
Control
Person**

See responses
to Item 2(a)
above.

**Item 8.
Identification
and
Classification
of Members
of the Group**
Not
Applicable.

**Item 9. Notice
of Dissolution
of Group**
Not
Applicable.

Item 10. Certifications
By signing below each
of the undersigned
certifies that, to the best
of its or his knowledge
and belief, the securities
referred to above were
not acquired and are not
held for the purpose of
or with the effect of
changing or influencing
the control of the issuer
of the securities and
were not acquired and
are not held in
connection with or as a
participant in any
transaction having that
purpose or effect, other
than activities solely in
connection with a
nomination under §
240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2017

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

TPG Advisors IV, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

TPG Advisors III, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

T3 Advisors II, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

David Bonderman

By: /s/ Clive Bode

Name: Clive Bode, on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Clive Bode

Name: Clive Bode, on behalf of James G. Coulter (2)

(1) Clive Bode is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Bonderman on June 22, 2015 (SEC File No. 005-87680).

(2) Clive Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Coulter on June 22, 2015 (SEC File No. 005-87680).

Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.*

* Incorporated herein by reference to the Agreement of Joint Filing by TPG Group Holdings (SBS) Advisors, Inc., TPG Advisors IV, Inc., TPG Advisors III, Inc., T3 Advisors II, Inc., David Bonderman and James G. Coulter, dated as of December 10, 2015, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., TPG Advisors IV, Inc., TPG Advisors III, Inc., T3 Advisors II, Inc., David Bonderman and James G. Coulter on December 10, 2015.

