BRISTOL MYERS SQUIBB CO
Form PRE 14A
March 26, 2003

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant /X/

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

Bristol-Myers Squibb Company

(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):
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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

April 4, 2003

NOTICE OF
2003 ANNUAL
MEETING AND
PROXY STATEMENT

TUESDAY, MAY 6, 2003
AT 9:45 A.M.
HOTEL DU PONT
11TH AND MARKET
STREETS
WILMINGTON
DELAWARE

DEAR FELLOW STOCKHOLDER:

You are cordially invited to attend the Annual Meeting of Stockholders of Bristol-Myers Squibb Company at the Hotel duPont, 11th and Market Streets, Wilmington, Delaware, on Tuesday, May 6, 2003, at 9:45 a.m.

This booklet includes the Notice of Annual Meeting and the Proxy Statement. The Proxy Statement describes the business to be transacted at the meeting and provides other information about the company that you should know when you vote your shares.

The principal business of the Annual Meeting will be the election of directors, ratification of the election of independent auditors, approval of the Executive Performance Incentive Plan, consideration of a management proposal to amend the company's Certificate of Incorporation, and the consideration of four stockholder proposals. We will also review the status of the company's business at the meeting.

Last year, over 85% of the outstanding shares were represented at the Annual Meeting. It is important that your shares be represented whether or not you attend the meeting. Registered stockholders can vote their shares via the Internet or by using a toll-free telephone number. Instructions for using these convenient services appear on the proxy card. You can also vote your shares by marking your votes on the proxy card, signing and dating it and mailing it promptly using the envelope provided. Proxy votes are tabulated by an independent agent and reported at the Annual Meeting. The tabulating agent maintains the confidentiality of the proxies throughout the voting process.

Admission to the Annual Meeting will be by ticket only. **Please bring photo identification.** If you are a registered stockholder planning to attend the meeting, please check the appropriate box on the proxy card and retain the bottom portion of the card as your admission ticket. If your shares are held through an intermediary such as a bank or broker, follow the instructions in the Proxy Statement to obtain a ticket.

We have provided space on the proxy card for comments from our registered stockholders. We urge you to use it to let us know your feelings about the company or to bring a particular matter to our attention. If you hold your shares through an intermediary, please feel free to write directly to us.

PETER R. DOLAN
Chairman and Chief Executive Officer

345 Park Avenue
New York, New York 10154-0037

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given that the Annual Meeting of Stockholders will be held at the Hotel duPont, 11th and Market Streets, Wilmington, Delaware, on Tuesday, May 6, 2003 at 9:45 a.m. for the following purposes as set forth in the accompanying Proxy Statement:

to elect four directors;

to ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for 2003;

to approve the company's Executive Performance Incentive Plan;

to approve the proposed amendment to the company's Certificate of Incorporation;

to consider and vote upon four stockholder proposals; and

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

Holders of record of the company's Common and Preferred Stock at the close of business on March 10, 2003, will be entitled to vote at the meeting.

By Order of the Board of Directors

SANDRA LEUNG
Secretary

Dated: April 4, 2003

YOUR VOTE IS IMPORTANT

Regardless of the number of shares you own, your vote is important.

If you do not attend the Annual Meeting to vote in person, your vote will not be counted unless a proxy representing your shares is presented at the meeting.

To ensure that your shares will be voted at the meeting, please vote in one of these ways:

(1) **GO TO THE WEB SITE shown on your proxy card and vote via the Internet;**

OR

(2) **USE THE TOLL-FREE TELEPHONE NUMBER shown on your proxy card (this call is toll-free in the United States);**

OR

(3) **MARK, SIGN, DATE AND PROMPTLY RETURN the enclosed proxy card in the postage-paid envelope.**

If you do attend the Annual Meeting, you may revoke your proxy and vote by ballot.

ELECTRONIC DELIVERY OF PROXY STATEMENT AND ANNUAL REPORT

This proxy statement and the 2002 annual report are available on Bristol-Myers Squibb's Internet site at www.bms.com. Most stockholders can elect to view future proxy statements and annual reports over the Internet instead of receiving paper copies in the mail.

If you are a stockholder of record, you can choose this option and save Bristol-Myers Squibb the cost of production and mailing these documents by following the instructions provided when you vote over the Internet. If you hold your Bristol-Myers Squibb stock through a bank, broker or other holder of record, please refer to the information provided by that entity for instructions on how to elect to view future proxy statements and annual reports over the Internet.

If you choose to view future proxy statements and annual reports over the Internet, you will receive an e-mail message next year containing the Internet address to access Bristol-Myers Squibb's proxy statement and annual report. Your choice will remain in effect until you tell us otherwise. You do not have to elect Internet access each year. To view, cancel or change your enrollment profile, please go to www.InvestorDelivery.com.

PROXY STATEMENT

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GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Why am I receiving these materials?

This Proxy Statement is being sent to all stockholders of record as of the close of business on March 10, 2003 for delivery beginning April 4, 2003 in connection with the solicitation of proxies on behalf of the Board of Directors for use at the Annual Meeting of Stockholders on May 6, 2003. Although the Annual Report and Proxy Statement are being mailed together, the Annual Report should not be deemed to be part of the Proxy Statement.

Who can attend the Annual Meeting?

Only stockholders of the company as of the record date, March 10, 2003, their authorized representatives and guests of the company will be able to attend the Annual Meeting. Admission will be by ticket only. In addition, please be sure to bring photo identification. The Hotel duPont is accessible to disabled persons and, upon request, wireless headsets for hearing amplification will be provided.

How do I receive an admission ticket?

If you are a registered stockholder (your shares are held in your name) and plan to attend the meeting, your Annual Meeting admission ticket can be detached from the bottom portion of the proxy card.

If you are a beneficial owner (your shares are held in the name of a bank, broker or other holder of record) and plan to attend the meeting, you can obtain an admission ticket in advance by writing to Stockholder Services, Bristol-Myers Squibb Company, 345 Park Avenue, New York, New York 10154. Please be sure to enclose proof of ownership, such as a bank or brokerage account statement. Stockholders who do not obtain tickets in advance may obtain them upon verification of ownership at the Registration Desk on the day of the Annual Meeting.

Tickets may be issued to others at the discretion of the company.

Who is entitled to vote?

All holders of record of the company's $0.10 par value Common Stock and $2.00 Convertible Preferred Stock at the close of business on March 10, 2003 will be entitled to vote at the 2003 Annual Meeting. Each share is entitled to one vote on each matter properly brought before the meeting.

How do I vote if I am a registered stockholder?

Proxies are solicited to give all stockholders who are entitled to vote on the matters that come before the meeting the opportunity to do so whether or not they attend the meeting in person. If you are a registered holder, you can vote your proxy in one of the following manners:

(i) Via Internet

(ii) By Telephone

(iii) By Mail or

(iv) In Person at the Annual Meeting

Choosing to vote via the Internet or calling the toll-free number listed on the proxy card will save the company expense. Internet and telephone voting information is provided on the proxy card. A control number, located on the lower right of the proxy card, is designated to verify a stockholder's identity and allow the stockholder to vote the shares and confirm that the voting instructions have been recorded properly. If you vote via the Internet or by telephone, please do not return a signed proxy card.

If you choose to vote by mail, mark your proxy card enclosed with the Proxy Statement, date and sign it, and mail it in the postage-paid envelope.

If you wish to vote in person, you can vote the proxy in person at the Annual Meeting.

How do I specify how I want my shares voted?

If you are a registered stockholder, you can specify how you want your shares voted on each proposal by marking the appropriate boxes on the proxy card. Please review the voting instructions on the proxy card and read the entire text of the proposals and the positions of the Board of Directors in the Proxy Statement prior to marking your vote.

If your proxy card is signed and returned without specifying a vote or an abstention on a proposal, it will be voted according to the recommendation of the Board of Directors on that proposal. That recommendation is shown for each proposal on the proxy card.

How do I vote if I am a beneficial stockholder?

If you are a beneficial stockholder, you have the right to direct your broker or nominee on how to vote the shares. You should complete a voting instruction card which your broker or nominee is obligated to provide you. If you wish to vote in person at the meeting, you must first obtain from the record holder a proxy issued in your name.

What items will be voted upon at the Annual Meeting?

At the Annual Meeting, the following items will be voted upon:

(i) the election of four directors;

(ii) ratification of appointment of the company's independent auditors;

(iii) approval of the company's Executive Performance Incentive Plan;

(iv) approval to amend the company's Certificate of Incorporation to declassify the Board of Directors; and

(v) the four stockholder proposals.

The Board of Directors of Bristol-Myers Squibb knows of no other matters that may be brought before the meeting. However, if any other matters are properly presented for action, it is the intention of the named proxies to vote on them according to their best judgment.

What are the Board of Directors' voting recommendations?

For the reasons set forth in more detail later in the Proxy Statement, the Board of Directors recommends a vote FOR the election of directors, FOR the ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors for 2003, FOR the approval of the company's Executive Performance Incentive Plan, FOR the approval of the proposal to amend the company's Certificate of Incorporation and AGAINST each of the four stockholder proposals.

How many votes are needed to have the proposals pass?

A plurality of the votes cast at the meeting is required to elect directors. The affirmative vote of a majority of the shares present in person or by proxy is required for the adoption of the management proposal and for the adoption of each of the four stockholder proposals. The affirmative vote of at least 75% of the outstanding common stock of the company is required to approve the proposal to amend the Certificate of Incorporation to declassify the Board.

How are the votes counted?

In accordance with the laws of the State of Delaware and the company's Restated Certificate of Incorporation and Bylaws,

(i) for the election of directors, which requires a plurality of the votes cast in person or by proxy, only proxies and ballots indicating votes "FOR all nominees," "WITHHELD for all nominees" or specifying that votes be withheld for one or more designated nominees are counted to determine the total number of votes cast; abstentions and broker non-votes are not counted, and

(ii) for the adoption of all management proposals and all stockholder proposals, which require the majority of the votes cast in person or by proxy, only proxies and ballots indicating votes "FOR," "AGAINST" or "ABSTAIN" on the proposals or providing the designated proxies with the right to vote in their judgment and discretion on the proposals are counted to determine the number of shares present and entitled to vote; broker non-votes are not counted.

How can I revoke my Proxy?

You may revoke your proxy at any time before it is voted at the meeting by taking one of the following three actions: (i) by giving timely written notice of the revocation to the Secretary of the company; (ii) by executing and delivering a proxy with a later date; or (iii) by voting in person at the meeting.

How do I designate my proxy?

If you wish to give your proxy to someone other than the Directors' Proxy Committee, you may do so by crossing out the names of all three Proxy Committee members appearing on the proxy card and inserting the name of another person. The signed card must be presented at the meeting by the person you have designated on the proxy card.

Who counts the votes?

Tabulation of proxies and the votes cast at the meeting is conducted by an independent agent and certified to by independent inspectors of election.

Is my vote confidential?

Yes, any information that identifies a stockholder or the particular vote of a stockholder is kept confidential.

Who will pay for the costs involved in the solicitation of proxies?

The company will pay all costs of preparing, assembling, printing and distributing the proxy materials. Management has retained Georgeson Shareholder Communications Inc. to assist in soliciting proxies for a fee of $25,000, plus reasonable out-of-pocket expenses. Employees of the company may solicit proxies on behalf of the Board of Directors through the mail, in person, and by telecommunications. The company will, upon request, reimburse brokerage firms and others for their reasonable expenses incurred for forwarding solicitation material to beneficial owners of stock.

How do I contact a non-employee director?

Any stockholder wishing to contact a non-employee director may do so by writing to [Name of Director], c/o Secretary, Bristol-Myers Squibb Company, 345 Park Avenue, New York, New York 10154.

VOTING SECURITIES AND PRINCIPAL HOLDERS

At the close of business on March 10, 2003, there were 1,937,666,868 shares of $0.10 par value Common Stock and 8,231 shares of $2.00 Convertible Preferred Stock outstanding and entitled to vote.

Common Stock Ownership by Directors and Executive Officers

The following table sets forth, as of February 1, 2003, beneficial ownership of shares of Common Stock of the company by each director, each of the named executive officers and all directors and officers as a group. None of the directors and executive officers, individually or as a group, beneficially owns greater than 1% of the outstanding shares of common stock.

Unless otherwise noted, such shares are owned directly or indirectly with sole voting and investment power.

Name	Total Shares Owned(a)	Common Shares Underlying Options(b)	Deferred Common Share Units(c)
R. E. Allen	112,022	25,240	68,500

Name	Total Shares Owned(a)	Common Shares Underlying Options(b)	Deferred Common Share Units(c)
A. R. J. Bonfield	107,748	0	7,748
L. B. Campbell	14,066	4,205	7,751
V. D. Coffman	23,600(d)	8,412	15,116
P. R. Dolan	829,180(e)	603,980	0
E. V. Futter	43,002	29,447	9,249
L. V. Gerstner, Jr.	70,523	26,291	22,625(f)
L. H. Glimcher, M.D.	16,687	8,412	8,275
D. J. Hayden, Jr.	604,019	467,288	0
L. Johansson	11,676	4,205	5,471
J. L. McGoldrick	1,042,134	927,112	0
P. S. Ringrose, Ph.D.	667,845	511,383	0
J. D. Robinson III	65,623	29,447	11,769
L. W. Sullivan, M.D.	41,619(h)	29,447	11,688
All Directors and Executive Officers as a Group	3,649,744	2,674,869	168,192

(a) Consists of direct and indirect ownership of shares, including restricted stock grants, shares credited to the accounts of the executive officers under the Bristol-Myers Squibb Company Savings and Investment Program, stock options that are currently exercisable or exercisable within 60 days and deferred common share units.

(b) Consists of stock options that are currently exercisable and stock options that will be exercisable within 60 days.

(c) For non-employee directors, represents amounts credited to their accounts under the 1987 Deferred Compensation Plan for Non-Employee Directors as deferred common share units which are valued according to the market value and stockholder return on equivalent shares of Common Stock. For named executive officers, represents amounts credited to their accounts under the Executive Performance Incentive Plan as deferred common share units which are valued according to the market value and stockholder return on equivalent shares of Common Stock.

(d) Includes 72 shares held by a family living trust over which neither Dr. Coffman nor his wife exercise voting nor investment power.

(e) Includes 10,713 shares owned by a family charitable foundation over which Mr. Dolan and his wife exercise shared voting and investment power. Mr. Dolan disclaims beneficial ownership of the shares owned by the family charitable foundation.

(f) Includes 6,477 deferred common share units credited to Mr. Gerstner's account in the Squibb Corporation Deferred Plan for Fees of Outside Directors which are valued according to the market value and stockholder return on equivalent shares of Common Stock.

(h) Includes 484 shares owned jointly by Dr. Sullivan and his wife over which he exercises shared voting and investment power.

Principal Holders of Common Stock

To the best knowledge of the company, there are no beneficial owners of more than 5 percent of the outstanding shares of the company's Common Stock.

Section 16(a) Beneficial Ownership Reporting Compliance

Under Section 16(a) of the Securities Exchange Act of 1934, the company's directors, executive officers and the beneficial holders of more than 10% of the company's Common Stock are required to file reports of ownership and changes in ownership with the Securities and Exchanges Commission. To the company's best knowledge, during 2002 all applicable Section 16(a) filings requirements were met except that, due to an administrative error, a late Form 4 was filed for Elliott Sigal, an executive officer of the company, disclosing that on November 1, 2002, he (i) received a restricted stock grant and (ii) disposed of shares of Common Stock to pay for taxes upon the vesting of restricted stock.

BOARD OF DIRECTORS

The business of the company is managed under the direction of the Board of Directors. It has responsibility for establishing broad corporate policies and for the overall performance of the company. It is not, however, involved in operating details on a day-to-day basis. The Board is kept advised of the company's business through regular written reports and analyses and discussions with the Chief Executive Officer and other officers of the company.

Meetings of the Board

The Board meets on a regularly scheduled basis during the year to review significant developments affecting the company and to act on matters requiring Board approval. It also holds special meetings when an important matter requires Board action between scheduled meetings. Members of senior management regularly attend Board meetings to report on and discuss their areas of responsibility. In 2002, there were eight regular meetings and four special meetings of the Board. The average aggregate attendance of Directors at Board and Committee meetings was over 96%. No director attended fewer than 87% of the aggregate number of Board and Committee meetings during the periods he or she served.

Committees of the Board

The company's Bylaws specifically provide for an Audit Committee and an Executive Committee. The company's Bylaws also authorize the establishment of additional committees of the Board and, under this authorization, the Board of Directors has established the Committee on Directors and Corporate Governance and the Compensation and Management Development Committee. The Board has appointed individuals from among its members to serve on these four committees. The membership of these four committees, with the exception of the Executive Committee, is composed entirely of non-employee directors.

The committees of the Board held a total of 14 meetings: the Audit Committee met six times, the Compensation and Management Development Committee met six times and the Committee on Directors and Corporate Governance met twice. There were no meetings of the Executive Committee in 2002. The non-employee directors of the company meet in executive session on at least a quarterly basis. These sessions are led by the chair of the Committee on Directors and Corporate Governance.

The table below provides membership information for each Board committee.

Name	Audit	Directors and Corporate Governance	Compensation & Management Development	Executive
R.E. Allen	X	X*		X
L.B. Campbell	X	X	X	
V.D. Coffman	X*		X	
P.R. Dolan				X
E.V. Futter		X		
L.V. Gerstner, Jr.		X		X
L.H. Glimcher, M.D.	X	X		
L. Johansson	X	X		
J.D. Robinson III		X	X*	X
L.W. Sullivan, M.D.	X		X	

* Chair

Audit Committee

The Audit Committee ("Committee") is appointed by and generally acts on behalf of the Board of Directors. The Committee is responsible primarily for overseeing and monitoring the quality of the company's accounting and auditing practices and is directly responsible for the appointment, compensation and oversight of the company's independent auditors for the purpose of preparing or issuing audit reports and related work regarding the company's financial statements. The Committee operates pursuant to a charter adopted by the Board of Directors as amended from time to time. The amended charter adopted on March , 2003, appears on the company's web site at www.bms.com.

Audit Committee Report

Management has primary responsibility for the company's financial reporting process, principles and internal controls as well as preparation of its consolidated financial statements. The company's independent auditors are responsible for performing an audit of the company's financial statements and expressing an opinion as to the conformity of such financial statements with accounting principles generally accepted in the United States. The Committee is responsible for overseeing and monitoring the company's accounting and auditing process on behalf of the Board of Directors.

The Committee has worked actively with management and the independent auditors to oversee the company's restatement of sales and earnings relating to the buildup of wholesaler inventories in the company's U.S. pharmaceuticals unit primarily in 2000 and 2001 and other restatement adjustments identified as a result of a comprehensive review of accounting practices and principles. In connection with the restatement and review, the Committee met with management and the independent auditors on a regular basis to receive and assess reports on the restatement and the review. The Committee continues to work with management, the independent auditors and outside advisors to review and oversee the steps taken in the last year to strengthen control processes and procedures, to identify and rectify past accounting errors and to prevent a recurrence of the circumstances that resulted in the need to restate prior period financial statements.

Management has represented to the Committee that the company's audited consolidated financial statements for the year ended December 31, 2002 were prepared in accordance with accounting principles generally accepted in the United States, and the Committee has reviewed and discussed the audited consolidated financial statements for the year ended December 31, 2002 and the restated financial statements for the three years ended December 31, 2001 with management and the independent auditors. In addition, the Committee has discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as currently in effect.

The Committee has received written disclosures and a letter from the independent auditors required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), as currently in effect, and has discussed with the independent auditors their independence. The Committee has also determined that the independent auditors' provision of non-audit services in 2002 is compatible with and did not impair the auditors' independence.

Based on the review and discussion described above, the Committee recommended to the Board of Directors, and the Board has approved that, the audited consolidated financial statements for the year ended December 31, 2002 be included in the company's Annual Report on Form 10-K for the year ended December 31, 2002 and that the restated financial statements for the three years ended December 31, 2001 be included in Amendment No. 1 to the company's Annual Report on Form 10-K/A for the year ended December 31, 2001 in each case for filing with the Securities and Exchange Commission. The Committee and the Board also have recommended, subject to stockholder ratification, the selection of the company's independent auditors.

The members of the Committee have also confirmed there have been no new circumstances or developments since their respective appointments to the Committee that would impair any member's ability to act independently.

The Audit Committee

Vance D. Coffman, Chair
Robert E. Allen
Lewis B. Campbell

Laurie H. Glimcher, M.D.
Leif Johansson
Louis W. Sullivan, M.D.

Committee on Directors and Corporate Governance

The Committee on Directors and Corporate Governance ("Committee") is responsible primarily for a) identifying individuals qualified to become Board members, b) recommending the Board select the director nominees for the next annual meeting of stockholders, and c) overseeing the Board's annual evaluation of its performance. The Committee operates pursuant to a charter adopted by the Board of Directors. The charter appears on the company's web site at www.bms.com.

The Committee on Directors and Corporate Governance considers stockholder recommendations of nominees for election to the Board of Directors if they are accompanied by a comprehensive written resume of the recommended nominee's business experience and background and a consent in writing signed by the recommended nominee that he or she is willing to be considered as a nominee and, if nominated and elected, he or she will serve as a director. Stockholders should send their written recommendations of nominees accompanied by the aforesaid documents to the principal executive offices of the company addressed to Bristol-Myers Squibb Company, 345 Park Avenue, New York, New York 10154, attention: Secretary.

Compensation and Management Development Committee

The Compensation and Management Development Committee ("Committee") is responsible primarily for a) reviewing, approving and reporting to the Board on major compensation plans, policies and programs of the company, b) reviewing and approving the compensation of executive officers and certain senior management, and c)overseeing the company's management development programs, performance assessment of senior executives and succession planning. The Committee operates pursuant to a charter adopted by the Board of Directors. The charter appears on the company's web site at www.bms.com.

Compensation of Directors

In 2002, the non-employee directors of the company received an annual retainer of $45,000. The company requires that 25% of the retainer be deferred and credited to a deferred compensation account, the value of which is determined by the value of Bristol-Myers Squibb Company Common Stock, until certain ownership guidelines are attained. Non-employee directors received an additional fee of $2,000 for attending each Board meeting, Board Committee meeting, and the Annual Meeting of Stockholders. In addition, the Chairs of the Audit Committee, the Compensation and Management Development Committee and the Committee on Directors and Corporate Governance received an annual fee of $10,000.

A non-employee director may elect to defer payment of all or part of the compensation received as a director under the company's Deferred Compensation Plan for Non-Employee Directors. Deferred funds may be credited to a 6-month United States Treasury bill equivalent fund, a fund based on the return on

the company's invested cash or a fund based on the return on Bristol-Myers Squibb Company Common Stock or to two or three of the funds. Deferred portions are payable in a lump sum or in a maximum of ten annual installments. Payments under the Plan begin when a participant ceases to be a director or at a future date previously specified by the director.

All non-employee directors received an annual award of 1,000 deferred common share units, the value of which is determined by the value of Bristol-Myers Squibb Company Common Stock. The company's Retirement Plan for Non-Employee Directors was terminated in 1996. Benefits existing under the Plan were vested as of that time for all directors who had served on the Board as of that date. Under the company's 2000 Non-Employee Directors' Stock Option Plan, each non-employee director received on the date of the 2002 Annual Meeting, an option to purchase 3,500 shares of the company's Common Stock, provided the director was elected to the Board of Directors on the date of the Annual Meeting or had previously been elected to the Board of Directors for a term extending beyond such Annual Meeting. The price of the option was the fair market price of the company's Common Stock on the date the option was granted. Each option becomes exercisable in four equal installments commencing on the earlier of the first anniversary of the date of the grant or the date of the next Annual Meeting and continuing similarly for the three years thereafter. The options also become fully exercisable upon retirement from the Board after one year of service following the grant date. In 2002, options for a total of 31,500 shares were granted under the plan, consisting of options for 3,500 shares granted to each of nine non-employee directors.

The Directors' Charitable Contribution Program is part of the company's overall program of charitable contributions in which all current directors participate. The Program is partially funded by life insurance policies purchased by the company on individual members and retired members of the Board of Directors. In 2001, the company paid a total of $61,454 in premiums on policies covering five current directors and certain retired directors. The policies provide for a $1 million death benefit for each director covered. Upon the death of a director, the company donates one-half of the $1 million benefit to one or more qualifying charitable organizations designated by the director. The remaining one-half of the benefit is contributed to the Bristol-Myers Squibb Foundation, Inc. for distribution according to the Foundation's program for charitable contributions to medical research, health-related and community service organizations, educational institutions and education-related programs and cultural and civic activities. Individual directors derive no financial benefit from this program since all charitable deductions relating to the contributions accrue solely to the company.

Each year the Committee on Directors and Corporate Governance of the Board reviews the company's directors' compensation practices and compares them against the practices of our peer group companies and the largest U.S. companies in market capitalization. The committee believes the company's total director compensation package continues to be competitive with the compensation offered by other companies and appropriately aligns the interests of directors to stockholders by ensuring directors have a proprietary stake in the company.

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PROPOSAL 1 ELECTION OF DIRECTORS

The Board of Directors is divided into three classes. The Board of Directors has also nominated four current directors, Robert E. Allen, Lewis B. Campbell, Laurie H. Glimcher, M.D. and James D. Robinson III to serve as directors of the company for three-year terms expiring at the 2006 Annual Meeting. After the election of four directors at the Annual Meeting, the Board of Directors will be composed of ten directors, including six continuing directors whose terms extend beyond the Annual Meeting. If any nominee is unable to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for substitute nominees, unless the Board of Directors provides for a lesser number of directors.

Listed below is certain biographical information of each of the nominees for election followed by information for directors whose terms extend beyond this Annual Meeting, including his or her principal occupation and other business affiliations.

Nominees for Directors for a Term Expiring in 2006

ROBERT E. ALLEN

Chairman and Chief Executive Officer from 1988 to 1997 of AT&T Corp., a communications and information services company. His present term expires this Annual Meeting. Mr. Allen is a director of Pepsico, Inc. He is a board member of Whisperwire, Inc., a member of The Business Council and a trustee of The Mayo Foundation and Wabash College. Board Committees: Audit Committee, Committee on Directors and Corporate Governance (Chair) and Executive Committee. Age 68.

Director since 1986

LEWIS B. CAMPBELL

Chairman, President and Chief Executive Officer since February 1999 of Textron Inc., a multi-industry company serving the aircraft, fastening systems, industrial products and components and financial industries. His present term expires at this Annual Meeting. Mr. Campbell is a director of Allegheny Energy, Inc. Board Committees: Audit Committee, Committee on Directors and Corporate Governance and Compensation and Management Development Committee. Age 56.

Director since 1998

LAURIE H. GLIMCHER, M.D.

Irene Heinz Given Professor of Immunology at the Harvard School of Public Health and Professor of Medicine at the Harvard Medical School since 1991. Her present term expires at this Annual Meeting. Dr. Glimcher is a director of Waters Corporation. She is a Fellow of the American Academy of Arts and Sciences and a Member of the National Academy of Sciences. Board Committees: Audit Committee and Committee on Directors and Corporate Governance. Age 51.

Director since 1997

JAMES D. ROBINSON III

Chairman and Chief Executive Officer since 1994 of RRE Investors and General Partner of RRE Ventures GP II, LLC, private information technology venture investment firms. His present term expires at this Annual Meeting. He served as Chairman and Chief Executive Officer of American Express Company from 1977 to 1993. Mr. Robinson is a director of the Coca-Cola Company, Novell, Inc., First Data Corporation, and Pinnacor Inc. He is a member of The Business Council and the Council on Foreign Relations as well as honorary co-chairman of Memorial Sloan-Kettering Cancer Center and an Honorary Trustee of The Brookings Institution. Board Committees: Committee on Directors and Corporate Governance, Compensation and Management Development Committee (Chair) and Executive Committee. Age 67.

Director since 1976

Directors whose terms expire in 2005

VANCE D. COFFMAN

Chairman and Chief Executive Officer since 1998 of Lockheed Martin Corporation, a high technology aerospace and defense company. He is a director of the 3M Company. Board Committees: Audit Committee (Chair) and Compensation and Management Development Committee. Age 58.

Director since 1998

ELLEN V. FUTTER

President of the American Museum of Natural History since 1993. President of Barnard College from 1981 to 1993. Ms. Futter is a director of J.P. Morgan Chase & Co., American International Group, Inc., and Consolidated Edison, Inc., as well as a trustee of Consolidated Edison Company of New York, Inc., the American Museum of Natural History and an overseer at Memorial Sloan-Kettering Cancer Center. She is a member of the Council on Foreign Relations, a fellow of the American Academy of Arts and Sciences and a Director of NYC & Co. Ms. Futter is also a member of the Advisory Board of Yale School of Management. Board Committee: Committee on Directors and Corporate Governance. Age 53.

Director since 1990

LOUIS W. SULLIVAN, M.D.

President of the Morehouse School of Medicine from 1981 to 1989 and from 1993 to 2002. From 1989 to 1993, Dr. Sullivan was Secretary of the United States Department of Health and Human Services. Dr. Sullivan is a director of 3-M Corporation, Georgia-Pacific Corporation, CIGNA Corporation, United Therapeutics, Corporation, Equifax Inc. and H.A. Schein Co. He is a founder and Chairman of Medical Education for South African Blacks, Inc., a member of the National Executive Council of the Boy Scouts of America and Africare. Board Committees: Audit Committee and Compensation and Management Development Committee. Age 69.

Director since 1993

Directors whose terms expire in 2004

PETER R. DOLAN

Chairman of the Board and Chief Executive Officer of the company. Mr. Dolan was elected Chairman of the Board in September 2001. Mr. Dolan was elected President of the company in 2000 and Chief Executive Officer in May 2001. He was Senior Vice President for Strategy and Organizational Effectiveness from 1998 to his election as President. He is a director of the American Express Company, a member of the Business Council and the Board of Trustees of Tufts University and a Steering Committee member of the National Dialogue on Cancer. Age 47.

Director since 2000

LOUIS V. GERSTNER, JR.

Chairman of the Board of IBM Corporation from 1993 to 2002. He served as Chief Executive Officer of IBM from 1993 until March 2002. Mr. Gerstner has been Chairman of the Carlyle Group since January 2003. Chairman and Chief Executive Officer of RJR Nabisco Holdings Corporation from 1989 to 1993. He is Vice Chairman of the Board of Memorial Sloan-Kettering Cancer Center, a director of the Council on Foreign Relations and a member of the National Academy of Engineering. He is a member of the Advisory Board of Daimler-Chrysler and a member of the Advisory Board of Sony Corporation. Board Committees: Committee on Directors and Corporate Governance and Executive Committee. Age 61.

Director since 1989
Director of Squibb Corporation from 1986 to 1989

LEIF JOHANSSON

President of AB Volvo, an automotive company and Chief Executive Officer of The Volvo Group since 1997. He is also a member of The Confederation of Swedish Enterprise and The Royal Swedish Academy of Engineering Sciences. Board Committees: Audit Committee and Committee on Directors and Corporate Governance. Age 51.

Director since 1998

COMPENSATION AND BENEFITS

The company's compensation and benefits programs are designed to enable the company to attract, retain and motivate the best possible employees to operate and manage the company at all levels.

In general, all U.S.-based employees, except employees covered by certain collective bargaining agreements, receive a base salary, participate in an annual incentive plan, a company-supported savings plan and a company-funded pension plan and are provided with medical and other welfare benefits coverage. Employees outside of the United States are similarly covered by comprehensive compensation and benefits programs.

In 1995, the company implemented a global stock option grant known as the TeamShare Stock Option Plan. Under this Plan, employees who met certain service requirements and were not key executives were eligible for a stock option award giving them each the opportunity to purchase 200 shares of the company's Common Stock. This Plan does not permit the grant of stock awards. All TeamShare recipients possess a stronger link with company stockholders as they benefit from the stock price appreciation resulting from their efforts to grow and strengthen the business. In 1998, the initial awards granted under this Plan became vested and many employees exercised their awards. These employees realized gains related to these option awards and expanded their direct ownership of company stock. Additional grants of options for 200 shares were again provided to all eligible employees in 1998 and in 2002. These awards are known as the TeamShare II Stock Option Awards and the TeamShare III Stock Option Awards, respectively. These awards further enhanced the linkage between employees and stockholders.

In addition, the company maintains specific executive compensation programs designed to provide incentives to reward and retain outstanding executives who bear the responsibility for achieving the demanding business objectives necessary to assure the company's growth position in the highly complex and competitive pharmaceutical and healthcare industries in which it operates. The executive compensation programs are based upon a pay-for-performance philosophy to provide incentives to achieve both short-term and long-term objectives and to reward exceptional performance, gains in productivity and contributions to the company's growth and success.

In addition to performance against financial objectives and total stockholder return, which are the determinants of formula-based incentive payments under the company's executive compensation program, the successful Bristol-Myers Squibb executive must also perform effectively in many areas that are not measured specifically by financial results. Performance is also assessed against standards of business conduct and ethics reflecting social values, environmental stewardship and the expectations of the company's key constituencies, including its employees and stockholders, the consumers of its products, suppliers and customers, the communities in which it operates and the countries where it does business. The Bristol-Myers Squibb Company Pledge clearly defines the values and behaviors that are expected of every employee in the company, and the performance of the company's executives is appraised in this regard.

Executive Officer Compensation

The following tables and notes present the compensation provided by the company to Mr. Peter R. Dolan, Chairman and Chief Executive Officer, as well as the company's four other most highly compensated executive officers, for services rendered to the company in 2000, 2001 and 2002.

Summary Compensation Table

				Long Term Compensation			
	Annual Compensation			Awards		Payouts	
Name/Title Year	**Salary(1) $**	**Bonus $**	**Other Annual Compen-sation(2) $**	**Restricted Stock Awards (3) $**	**Securities Underlying Options/SARs(4) #**	**Long Term Incentive Payouts $**	**All Other Compen-sation(5) $**
P.R. Dolan (6) Chairman and CEO							
2002	$ 1,100,000	$ 0		$ 0	500,000	$ 0(10)	$ 49,500
2001	$ 1,033,333	$ 1,314,922		$ 1,550,000	446,951(9)	$ 226,750(11)	$ 46,220
2000	$ 736,431	$ 609,948(8)		$ 5,165,625	191,400(9)	$ 200,000(12)	$ 33,139
J.L. McGoldrick EVP and General Counsel							
2002	$ 712,000	$ 0		$ 0	90,000	$ 0(10)	$ 32,040
2001	$ 712,000	$ 521,626		$ 2,145,000	105,165(9)	$ 226,750(11)	$ 32,016
2000	$ 677,996	$ 288,020(8)		$ 0	127,250(9)	$ 200,000(12)	$ 30,510
A.R.J. Bonfield SVP and Chief Financial Officer							
2002	$ 181,250	$ 507,500		$ 2,445,000	200,000	$ 0	$ 0
P.S. Ringrose, Ph.D.(7) President, Pharmaceutical Research Institute and CSO							
2002	$ 670,000	$ 0		$ 0	80,000	$ 0(10)	$ 30,150
2001	$ 670,000	$ 452,749		$ 0	105,165(9)	$ 226,750(11)	$ 30,127
2000	$ 642,246	$ 246,205(8)		$ 3,212,500	127,250(9)	$ 200,000(12)	$ 28,901
D.J. Hayden, Jr. EVP and President, Americas							
2002	$ 653,535	$ 0		$ 0	125,000	$ 0(10)	$ 29,409
2001	$ 653,535	$ 622,414		$ 0	105,165(9)	$ 294,775(11)	$ 29,387
2000	$ 628,019	$ 310,896(8)		$ 0	159,851(9)	$ 124,000(12)	$ 28,261

(1)

None of the named executive officers received a merit increase in 2002. The last merit increase for these executives was effective December 31, 2000.

(2) Other Annual Compensation for each of the named officers was in the form of perquisites and was less than the level required for reporting.

(3) Regular cash dividends are paid to executives on these shares. On October 1, 2002, Mr. Bonfield received a grant of 100,000 shares with a closing value on the date of grant of $24.45. The number and market value of shares of restricted stock held by each of these executives as of December 31, 2002 (based upon the closing market value stock price of $23.15) were: Mr. Dolan 105,165 and $2,434,570; Mr. McGoldrick 30,000 and $694,500; Mr. Bonfield 100,000 and $2,315,000; Dr. Ringrose 52,582 and $1,217,273; Mr. Hayden 52,582 and $1,217,273. The number of shares has been adjusted, where appropriate, to reflect the spin-off of Zimmer Holdings.

(4) The number of securities underlying options/SARs has been adjusted, when appropriate, to reflect the adjustment due to the spin-off of Zimmer Holdings.

(5) Consists of matching contributions to the Savings and Investment Program (SIP) and the Benefits Equalization Plan for the SIP as follows: Mr. Dolan ($8,780 and $40,720); Mr. McGoldrick ($8,780 and $23,260); Dr. Ringrose ($8,780 and $21,369); Mr. Hayden ($8,780 and $20,629). Mr. Bonfield was not eligible for these plans in 2002.

(6) Mr. Dolan was President until May 1, 2001, at which time he was promoted to CEO. He was promoted to Chairman on September 12, 2001. As reported in last year's proxy, Mr. Dolan received a promotional increase from $900,000 to his current salary of $1,100,000 on May 1, 2001 when he was promoted to the position of CEO. Thus, Mr. Dolan's base salary as reported here is slightly higher in 2002 than 2001 due to the fact he did not receive his current salary of $1,100,000 for all of 2001.

(7) Effective December 1, 2002 Dr. Ringrose resigned his position as President, Pharmaceutical Research Institute and Chief Scientific Officer and assumed a new role as Scientific Advisor to the company. Effective January 2, 2003, Dr. Ringrose is no longer an executive officer of the company.

(8) For 2000 annual incentive awards, bonus amount excludes 50% of the target award amount which was paid in the form of stock options with an exercise price of $61.09 and is included in the option awards column for 2000.

(9) Performance-based exercise price thresholds must be attained for portions of the 2001 and 2000 awards to become exercisable.

(10) In 2000, stock option awards with an exercise price of $61.09 were granted in lieu of Long-Term Performance Awards and therefore, executives were not eligible to receive a Long-Term Performance Award payout for the 2000-2002 performance period.

(11) Long-Term Performance award granted in 1999 and earned over the three-year performance period from 1999 through 2001. The payout was based on earnings per share growth and total stockholder return ranking versus peer companies. This award was paid at 90.7% of target.

(12) Long-Term Performance award granted in 1998 and earned over the three-year performance period from 1998 through 2000. The payout was based on total stockholder return ranking versus peer companies. This award was paid at 80% of target.

Option/SAR Grants in the Last Fiscal Year

Individual Grants

Name	Number of Securities Underlying Options/SARs Granted(1) #	% of Total Options/SARs Granted to Employees In Fiscal Year	Exercise Or Base Price(2) ($/Sh)	Expiration Date	Grant Date Present Value(3) $
P.R. Dolan	500,000	1.2%	$ 48.0750	March 5, 2012	$ 7,696,808
J.L. McGoldrick	90,000	0.2%	$ 48.0750	March 5, 2012	$ 1,385,425
A.R.J. Bonfield	200,000	0.5%	$ 24.1850	October 1, 2012	$ 1,548,807
P.S. Ringrose, Ph.D.	80,000	0.2%	$ 48.0750	March 5, 2012	$ 1,231,489
D.J. Hayden, Jr.	125,000	0.3%	$ 48.0750	March 5, 2012	$ 1,924,202
All Optionees(4)	40,112,732		$ 37.5501	Various Datest:2px;padding-top:2px;padding-bottom:2px;padding-right:2px;">	214

Earnings from continuing operations, net of tax	123	247	182		3
Earnings (loss) from discontinued operations, net of tax	1	(2)	1		(
Net earnings	124	245	183		3
Net earnings attributable to noncontrolling interest	(3)	(5)	(7)		(
Net earnings attributable to FIS common stockholders	$121	$ 240	$ 176		$
Net earnings per share — basic from continuing operations attributable to FIS common stockholders	$0.37	$ 0.86	$ 0.54		$
Net earnings (loss) per share — basic from discontinued operations attributable to FIS common stockholders	—	(0.01)	—		(
Net earnings per share — basic attributable to FIS common stockholders	$0.37	$ 0.85	$ 0.54		$
Weighted average shares outstanding — basic	325	281	325		2

	Individual Grants			
Net earnings per share — diluted from continuing operations attributable to FIS common stockholders	$0.36	$ 0.85	$ 0.53	$
Net earnings (loss) per share — diluted from discontinued operations attributable to FIS common stockholders	—	(0.01)	—	(
Net earnings per share — diluted attributable to FIS common stockholders	$0.37	$ 0.84	$ 0.54	$
Weighted average shares outstanding — diluted	329	284	328	2
Cash dividends paid per share	$0.26	$ 0.26	$ 0.52	$
Amounts attributable to FIS common stockholders:				
Earnings from continuing operations, net of tax	$120	$ 242	$ 175	$
Earnings (loss) from discontinued operations, net of tax	1	(2)	1	(
Net earnings attributable to FIS common stockholders	$121	$ 240	$ 176	$

Amounts in table may not sum due to rounding.
See accompanying notes to unaudited condensed consolidated financial statements.

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FIDELITY NATIONAL INFORMATION SERVICES, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Earnings
(In millions)
(Unaudited)

	Three months ended June 30,				Six months ended June 30,			
	2016		2015		2016		2015	
Net earnings		$124		$245		$183		$360
Other comprehensive earnings, before tax:								
Unrealized gain (loss) on investments and derivatives	$(3)		$—		$(9)		$(2)	
Reclassification adjustment for (gains) losses included in net earnings	2		1		4		2	
Unrealized gain (loss) on investments and derivatives, net	(1)		1		(5)		—	
Foreign currency translation adjustments	(3)		35		51		(104)	
Other comprehensive earnings (loss), before tax:	(4)		36		46		(104)	
Provision for income tax expense (benefit) related to items of other comprehensive earnings	(2)		3		(6)		2	
Other comprehensive earnings (loss), net of tax	$(2)	(2)	$33	33	$52	52	(106)	(106)
Comprehensive (loss) earnings:		122		278		235		254
Net (earnings) loss attributable to noncontrolling interest		(3)		(5)		(7)		(9)
Other comprehensive (earnings) losses attributable to noncontrolling interest		(12)		(3)		(19)		15
Comprehensive earnings (loss) attributable to FIS common stockholders		$107		$270		$209		$260

See accompanying notes to unaudited condensed consolidated financial statements.

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FIDELITY NATIONAL INFORMATION SERVICES, INC.
AND SUBSIDIARIES
Condensed Consolidated Statement of Equity
Six months ended June 30, 2016
(In millions, except per share amounts)
(Unaudited)

	Number of shares		Amount FIS Stockholders						
	Common shares	Treasury shares	Common stock	Additional paid in capital	Retained earnings	Accumulated other comprehensive earnings	Treasury stock	Noncontrolling interest	Total equity
Balances, December 31, 2015	430	(106)	$4	$10,210	$3,073	$ (279)	$(3,687)	$ 86	$9,407
Issuance of restricted stock	1	—	—	—	—	—	—	—	—
Exercise of stock options	—	2	—	9	—	—	58	—	67
Treasury shares held for taxes due upon exercise of stock options	—	—	—	(20)	—	—	(6)	—	(26)
Excess income tax benefit from exercise of stock options	—	—	—	19	—	—	—	—	19
Stock-based compensation	—	—	—	68	—	—	—	—	68
Cash dividends paid ($0.26 per share per quarter) and other distributions	—	—	—	—	(171)	—	—	(2)	(173)
Net earnings	—	—	—	—	176	—	—	7	183
Other comprehensive loss, net of tax	—	—	—	—	—	33	—	19	52
Other	—	—	—	5	—	—	5	—	10
Balances, June 30, 2016	431	(104)	$4	$10,291	$3,078	$ (246)	$(3,630)	$ 110	$9,607

See accompanying notes to unaudited condensed consolidated financial statements.

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FIDELITY NATIONAL INFORMATION SERVICES, INC.
AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(In millions)
(Unaudited)

	Six months ended June 30,	
	2016	2015
Cash flows from operating activities:		
Net earnings	$183	$360
Adjustment to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	584	308
Amortization of debt issue costs	9	4
Gain on Sale of Assets	—	(150)
Stock-based compensation	68	36
Deferred income taxes	(82)	(38)
Excess income tax benefit from exercise of stock options	(19)	(12)
Other operating activities	(2)	2
Net changes in assets and liabilities, net of effects from acquisitions and foreign currency:		
Trade receivables	118	(26)
Settlement activity	2	(30)
Prepaid expenses and other assets	(54)	(34)
Deferred contract costs	(61)	(55)
Deferred revenue	132	40
Accounts payable, accrued liabilities, and other liabilities	(58)	38
Net cash provided by operating activities	820	443
Cash flows from investing activities:		
Additions to property and equipment	(70)	(81)
Additions to computer software	(223)	(138)
Proceeds from sale of assets	—	241
Other investing activities, net	(3)	1
Net cash (used in) provided by investing activities	(296)	23
Cash flows from financing activities:		
Borrowings	2,727	3,493
Repayment of borrowings	(3,060)	(3,520)
Excess income tax benefit from exercise of stock options	19	12
Proceeds from exercise of stock options	68	27
Treasury stock activity	(26)	(307)
Dividends paid	(171)	(147)
Distribution to Brazilian Venture partner	—	(24)
Other financing activities, net	(18)	(19)
Net cash used in financing activities	(461)	(485)
Effect of foreign currency exchange rate changes on cash	20	(28)
Net increase (decrease) in cash and cash equivalents	83	(47)
Cash and cash equivalents, beginning of period	682	493
Cash and cash equivalents, end of period	$765	$446

Supplemental cash flow information:		
Cash paid for interest	$183	$50
Cash paid for income taxes	$141	$161

See accompanying notes to unaudited condensed consolidated financial statements.

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FIDELITY NATIONAL INFORMATION SERVICES, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Unless stated otherwise or the context otherwise requires, all references to “FIS,” “we,” the “Company” or the “registrant” are to Fidelity National Information Services, Inc., a Georgia corporation, and its subsidiaries.

(1) Basis of Presentation

The unaudited financial information included in this report includes the accounts of FIS and its subsidiaries prepared in accordance with U.S. generally accepted accounting principles and the instructions to Form 10-Q and Article 10 of Regulation S-X. All adjustments considered necessary for a fair presentation have been included. This report should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2015, as updated by the Current Report on Form 8-K dated June 2, 2016 for changes in our reporting segments. The preparation of these Condensed Consolidated Financial Statements (Unaudited) in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the Condensed Consolidated Financial Statements (Unaudited) and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates. Certain reclassifications have been made in the 2015 Condensed Consolidated Financial Statements (Unaudited) to conform to the classifications used in 2016.

On August 12, 2015, FIS and certain of its wholly owned subsidiaries entered into an Agreement and Plan of Merger with SunGard and SunGard Capital Corp. II (collectively “SunGard”) pursuant to which, through a series of mergers, FIS acquired SunGard (collectively the "SunGard acquisition" or the "Acquisition"). FIS completed the SunGard acquisition on November 30, 2015 (Note 4) and SunGard's results of operations and financial position are included in the consolidated financial statements from and after the date of acquisition.

We report the results of our operations in three reporting segments: Integrated Financial Solutions (“IFS”), Global Financial Solutions (“GFS”) and Corporate and Other (Note 9).

(2) Related Party Transactions

Brazilian Venture

The Company operates a joint venture ("Brazilian Venture") with Banco Bradesco S.A. ("Banco Bradesco"), in which we own a 51% controlling interest, to provide comprehensive, fully-outsourced transaction processing, call center, cardholder support and collection services to multiple card issuing clients in Brazil, including Banco Bradesco. The original accounting for this transaction resulted in the establishment of a contract intangible asset and a liability for amounts payable to the original partner banks upon final migration of their respective card portfolios and achieving targeted volumes (the “Brazilian Venture Notes”). The unamortized contract intangible asset balance as of June 30, 2016 was $97 million. The value of the noncontrolling interest as of June 30, 2016 was $105 million.

The Company recorded Brazilian Venture revenues of $57 million and $61 million during the three months and $108 million and $125 million during the six months ended June 30, 2016 and 2015, respectively, from Banco Bradesco relating to these services. Brazilian Venture revenues included $8 million and $27 million of unfavorable currency impact during the three and six months ended June 30, 2016, respectively, resulting from a stronger U.S. Dollar in 2016 as compared to 2015.

A summary of the Company’s related party receivables and payables is as follows (in millions):

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FIDELITY NATIONAL INFORMATION SERVICES, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Related Party	Balance sheet location	June 30, 2016	December 31, 2015
Banco Bradesco	Trade receivables	$ 42	$ 31
Banco Bradesco	Accounts payable and accrued liabilities	10	9
Banco Bradesco	Other long-term liabilities	20	24

(3) Net Earnings per Share

The basic weighted average shares and common stock equivalents for the three and six months ended June 30, 2016 and 2015 are computed using the treasury stock method.

The following table summarizes the earnings per share attributable to FIS common stockholders for the three and six months ended June 30, 2016 and 2015 (in millions, except per share amounts):

	Three months ended June 30, 2016	Three months ended June 30, 2015	Six months ended June 30, 2016	Six months ended June 30, 2015
Earnings from continuing operations attributable to FIS common stockholders, net of tax	$ 120	$ 242	$ 175	$ 356
Earnings (loss) from discontinued operations attributable to FIS common stockholders, net of tax	1	(2)	1	(5)
Net earnings attributable to FIS common stockholders	$ 121	$ 240	$ 176	$ 351
Weighted average shares outstanding — basic	325	281	325	282
Plus: Common stock equivalent shares	4	3	3	4
Weighted average shares outstanding — diluted	329	284	328	286
Net earnings per share — basic from continuing operations attributable to FIS common stockholders	$ 0.37	$ 0.86	$ 0.54	$ 1.26
Net earnings (loss) per share — basic from discontinued operations attributable to FIS common stockholders	—	(0.01)	—	(0.02)
Net earnings per share — basic attributable to FIS common stockholders	$ 0.37	$ 0.85	$ 0.54	$ 1.25
Net earnings per share — diluted from continuing operations attributable to FIS common stockholders	$ 0.36	$ 0.85	$ 0.53	$ 1.25
Net earnings (loss) per share — diluted from discontinued operations attributable to FIS common stockholders	—	(0.01)	—	(0.02)
Net earnings per share — diluted attributable to FIS common stockholders	$ 0.37	$ 0.84	$ 0.54	$ 1.23

Amounts in table may not sum due to rounding.
Options to purchase approximately 7 million and 5 million shares of our common stock for the three months and 7 million and 5 million for the six months ended June 30, 2016 and 2015, respectively, were not included in the computation of diluted earnings per share because they were anti-dilutive.

(4) Acquisitions

SunGard

FIS completed the SunGard acquisition on November 30, 2015, and SunGard's results of operations and financial position are included in the consolidated financial statements from and after the date of acquisition. The SunGard acquisition increased our existing portfolio of solutions to automate a wide range of complex business processes for financial services institutions and

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corporate and government treasury departments, adding trading, securities operations, administering investment portfolios, accounting for investment assets, and managing risk and compliance requirements.

Through a series of mergers, FIS acquired 100 percent of the equity of SunGard, for a total purchase price as follows (in millions):

Cash consideration, including SunGard transaction fees paid at closing	$2,335
Value of stock and vested equity awards exchanged for FIS shares	2,697
Value of vested portion of SunGard stock awards exchanged for FIS awards	47
	$5,079

We recorded a preliminary allocation of the purchase price to SunGard tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values as of November 30, 2015. The provisional amounts for intangible assets were based on independent third-party valuations performed. Land and building valuations were based on appraisals performed by certified property appraisers. Goodwill was recorded as the residual amount by which the purchase price exceeded the provisional fair value of the net assets acquired. Our evaluations of the facts and circumstances available as of November 30, 2015 to assign fair values to other assets acquired and liabilities assumed are ongoing, as are our assessments of the economic characteristics of the acquired software and other intangibles. These evaluations may result in changes to the provisional amounts recorded. In accordance with ASU 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments, the financial statements will not be retrospectively adjusted for any measurement-period adjustments that occur in subsequent periods. Rather, we will recognize any adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment is determined. During the six months ended June 30, 2016, adjustments were recorded to increase the fair values assigned to intangible assets, deferred taxes, other liabilities and property and equipment and to reduce the value assigned to goodwill. We are also required to record, in the same period's financial statements in which adjustments are recorded, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of any change to the provisional amounts, calculated as if the accounting adjustment had been completed at the acquisition date. Additional depreciation and amortization of $6 million that would have been recognized in 2015 was recorded in the six months ended June 30, 2016 related to the changes in provisional values of intangible assets.

The preliminary purchase price allocation, as adjusted for measurement period adjustments recorded through June 30, 2016, is as follows (in millions):

Cash	$	631	
Trade and other receivables	574		
Property and equipment	145		
Computer software	674		
Intangible assets	4,550		
Other assets	68		
Goodwill	5,806		
Liabilities assumed and noncontrolling interest	(7,369		)
	$	5,079	

The following table summarizes the liabilities assumed in the SunGard acquisition (in millions):

Long-term debt (subsequently retired)	$4,738
Deferred income taxes	1,757
Deferred revenue	278
Other liabilities and noncontrolling interest	596
	$7,369

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The gross contractual amount of trade and other receivables acquired was approximately $583 million. The difference between that total and the provisional amount reflected above represents our best estimate at the acquisition date of the contractual cash flows not expected to be collected. This difference was derived using SunGard's historical bad debts, sales allowances and collection trends.

(5) Discontinued Operations and Other Dispositions

During the second quarter of 2015, we sold certain assets associated with our gaming industry check warranty business, resulting in a pre-tax gain of $140 million, which is included in Other income (expense), net. The sale did not meet the standard necessary to be reported as discontinued operations; therefore, the gain and related prior period earnings remain reported within earnings from continuing operations.

Certain other operations are reported as discontinued in the Condensed Consolidated Statements of Earnings (Unaudited) as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

(6) Condensed Consolidated Financial Statement Details

The following table shows the Company’s condensed consolidated financial statement details as of June 30, 2016 and December 31, 2015 (in millions):

	June 30, 2016			December 31, 2015		
	Cost	Accumulated depreciation and amortization	Net	Cost	Accumulated depreciation and amortization	Net
Property and equipment	$1,443	$ 848	$595	$1,396	$ 785	$611
Intangible assets	$6,934	$ 1,661	$5,273	$6,963	$ 1,804	$5,159
Computer software	$2,419	$ 794	$1,625	$2,300	$ 716	$1,584

The Company entered into capital lease obligations of $1 million and $1 million during the three-months and $2 million and $2 million during the six months ended June 30, 2016 and 2015, respectively. The assets are included in property and equipment and the remaining capital lease obligations are classified as long-term debt on our Condensed Consolidated Balance Sheets (Unaudited) as of June 30, 2016. Periodic payments are included in repayment of borrowings on the Condensed Consolidated Statements of Cash Flows (Unaudited).

Changes in goodwill during the six months ended June 30, 2016 are summarized as follows (in millions):

	Total
Balance, December 31, 2015	$14,745
Adjustments to SunGard provisional purchase price allocation	(188)
Foreign currency adjustments	8
Balance, June 30, 2016	$14,565

As of June 30, 2016, intangible assets includes $5,128 million of customer relationships and $64 million of finite-lived trademarks, as well as $81 million of non-amortizable assets consisting mainly of infinite-lived trademarks. Amortization expense for the quarter related to these intangible assets was $131 million.

Settlement Activity

We manage certain integrated electronic payment services and programs and wealth management processes for our clients that require us to hold and manage client cash balances used to fund their daily settlement activity. Settlement deposits represent funds we hold that were drawn from our clients to facilitate settlement activities. Settlement receivables represents amounts funded by us. Settlement payables consist of settlement deposits from clients, settlement payables to third parties, and outstanding checks related to our settlement activities for which the right of offset does not exist or we do not intend to exercise

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our right of offset. Our accounting policy for such outstanding checks is to include them in settlement payables on the Condensed Consolidated Balance Sheets (Unaudited) and operating cash flows on the Condensed Consolidated Statements of Cash Flows (Unaudited).

(7) Long-Term Debt

Long-term debt as of June 30, 2016 and December 31, 2015, consisted of the following (in millions):

	June 30, 2016	December 31, 2015
2017 Term Loans (1)	$600	$ 1,300
2018 Term Loans (2)	1,500	1,500
Senior Notes due June 2017, interest payable semi-annually at 1.450%	300	300
Senior Notes due April 2018, interest payable semi-annually at 2.000%	250	250
Senior Notes due October 2018, interest payable semi-annually at 2.850%	750	750
Senior Notes due October 2020, interest payable semi-annually at 3.625%	1,750	1,750
Senior Notes due March 2022, interest payable semi-annually at 5.000%	700	700
Senior Notes due October 2022, interest payable semi-annually at 4.500%	500	500
Senior Notes due April 2023, interest payable semi-annually at 3.500%	1,000	1,000
Senior Notes due June 2024, interest payable semi-annually at 3.875%	700	700
Senior Notes due October 2025, interest payable semi-annually at 5.000%	1,500	1,500
Revolving Loan (3)	1,625	1,250
Other	(54)	(56)
	11,121	11,444
Current portion	(913)	(15)
Long-term debt, excluding current portion	$10,208	$ 11,429

(1) Interest on the 2017 Term Loans is generally payable at LIBOR plus an applicable margin of up to 1.75% based upon the Company's corporate credit ratings. As of June 30, 2016, the weighted average interest rate on the 2017 Term Loans was 1.71%.

(2) Interest on the 2018 Term Loans is generally payable at LIBOR plus an applicable margin of up to 1.75% based upon the Company's corporate credit ratings. As of June 30, 2016, the weighted average interest rate on the 2018 Term Loans was 1.71%.

(3) Interest on the Revolving Loan is generally payable at LIBOR plus an applicable margin of up to 1.75% plus an unused commitment fee of up to 0.25%, each based upon the Company's corporate credit ratings. As of June 30, 2016, the weighted average interest rate on the Revolving Loan, excluding fees, was 1.66%.

FIS is a party to a syndicated credit agreement (the "Credit Agreement"), which as of June 30, 2016, provided total committed capital of $3,600 million comprised of: (1) a revolving credit facility in an aggregate maximum principal amount of $3,000 million maturing on December 18, 2019 (the "Revolving Loan"); and (2) term loans of $600 million maturing on March 30, 2017 (the "2017 Term Loans"). FIS is also a party to a syndicated term loan agreement (the "Term Loan Agreement" and together with the Credit Agreement the "FIS Credit Agreements"), which as of June 30, 2016 provided term loans of $1,500 million maturing on November 30, 2018 (the "2018 Term Loans"). As of June 30, 2016, the outstanding principal balance of the Revolving Loan was $1,625 million, with $1,367 million of borrowing capacity remaining thereunder (net of $8 million in outstanding letters of credit issued under the Revolving Loan).

The obligations of FIS under the FIS Credit Agreements and under all of its outstanding senior notes rank equal in priority and are unsecured. The FIS Credit Agreements and the senior notes remain subject to customary covenants, including, among others, limitations on the payment of dividends by FIS, and events of default.

The following summarizes the aggregate maturities of our debt and capital leases on stated contractual maturities, excluding unamortized non-cash bond premiums and discounts of $14 million as of June 30, 2016 (in millions).

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	Total
2016	$9
2017	911
2018	2,502
2019	1,625
2020	1,750
Thereafter	4,400
Total principal payments	11,197
Debt issuance costs, net of accumulated amortization	(62)
Total long-term debt	$11,135

Voluntary prepayment of the Term Loans is generally permitted at any time without fee. There are no mandatory principal payments on the Revolving Loan and any balance outstanding on the Revolving Loan will be due and payable at its scheduled maturity date, which occurs at December 18, 2019.

We monitor the financial stability of our counterparties on an ongoing basis. The lender commitments under the undrawn portions of the Revolving Loan are comprised of a diversified set of financial institutions, both domestic and international. The failure of any single lender to perform its obligations under the Revolving Loan would not adversely impact our ability to fund operations.

The fair value of the Company's long-term debt is estimated to be approximately $499 million higher than the carrying value as of June 30, 2016. This estimate is based on quoted prices of our senior notes and trades of our other debt in close proximity to June 30, 2016, which are considered Level 2-type measurements. This estimate is subjective in nature and involves uncertainties and significant judgment in the interpretation of current market data. Therefore, the values presented are not necessarily indicative of amounts the Company could realize or settle currently.

As of June 30, 2016, we have entered into the following interest rate swap transactions converting a portion of the interest rate exposure on our Term and Revolving Loans from variable to fixed (in millions):

Effective date	Termination date	Notional amount	Bank pays variable rate of	FIS pays fixed rate of
February 2014	February 2017	$ 400	1 Month LIBOR (1)	0.89% (2)
January 2016	January 2017	400	1 Month LIBOR (1)	0.65% (2)
January 2016	January 2018	500	1 Month LIBOR (1)	0.92% (2)
January 2016	January 2019	250	1 Month LIBOR (1)	1.18% (2)
February 2016	February 2017	200	1 Month LIBOR (1)	0.71% (2)
		$ 1,750		

(1) 0.47% in effect as of June 30, 2016.
(2) Does not include the applicable margin and facility fees paid to lenders on term loans and revolving loans as described above.

We have designated these interest rate swaps as cash flow hedges and, as such, they are carried on the Condensed Consolidated Balance Sheets (Unaudited) at fair value with changes in fair value included in other comprehensive earnings, net of tax.

A summary of the fair value of the Company’s interest rate derivative instruments is as follows (in millions):

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	June 30, 2016		December 31, 2015	
	Balance sheet location	Fair value	Balance sheet location	Fair value
Interest rate swap contracts	Other noncurrent assets	$ —	Other noncurrent assets	$ 1
Interest rate swap contracts	Accounts payable and accrued liabilities	2	Accounts payable and accrued liabilities	—
Interest rate swap contracts	Other long-term liabilities	7	Other long-term liabilities	1

In accordance with the authoritative guidance for fair value measurements, the inputs used to determine the estimated fair value of our interest rate swaps are Level 2-type measurements. We considered our own credit risk and the credit risk of the counterparties when determining the fair value of our interest rate swaps. Adjustments are made to these amounts and to accumulated other comprehensive earnings ("AOCE") within the Condensed Consolidated Statements of Comprehensive Earnings (Unaudited) and Condensed Consolidated Statement of Equity (Unaudited) as the factors that impact fair value change, including current and projected interest rates, time to maturity and required cash transfers/settlements with our counterparties. Periodic actual and estimated settlements with counterparties are recorded to interest expense as a yield adjustment to effectively fix the otherwise variable rate interest expense associated with the Term and Revolving Loans for hedge notional amounts.

A summary of the effect of derivative instruments on the Company’s Condensed Consolidated Statements of Comprehensive Earnings (Unaudited) and recognized in AOCE for the three months ended June 30, 2016 and 2015 are as follows (in millions):

Derivatives in cash flow hedging relationships	Amount of gain (loss) recognized in AOCE on derivatives Three months ended June 30, 2016	2015	Location of loss reclassified from AOCE into income	Amount of gain (loss) reclassified from AOCE into income Three months ended June 30, 2016	2015
Interest rate derivative contracts	$ (3)	$ (1)	Interest expense	$ (2)	$ (1)

Derivatives in cash	Amount of gain (loss) recognized in AOCE on derivatives Six months ended	Location of loss	Amount of gain (loss) reclassified from AOCE into income Six months ended

flow hedging relationships	June 30, 2016	2015	reclassified from AOCE into income	June 30, 2016	2015
Interest rate derivative contracts	$(12)	$(3)	Interest expense	$(4)	$(2)

Approximately $2 million of the balance in AOCE as of June 30, 2016, is expected to be reclassified into income over the next twelve months.

Our existing cash flow hedges are highly effective and there was no impact on earnings due to hedge ineffectiveness. It is our practice to execute such instruments with credit-worthy banks at the time of execution and not to enter into derivative financial instruments for speculative purposes. As of June 30, 2016, we believe that our interest rate swap counterparties will be able to fulfill their obligations under our agreements, and we believe we will have debt outstanding through the various expiration dates of the swaps such that the forecasted transactions remain probable of occurring.

(8) Commitments and Contingencies

Litigation

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In the ordinary course of business, the Company is involved in various pending and threatened litigation matters related to operations, some of which include claims for punitive or exemplary damages. The Company believes no actions, other than the matters listed below, depart from customary litigation incidental to its business. As background to the disclosure below, please note the following:

- These matters raise difficult and complicated factual and legal issues and are subject to many uncertainties and complexities.

- The Company reviews all of its litigation on an on-going basis and follows the authoritative provisions for accounting for contingencies when making accrual and disclosure decisions. A liability must be accrued if (a) it is probable that a liability has been incurred and (b) the amount of loss can be reasonably estimated. If one of these criteria has not been met, disclosure is required when there is at least a reasonable possibility that a material loss may be incurred. When assessing reasonably possible and probable outcomes, the Company bases decisions on the assessment of the ultimate outcome following all appeals. Legal fees associated with defending litigation matters are expensed as incurred.

DataTreasury Corporation v. Fidelity National Information Services, Inc. et. al.

On May 28, 2013, DataTreasury Corporation (the "Plaintiff") filed a patent infringement lawsuit against the Company and multiple banks in the U.S. District Court for the Eastern District of Texas, Marshall Division. Plaintiff alleges that the Company infringes the patents at issue by making, using, selling or offering to sell systems and methods for image-based check processing. The Plaintiff seeks damages, injunctive relief and attorneys' fees for the alleged infringement of two patents. On October 25, 2013, the Company filed for covered business method ("CBM") post-grant reviews of the validity of the Plaintiff's asserted patents at the U.S. Patent and Trademark Office ("USPTO"). The Company filed a Motion to Stay the case pending the outcome of the CBM post-grant reviews. On April 29, 2014, the USPTO instituted the Company's two CBM petitions. On August 14, 2014, the Court granted the Company's Motion to Stay the litigation pending the outcome of the CBM review proceedings. On April 29, 2015, the Patent Trial and Appeal Board ("PTAB") issued final written decisions on the Company's two CBM petitions holding that all claims of the Plaintiff's two patents are unpatentable. The Plaintiff's request for rehearing of these decisions has been denied by PTAB. On August 27, 2015, the Plaintiff filed a notice of appeal to the U.S. Court of Appeals for the Federal Circuit of the USPTO's Final Written Decisions. Briefing was completed on April 7, 2016 and the parties are awaiting a date for oral argument. An estimate of a possible loss or range of possible loss, if any, for this action cannot be made at this time.

Acquired Contingencies

The Company became responsible for certain contingencies which were assumed in the SunGard acquisition. These matters include unclaimed property examinations, tax compliance matters, and finalizing the sale prices for two previously divested businesses. The Condensed Consolidated Balance Sheet as of June 30, 2016 includes a provisional liability totaling $112 million related to these matters, including $75 million in unrecognized tax benefits assumed. This provisional liability is subject to further change as these contingencies are finalized. Changes in this provisional liability during the measurement period that result from new information about facts and circumstances that existed at the acquisition date are reflected in our purchase accounting for the SunGard acquisition, not through our income statement.

The State of Delaware, Department of Finance, Division of Revenue (Unclaimed Property) and nine other states are currently conducting a joint examination of the books and records of certain subsidiaries acquired in the SunGard acquisition to determine compliance with the unclaimed property laws. Additionally, prior to the SunGard acquisition, SunGard entered into voluntary disclosure agreements to address the potential unclaimed property exposure for certain entities not included in the scope of the ongoing unclaimed property examination.

Brazilian Tax Authorities Claims

In 2004, Proservvi Empreendimentos e Servicos, Ltda., the predecessor to Fidelity National Servicos de Tratamento de Documentos e Informatica Ltda. (“Servicos”), a subsidiary of Fidelity National Participacoes Ltda., our former item processing and remittance services operation in Brazil, acquired certain assets and employees and leased certain facilities from the Transpev Group (“Transpev”) in Brazil. Transpev’s remaining assets were later acquired by Prosegur, an unrelated third party. When Transpev discontinued its operations after the asset sale to Prosegur, it had unpaid federal taxes and social contributions owing to the Brazilian tax authorities. The Brazilian tax authorities brought a claim against Transpev and beginning in 2012 brought claims against Prosegur and Servicos on the grounds that Prosegur and Servicos were successors in interest to Transpev. To date, the Brazilian tax authorities filed seven claims against Servicos asserting potential tax liabilities of approximately $8 million. There are potentially 29 additional claims against Transpev/Prosegur for which Servicos is named as a co-defendant or may be named, but for which Servicos has not yet been served. These additional claims amount to approximately $72 million making the total potential exposure for all 36 claims approximately $80 million. We do not believe a liability for these 36 total claims is probable or reasonably estimable and, therefore, have not recorded a liability for any of these claims.

Indemnifications and Warranties

The Company generally indemnifies its customers, subject to certain limitations and exceptions, against damages and costs resulting from claims of patent, copyright, or trademark infringement associated solely with its customers' use of the Company's software applications or services. Historically, the Company has not made any material payments under such indemnifications, but continues to monitor the conditions that are subject to the indemnifications to identify whether it is probable that a loss has occurred, and would recognize any such losses when they are estimable. In addition, the Company warrants to customers that its software operates substantially in accordance with the software specifications. Historically, no material costs have been incurred related to software warranties and no accruals for warranty costs have been made.

(9) Segment Information

In 2015, FIS finalized a reorganization and began reporting its financial performance based on three segments: Integrated Financial Solutions (“IFS”), Global Financial Solutions (“GFS”) and Corporate and Other. We recast all previous periods to conform to the new segment presentation. Following the November 30, 2015 SunGard acquisition, SunGard was included within the GFS segment as its economic characteristics, international business model, and various other factors largely aligned with those of our GFS segment. As we have further integrated the businesses in 2016, we have reclassified certain SunGard solutions that are oriented more to the retail banking and payments activities of IFS into that segment (corporate liquidity and wealth management). Certain other non-strategic businesses from both SunGard (public sector and education) and legacy FIS (commercial services and check processing) have been reclassified to the Corporate and Other segment, as have SunGard administrative expenses. Prior periods have been reclassified to conform to the current segment presentation.

The segment profit measure primarily utilized by management is adjusted EBITDA, which is defined as EBITDA (defined as net income (loss) before net interest expense, income tax provision (benefit) and depreciation and amortization, including amortization of purchased intangibles), plus certain non-operating items. The non-operating items affecting the segment profit measure generally include acquisition accounting adjustments, acquisition, integration and severance costs, and restructuring expenses. For consolidated reporting purposes, these costs and adjustments are recorded in the Corporate and Other segment for the periods discussed below. Adjusted EBITDA for the respective segments excludes the foregoing costs and adjustments.

Summarized financial information for the Company’s segments is shown in the following tables.

As of and for the three months ended June 30, 2016 (in millions):

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	IFS	GFS	Corporate and Other	Total
Processing and services revenues	$1,162	$1,048	$ 95	$2,305
Operating expenses	779	823	420	2,022
Depreciation and amortization from continuing operations	67	62	15	144
Purchase accounting amortization	—	—	147	147
EBITDA	450	287	(163)	574
Acquisition deferred revenue adjustment	—	—	59	59
Acquisition, integration and severance costs	—	—	63	63
Adjusted EBITDA	$450	$287	$ (41)	696
EBITDA				$574
Interest expense				93
Depreciation and amortization from continuing operations				144
Purchase accounting amortization				147
Other income (expense) unallocated				(1)
Provision for income taxes				66
Net earnings from discontinued operations				1
Net earnings attributable to noncontrolling interest				3
Net earnings attributable to FIS common stockholders				$121
Capital expenditures (1)	$70	$67	$ 12	$149
Total assets (2)	$10,189	$9,136	$ 7,055	$26,380
Goodwill	$7,670	$6,440	$ 455	$14,565

(1) Capital expenditures for the three months ended June 30, 2016 include $1 million of capital leases.
(2) Total assets as of June 30, 2016 exclude $4 million related to discontinued operations.

As of and for the three months ended June 30, 2015 (in millions):

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	IFS	GFS	Corporate and Other	Total
Processing and services revenues	$931	$555	$ 101	$1,587
Operating expenses	618	473	209	1,300
Depreciation and amortization from continuing operations	56	35	14	105
Purchase accounting amortization	—	—	50	50
EBITDA	369	117	(44)	442
Acquisition, integration and severance costs	—	—	11	11
Adjusted EBITDA	$369	$117	$ (33)	$453
EBITDA				$442
Interest expense				36
Depreciation and amortization from continuing operations				105
Purchase accounting amortization				50
Other income (expense) unallocated				152
Provision for income taxes				156
Net loss from discontinued operations				(2)
Net earnings attributable to noncontrolling interest				5
Net earnings attributable to FIS common stockholders				$240
Capital expenditures (1)	$65	$50	$ 4	$119
Total assets (2)	$8,703	$3,658	$ 1,942	$14,303
Goodwill	$6,627	$1,963	$ 162	$8,752

(1) Capital expenditures for the three months ended June 30, 2015 include $1 million of capital leases.
(2) Total assets as of June 30, 2015 exclude $1 million related to discontinued operations.

For the six months ended June 30, 2016 (in millions):

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	IFS	GFS	Corporate and Other	Total
Processing and services revenues	$2,283	$2,038	$ 165	$4,486
Operating expenses	1,541	1,626	852	4,019
Depreciation and amortization from continuing operations	133	120	30	283
Purchase accounting amortization	1	6	294	301
EBITDA	876	538	(363)	1,051
Acquisition deferred revenue adjustment	—	—	140	140
Acquisition, integration and severance costs	—	—	142	142
Adjusted EBITDA	876	538	(81)	1,333
EBITDA				1,051
Interest expense				186
Depreciation and amortization from continuing operations				283
Purchase accounting amortization				301
Other income (expense) unallocated				(2)
Provision for income taxes				97
Net earnings from discontinued operations				1
Net earnings attributable to noncontrolling interest				7
Net earnings attributable to FIS common stockholders				$176
Capital expenditures (1)	$130	$142	$ 23	$295

(1) Capital expenditures for the six months ended June 30, 2016 include $2 million of capital leases.

For the six months ended June 30, 2015 (in millions):

	IFS	GFS	Corporate and Other	Total
Processing and services revenues	$1,859	$1,067	$ 216	$3,142
Operating expenses	1,227	939	474	2,640
Depreciation and amortization from continuing operations	108	70	30	208
Purchase accounting amortization	—	—	100	100
EBITDA	740	198	(128)	810
Acquisition, integration and severance costs	—	—	23	23
Global restructure	—	—	45	45
Adjusted EBITDA	$740	$198	$ (60)	$878
EBITDA				$810
Interest expense				73
Depreciation and amortization from continuing operations				208
Purchase accounting amortization				100
Other income (expense) unallocated				150
Provision for income taxes				214
Net loss from discontinued operations				(5)
Net earnings attributable to noncontrolling interest				9
Net earnings attributable to FIS common stockholders				$351

Capital expenditures (1)	$127	$85	$ 9	$221

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(1) Capital expenditures for the six months ended June 30, 2015 include $2 million of capital leases.

Clients in Brazil, the United Kingdom, France and Germany accounted for the majority of the revenues from clients based outside of North America for all periods presented. Long-term assets, excluding goodwill and other intangible assets, located outside of the United States total $515 million and $373 million as of June 30, 2016 and 2015, respectively. These assets are predominantly located in Brazil, India, Germany and the United Kingdom.

Integrated Financial Solutions ("IFS")

The IFS segment is primarily focused on serving the North American regional and community bank market for transaction and account processing, payment solutions, channel solutions (including lending and wealth management solutions), digital channels, risk and compliance solutions, and services, capitalizing on the continuing trend to outsource these solutions. IFS also includes corporate liquidity and wealth management solutions acquired in the SunGard acquisition. IFS' primary software applications function as the underlying infrastructure of a financial institution's processing environment. These applications include core bank processing software, which banks use to maintain the primary records of their customer accounts, and complementary applications and services that interact directly with the core processing applications. Clients in this segment include regional and community banks, credit unions, commercial lenders, independent community and savings institutions as well as government institutions, merchants and other commercial organizations. This market is primarily served through integrated solutions and characterized by multi-year processing contracts that generate highly recurring revenues. The predictable nature of cash flows generated from this segment provides opportunities for further investments in innovation, product integration, information and security, and compliance in a cost effective manner.

Global Financial Solutions ("GFS")

The GFS segment is focused on serving the largest financial institutions around the globe with banking and payments solutions, as well as consulting and transformation services. The GFS segment has extended its reach through the SunGard acquisition, and now also delivers a broader array of capital markets and asset management and insurance solutions and services.

GFS clients include the largest global financial institutions, including those headquartered in the United States, as well as all international financial institutions we serve as clients in more than 130 countries around the world. These institutions face unique business and regulatory challenges and account for the majority of financial institution information technology spend globally. The purchasing patterns of GFS clients vary from those of IFS clients who typically purchase solutions on an outsourced basis. GFS clients purchase our solutions and services in various ways including licensing and managing technology "in-house", using consulting and third party service providers as well as fully outsourced end-to-end solutions. We have long-established relationships with many of these financial institutions that generate significant recurring revenue. GFS clients now also include asset managers, buy- and sell-side securities and trading firms, insurers and private equity firms due to the addition of SunGard. This segment also includes the Company's consolidated Brazilian Venture (Note 2).

Corporate and Other

The Corporate and Other segment consists of corporate overhead expense, certain leveraged functions and miscellaneous expenses that are not included in the operating segments as well as certain non-strategic businesses as indicated above. The overhead and leveraged costs relate to marketing, corporate finance and accounting, human resources, legal, and amortization of acquisition-related intangibles and other costs that are not considered when management evaluates revenue generating segment performance, such as acquisition integration and severance costs. The Corporate and Other segment also includes the purchase accounting impact on revenue for 2016 of adjusting SunGard's deferred revenue as of the acquisition date to fair value.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unless stated otherwise or the context otherwise requires, all references to "FIS," "we," the "Company" or the "registrant" are to Fidelity National Information Services, Inc., a Georgia corporation, and its subsidiaries.

The following discussion should be read in conjunction with Item 1: Condensed Consolidated Financial Statements (Unaudited) and the Notes thereto included elsewhere in this report. The statements contained in this Form 10-Q or in our other documents or in oral presentations or other statements made by our management that are not purely historical are forward-looking statements within the meaning of the U.S. federal securities laws. Statements that are not historical facts, including statements regarding our expectations, hopes, intentions, or strategies regarding the future, are forward-looking statements. These statements relate to, among other things, future events and our future results and involve a number of risks and uncertainties. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Any statements that refer to beliefs, expectations, projections or other characterizations of future events or circumstances and other statements that are not historical facts are forward-looking statements. In many cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimat "predict," "potential," or "continue," or the negative of these terms and other comparable terminology.

Actual results, performance or achievement could differ materially from those contained in these forward-looking statements. The risks and uncertainties that forward-looking statements are subject to include, without limitation:

- the risk that acquired businesses will not be integrated successfully, or that the integration will be more costly or more time-consuming and complex than anticipated;
- the risk that cost savings and other synergies anticipated to be realized from acquisitions may not be fully realized or may take longer or be more costly to realize than expected;
- the risks of doing business internationally;
- changes in general economic, business and political conditions, including the possibility of intensified international hostilities, acts of terrorism, changes in either or both the United States and international lending, capital and financial markets and currency fluctuations;
- the effect of legislative initiatives or proposals, statutory changes, governmental or other applicable regulations and/or changes in industry requirements, including privacy regulations;
- the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in, or new laws or regulations affecting, the banking, retail and financial services industries or due to financial failures or other setbacks suffered by firms in those industries;
- changes in the growth rates of the markets for our solutions;
- failures to adapt solutions to changes in technology or in the marketplace;
- internal or external security breaches of our systems, including those relating to unauthorized access, theft, corruption or loss of personal information and computer viruses and other malware affecting our software or platforms, and the reactions of customers, card associations, government regulators and others to any such events;
- the risk that implementation of software (including software updates) for customers or at customer locations may result in the corruption or loss of data or customer information, interruption of business operations, exposure to liability claims or loss of customers;
- the reaction of current and potential customers to communications from us or regulators regarding information security, risk management, internal audit or other matters;
- competitive pressures on pricing related to our solutions including the ability to attract new, or retain existing, customers;
- an operational or natural disaster at one of our major operations centers; and

- other risks detailed elsewhere in this document, and in our other filings with the Securities and Exchange Commission.

Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition, results of operations and prospects. Accordingly, readers should not place undue reliance on these forward-looking statements. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Except as required by applicable law or regulation, we do not undertake (and expressly disclaim) any obligation and do not intend to publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise. You should carefully consider the possibility that actual results may differ materially from our forward-looking statements.

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Overview

FIS is a global leader in financial services technology offering a broad range of solutions in retail and enterprise banking, payments, capital markets, asset and wealth management, risk and compliance, treasury and insurance, as well as providing financial consulting and outsourcing services. With a long history deeply rooted in serving the financial services sector, FIS serves more than 20,000 institutions in over 130 countries. Headquartered in Jacksonville, Florida, FIS employs approximately 55,000 people worldwide and holds leadership positions in payment processing, financial software, capital markets and banking solutions. Through our Capco brand, we deliver a wide range of information technology consulting, advisory and transformational services to financial institutions globally. Providing software, services and outsourcing of the technology that drives financial institutions, FIS is a Fortune 500 company and is a member of Standard & Poor’s 500® Index.

We have grown organically as well as through acquisitions, which have contributed critical applications and services that complement or enhance our existing offerings, diversifying our revenues by customer, geography and service offering. The completion of the SunGard acquisition on November 30, 2015 increased our existing portfolio to include solutions that automate a wide range of complex business processes for financial services institutions and corporate and government treasury departments.

In 2015, FIS finalized a reorganization and began reporting its financial performance based on three segments: Integrated Financial Solutions (“IFS”), Global Financial Solutions (“GFS”) and Corporate and Other. We recast all previous periods to conform to the new segment presentation. Following the November 30, 2015 SunGard acquisition, SunGard was included within the GFS segment as its economic characteristics, international business model, and various other factors largely aligned with those of our GFS segment. As we have further integrated the businesses in 2016, we have reclassified certain SunGard businesses that are oriented more to the retail banking and payments activities of IFS into that segment (corporate liquidity and wealth management). Certain other non-strategic businesses from both SunGard (public sector and education) and legacy FIS (commercial services and check processing) have been reclassified to the Corporate and Other segment, as have SunGard administrative expenses. Prior periods also have been reclassified to conform to the current segment presentation. A description of these segments is included in Note 9 of the Notes to Condensed Consolidated Financial Statements (Unaudited). Revenues by segment and the adjusted EBITDA of our segments are discussed below in Segment Results of Operations.

Business Trends and Conditions

Our revenue is primarily derived from a combination of recurring technology and processing services, consulting and professional services and software license fees. The majority of our revenue has historically been recurring, and has been provided under multi-year contracts that contribute relative stability to our revenue stream. These services, in general, are considered critical to our clients' operations. A significant portion of these recurring revenues is derived from transaction processing fees that fluctuate with the level of deposit accounts and card transactions, among other variable measures, associated with consumer and commercial activity. Consulting and professional services revenues are typically non-recurring, and sales of software licenses are less predictable, a portion of which can be regarded as discretionary spending by our clients. In the second half of 2015 and first half of 2016, we experienced the macroeconomic challenges related to the slowdown of the global economy. That trend impacts us predominantly in the amount our clients spend with us for professional services. We expect this trend to continue through the second half of 2016.

The SunGard acquisition broadened our solution portfolio, enabling us to expand beyond our traditional banking and payments markets into the institutional and wholesale side of financial institutions as well as other buy-side organizations. It significantly expanded our existing solutions and client base in wealth management, treasury and corporate payments. These solutions are in demand among our regional and community financial institution clients as they look for ways to replace highly regulated fee revenues. The combination also favorably impacts our revenue mix, with a greater concentration of license revenues and higher margin services. Our revenues for the first half of 2016 included a $140 million reduction of revenue as a result of the purchase accounting adjustment to reduce SunGard's deferred revenue to fair value. Similar reductions will be experienced throughout 2016 as the acquired deferred revenue balance runs off. Amortization of intangible assets acquired in the SunGard acquisition increased our cost of revenues by $239 million for the first half of 2016. Amortization charges will continue to be recorded at varying rates through 2025. As we integrate SunGard into our existing operations, we anticipate significant cost savings in administration and technology expenses, with a goal of achieving annual synergy run-rate savings of $200 million by the end of 2017. Certain one-time severance and other costs have been and will be incurred related to delivering these run-rate savings.

We are actively migrating a number of our financial institution clients to outsourced integrated technology solutions to improve their profitability and rapidly address increasing regulatory requirements. As a provider of outsourcing solutions, we benefit from multi-year recurring revenue streams, which help moderate the effects of broader year-to-year economic and

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market changes that otherwise might have a larger impact on our results of operations. We believe our integrated solutions and outsourced services are well-positioned to address this outsourcing trend across the markets we serve.

A realignment of resources in our GFS segment resulted in severance costs of $45 million in the first quarter of 2015. The realignment activities were a combination of optimizing on-shore and off-shore resources as well as the removal of overlapping management resources.

Consumer preference continues to shift from traditional branch banking services to digital banking solutions, and our clients seek to provide a single integrated banking experience through their branch, mobile, internet and voice-banking channels. We are focused on enabling our clients to deliver this experience to their customers through our integrated solutions and services. We continue to develop and invest in these integrated solutions and services to assist clients as they address this market demand.

We continue to see demand for innovative solutions in the payments market that will deliver faster, more convenient payment solutions in mobile channels, internet applications and cards. We believe mobile payments will grow and partially replace existing payment tender volumes over time as consumers and merchants embrace the convenience, incremental services and benefits. Mobile payment volume is growing significantly but does not yet represent a meaningful amount of the payments market. Additionally, new formidable non-traditional payments competitors and large merchants are investing in and innovating mobile payment technologies to address the emerging market opportunity, and it is unclear the extent to which particular technologies or services will succeed. We believe the growth of mobile payments continues to present both an opportunity and a risk to us as the market develops. Although we cannot predict which mobile payment technologies or solutions will be successful, we cautiously believe our client relationships, payments infrastructure and experience, adapted solutions and emerging solutions are well-positioned to maintain or grow our clients' existing payment volumes, which is our focus.

High profile North American merchant payment card information security breaches have pushed the payment card industry towards Europay, MasterCard and VISA ("EMV") integrated circuit cards as financial institutions, card networks and merchants seek to improve information security and reduce fraud costs. We have invested in our card management solutions and card manufacturing and processing capabilities to accommodate EMV integrated circuit cards so we can guide our clients through this technology transition and grow our card-driven businesses. We believe the trend to migrate to EMV cards will continue and we continue to invest to address market demand.

The use of checks continues to decline as a percentage of total payments, which negatively impacts our check warranty and item-processing businesses, and we expect this trend to continue. In 2015 and through the first half of 2016, we observed a modest slowdown in our check volume decline and to date have been able to successfully mitigate the majority of the impacts of this decline through cost and fraud efficiency actions and new market solutions, which remain our continued focus.

We anticipate consolidation within the banking industry will continue, primarily in the form of merger and acquisition activity, which we believe as a whole is detrimental to our business. However, consolidation resulting from specific merger and acquisition transactions may be beneficial or detrimental to our business. When consolidations of financial institutions occur, merger partners often operate systems licensed from competing service providers. The newly formed entity generally makes a determination to migrate its core and payments systems to a single platform. When a financial institution processing client is involved in a consolidation, we may benefit by their expanding the use of our services if such services are chosen to survive the consolidation and support the newly combined entity. Conversely, we may lose market share if we are providing services to both entities, or if a client of ours is involved in a consolidation and our services are not chosen to survive the consolidation and support the newly combined entity. It is also possible that larger financial institutions resulting from consolidation may have greater leverage in negotiating terms or could decide to perform in-house some or all of the services that we currently provide or could provide. We seek to mitigate the risks of consolidations by offering other competitive services to take advantage of specific opportunities at the surviving company. In 2015, we experienced lower consolidation activity and resulting termination fees compared to 2014 and 2013, and this trend is continuing into 2016.

Notwithstanding challenging global economic conditions, our international business continued to experience growth across all major regions, including Europe and Asia, on a constant currency basis during the first half of 2016. By comparison with FIS, a greater percentage of SunGard's revenues have been concentrated historically in international markets, which has contributed to this growth trend. Demand for our solutions will also continue to be driven in developing countries by government-led financial inclusion policies aimed to reduce the unbanked population and by growth in the middle classes in these markets driving the need for more sophisticated banking solutions. The majority of our European revenue is generated by clients in the United Kingdom, France and Germany. In 2015, we experienced adverse currency impacts in our international

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businesses as a consequence of a relative strengthening of the U.S. dollar. In 2016, we expect minimal net foreign currency impact on our operating income.

Globally, attacks on information technology systems continue to grow in frequency, complexity and sophistication. This is a trend we expect to continue. Such attacks have become a point of focus for individuals, businesses and governmental entities. The objectives of these attacks include, among other things, gaining unauthorized access to systems to facilitate financial fraud, disrupt operations, cause denial of service events, corrupt data, and steal non-public information. These circumstances present both a threat and an opportunity for FIS. As part of our business, we electronically receive, process, store and transmit a wide range of confidential information, including sensitive customer information and personal consumer data. We also operate payment, cash access and prepaid card systems.

FIS remains focused on making strategic investments in information security to protect our clients and our information systems. This includes both capital expenditures and operating expense on hardware, software, personnel and consulting services. We also participate in industry and governmental initiatives to improve information security for our clients. Through the expertise we have gained with this ongoing focus and involvement, we have developed fraud, security, risk management and compliance solutions to target this growth opportunity in the financial services industry.

Critical Accounting Policies

There have been no significant changes to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

Transactions with Related Parties

See Note 2 to the Notes to Condensed Consolidated Financial Statements (Unaudited) for a detailed description of transactions with related parties.

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Comparisons of three-month and six-month periods ended June 30, 2016 and 2015

Consolidated Results of Operations (Unaudited)
(in millions, except per share amounts)

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Processing and services revenues	$2,305	$1,587	$4,486	$3,142
Cost of revenues	1,600	1,070	3,153	2,140
Gross profit	705	517	1,333	1,002
Selling, general, and administrative expenses	422	230	866	500
Operating income	283	287	467	502
Other income (expense):				
Interest expense, net	(93)	(36)	(186)	(73)
Other income (expense), net	(1)	152	(2)	150
Total other income (expense), net	(94)	116	(188)	77
Earnings from continuing operations before income taxes	189	403	279	579
Provision for income taxes	66	156	97	214
Earnings from continuing operations, net of tax	123	247	182	365
Earnings (loss) from discontinued operations, net of tax	1	(2)	1	(5)
Net earnings	124	245	183	360
Net earnings attributable to noncontrolling interest	(3)	(5)	(7)	(9)
Net earnings attributable to FIS common stockholders	$121	$240	$176	$351
Net earnings per share — basic from continuing operations attributable to FIS common stockholders	$0.37	$0.86	$0.54	$1.26
Net earnings (loss) per share — basic from discontinued operations attributable to FIS common stockholders	—	(0.01)	—	(0.02)
Net earnings per share — basic attributable to FIS common stockholders	$0.37	$0.85	$0.54	$1.25
Weighted average shares outstanding — basic	325	281	325	282
Net earnings per share — diluted from continuing operations attributable to FIS common stockholders	$0.36	$0.85	$0.53	$1.25
Net earnings (loss) per share — diluted from discontinued operations attributable to FIS common stockholders	—	(0.01)	—	(0.02)
Net earnings per share — diluted attributable to FIS common stockholders	$0.37	$0.84	$0.54	$1.23
Weighted average shares outstanding — diluted	329	284	328	286
Amounts attributable to FIS common stockholders:				
Earnings from continuing operations, net of tax	$120	$242	$175	$356
Earnings (loss) from discontinued operations, net of tax	1	(2)	1	(5)
Net earnings attributable to FIS	$121	$240	$176	$351

Amounts in table may not sum due to rounding.

Processing and Services Revenues

Processing and services revenues totaled $2,305 million and $1,587 million during the three-month periods and $4,486 million and $3,142 million during the six-month periods ended June 30, 2016 and 2015, respectively. Processing and services revenues for the three-month and six-month periods ended June 30, 2016 included approximately $23 million and $64 million, respectively of unfavorable foreign currency impact, primarily resulting from a stronger U.S. Dollar versus the Brazilian Real and the British Pound Sterling. Excluding the unfavorable foreign currency impact, revenue increases for the three and six months ended June 30, 2016 as compared to 2015 were primarily attributable to incremental revenues from the SunGard

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acquisition, including growth driven by increased adoption of our global trading, capital markets and buy-side solutions, volume growth in debit payments and card production activities associated with the roll-out of EMV and tokenization across the industry and growth in digital solutions (internet banking and mobile). Our revenues included a $59 million and $140 million reduction of revenue during the three and six months ended June 30, 2016, respectively, as a result of the purchase accounting adjustment to reduce SunGard acquired deferred revenue to fair value.

Cost of Revenues and Gross Profit

Cost of revenues totaled $1,600 million and $1,070 million during the three-month periods and $3,153 million and $2,140 million during the six-month periods ended June 30, 2016 and 2015, respectively, resulting in gross profit of $705 million and $517 million during the respective three-month periods and $1,333 million and $1,002 million during the six-month periods. Gross profit as a percentage of revenues was 30.6% and 32.6% during the three-month periods and 29.7% and 31.9% during the six-month periods ended June 30, 2016 and 2015, respectively. The change in gross profit during the 2016 period as compared to 2015 primarily resulted from the revenue variances noted above. The gross profit percentages during the three-months and six-months ended June 30, 2016 as compared to the 2015 periods were negatively impacted by higher acquired intangible asset amortization expense resulting from the SunGard acquisition. This negative impact was partially offset by the addition of higher margin revenues from SunGard as well as on-going operating leverage in key markets outside of North America.

Selling, General and Administrative Expenses

Selling, general and administrative expenses totaled $422 million and $230 million during the three-month periods and $866 million and $500 million during the six-month peiods ended June 30, 2016 and 2015, respectively. The year-over-year increase primarily resulted from incremental expenses from SunGard, including integration and severance.

Operating Income

Operating income totaled $283 million and $287 million during the three-month periods and $467 million and $502 million during the six-month periods ended June 30, 2016 and 2015, respectively. Operating income as a percentage of revenue ("operating margin") was 12.3% and 18.1% during the three-month periods and 10.4% and 16.0% during the six-month periods ended June 30, 2016 and 2015, respectively. The changes in operating income for the three and six-month periods of 2016 as compared to 2015 resulted from the variances addressed above. The decrease in operating margin resulted primarily from higher acquired intangible asset amortization expense and other incremental integration and severance costs.

Total Other Income (Expense), Net

Total other income (expense), net was $(94) million and $116 million during the three-month periods and $(188) million and $77 million during the six-month periods ended June 30, 2016 and 2015, respectively. Interest expense increased $57 million during the three-month period and $113 million during the six-month period ended June 30, 2016 as compared to 2015 primarily due to higher outstanding debt associated with financing the SunGard acquisition. During the second quarter of 2015, we sold certain assets associated with our gaming industry check warranty business, resulting in proceeds of $238 million and a pre-tax gain of $140 million, which is included in Other income (expense), net.

Provision for Income Taxes

Income tax expense from continuing operations totaled $66 million and $156 million during the three-month periods and $97 million and $214 million during the six-month periods ended June 30, 2016 and 2015, resulting in effective tax rates from continuing operations of 35% and 39% for the three month periods and 35% and 37% for the six month periods, respectively. The effective tax rate during the three months and six months ended June 30, 2015 included a $90.1 million write-off of goodwill with no tax basis in connection with the sale of our gaming industry check warranty business.

Earnings from Continuing Operations, Net of Tax, Attributable to FIS Common Stockholders

Earnings from continuing operations, net of tax, attributable to FIS common stockholders totaled $120 million and $242 million resulting in earnings per diluted share of $0.36 and $0.85 for the three-month periods and $175 million and $356 million resulting in earnings per diluted share of $0.53 and $1.25 for the six-month periods ended June 30, 2016 and 2015, respectively. These results reflect the variances described above as well as the increase in shares outstanding from the SunGard acquisition.

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Segment Results of Operations (Unaudited)

Adjusted EBITDA for our segments is presented in conformity with Accounting Standards Codification Topic 280, Segment Reporting. This measure is reported to the chief operating decision maker for purposes of making decisions about allocating resources to the segments and assessing their performance. Adjusted EBITDA, which is defined as EBITDA (defined as net income (loss) before net interest expense, income tax provision (benefit) and depreciation and amortization, including amortization of purchased intangibles), plus certain non-operating items. The non-operating items affecting the segment profit measure generally include acquisition accounting adjustments, acquisition, integration and severance costs, and restructuring expenses. For consolidated reporting purposes, these costs and adjustments are recorded in the Corporate and Other segment for the periods discussed below. Adjusted EBITDA for the respective segments excludes the foregoing costs and adjustments. Financial information, including details of our adjustments to EBITDA, for each of our segments is set forth in Note 9 to the condensed consolidated financial statements (unaudited) included in Part I of this Quarterly Report.

Integrated Financial Solutions
(in millions)

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Processing and services revenues	$1,162	$931	$2,283	$1,859
Adjusted EBITDA	$450	$369	$876	$740

Processing and services revenues for IFS totaled $1,162 million and $931 million during the three-months and $2,283 million and $1,859 million during the six-months ended June 30, 2016 and 2015, respectively. The overall segment increases of $231 million or 24.8% for the three months and $424 million or 22.8% for the six months ended June 30, 2016 compared to the 2015 period were primarily attributable to incremental revenues from the SunGard acquisition, on-going demand for regulatory and compliance solutions, volume growth in debit payments and card production activities associated with the roll-out of EMV and tokenization across the industry and growth in digital solutions (internet banking and mobile).

Adjusted EBITDA for IFS totaled $450 million and $369 million during the three-month periods and $876 million and $740 million during the six-month periods ended June 30, 2016 and 2015, respectively. Adjusted EBITDA margin was 38.7% and 39.6% during the three-month periods and 38.4% and 39.8% during the six-month periods ended June 30, 2016 and 2015, respectively. The increase in adjusted EBITDA primarily resulted from the revenue variances noted above. The decreases in adjusted EBITDA margin during the three-month and six-month periods ended June 30, 2016 compared to the 2015 periods primarily resulted from revenue mix, higher incentives and other discrete accrual items.

Global Financial Solutions
(in millions)

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015

Processing and services revenues	$1,048	$555	$2,038	$1,067
Adjusted EBITDA	$287	$117	$538	$198

Processing and services revenues for GFS totaled $1,048 million and $555 million during the three-month periods and $2,038 million and $1,067 million during the six-month periods ended June 30, 2016 and 2015, respectively. The three-month and six-month periods ended June 30, 2016 included approximately $21 million and $61 million, respectively, of unfavorable foreign currency impact, primarily resulting from a stronger U.S. Dollar versus the Brazilian Real and the British Pound Sterling. Excluding the foreign currency impact, revenue increases were primarily attributable to incremental revenues from the SunGard acquisition, including growth driven by increased adoption of our global trading, capital markets and buy-side solutions.

Adjusted EBITDA for GFS totaled $287 million and $117 million during the three-month periods and $538 million and $198 million during the six-month periods ended June 30, 2016 and 2015, respectively. Adjusted EBITDA margin was 27.4% and 21.1% during the three-month periods and 26.4% and 18.6% during the six-month periods ended June 30, 2016 and 2015,

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respectively. The increase in adjusted EBITDA for GFS primarily resulted from the 2015 cost realignment activities as well as the revenue variances noted above. The increase in adjusted EBITDA margin primarily resulted from the addition of higher margin revenues from SunGard as well as on-going operating leverage in key markets outside of North America.

Corporate and Other
(in millions)

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Processing and services revenues	$95	$101	$165	$216
Adjusted EBITDA	$(41)	$(33)	$(81)	$(60)

The Corporate and Other segment results consist of selling, general and administrative expenses and depreciation and intangible asset amortization not otherwise allocated to the reportable segments. Corporate and Other also includes operations from non-strategic businesses, including commercial services, public sector and education, and check processing.

Processing and services revenues for Corporate and Other totaled $95 million and $101 million during the three-month periods and $165 million and $216 million during the six-month periods ended June 30, 2016 and 2015, respectively. The revenue decline for the three and six months ended June 30, 2016 compared to the 2015 periods was primarily attributable to the $59 million and $140 million purchase accounting impact on deferred revenue (all of which was recorded as a contra-revenue item in the Corporate and Other segment), the impact of the divestiture of our check gaming business in the second quarter of 2015 and decline in check processing volumes, partially offset by the additions of the businesses from the SunGard acquisition.

Adjusted EBITDA for Corporate and Other totaled $(41) million and $(33) million during the three-month periods and $(81) million and $(60) million during the six-month periods ended June 30, 2016 and 2015, respectively. The year-over-year decreases in adjusted EBITDA primarily resulted from the revenue reductions noted above and incremental expenses from the SunGard acquisition.

Liquidity and Capital Resources
Cash Requirements

Our ongoing cash requirements include operating expenses, income taxes, mandatory debt service payments, capital expenditures, stockholder dividends, working capital and timing differences in settlement-related assets and liabilities, and may include discretionary debt payments, share repurchases and business acquisitions. Our principal sources of funds are cash generated by operations and borrowings, including the capacity under our Revolving Loan described in Note 7 to the Notes to Condensed Consolidated Financial Statements (Unaudited).
As of June 30, 2016, we had cash and cash equivalents of $765 million and debt of $11.1 billion, including the current portion, net of capitalized debt issuance costs. Of the $765 million cash and cash equivalents, approximately $502 million is held by our foreign entities and would generally be subject to U.S. income taxation upon repatriation to the U.S. The majority of our U.S. cash and cash equivalents represents net deposits-in-transit at the balance sheet dates and relates to daily settlement activity. We expect that cash and cash equivalents plus cash flows from operations over the next twelve months will be sufficient to fund our operating cash requirements, capital expenditures and mandatory debt service.

We currently expect to continue to pay quarterly dividends. However, the amount, declaration and payment of future dividends is at the discretion of the Board of Directors and depends on, among other things, our investment opportunities, results of operations, financial condition, cash requirements, future prospects, and other factors that may be considered relevant by our Board of Directors, including legal and contractual restrictions. Additionally, the payment of cash dividends may be limited by covenants in certain debt agreements. A regular quarterly dividend of $0.26 per common share is payable on September 30, 2016 to shareholders of record as of the close of business on September 16, 2016.

Cash Flows from Operations

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Cash flows from operations were $820 million and $443 million during the six-month periods ended June 30, 2016 and 2015, respectively. Cash flows from operations were $377 million higher in the 2016 period primarily due to increased cash flow coming from the SunGard acquisition.

Capital Expenditures and Other Investing Activities

Our principal capital expenditures are for computer software (purchased and internally developed) and additions to property and equipment. We invested approximately $293 million and $219 million in capital expenditures (excluding capital leases) during the six-month periods ended June 30, 2016 and 2015, respectively. The increased investment reflects the addition of SunGard to our operations. We expect to invest approximately 6.0% of 2016 revenue in capital expenditures.

Financing

For information regarding the Company's long-term debt and financing activity, see Note 7 of the Notes to Condensed Consolidated Financial Statements (Unaudited). There were no share repurchases during the six months ended June 30, 2016 compared to $300 million in the comparable 2015 period.

Contractual Obligations

There were no material changes in our contractual obligations during the first half of 2016 in comparison to the table included in our Annual Report on Form 10-K as filed on February 26, 2016, except as disclosed in Note 7 of the Notes to Condensed Consolidated Financial Statements (Unaudited).

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Recent Accounting Pronouncements

Recently Adopted Accounting Guidance

In April 2015, the FASB issued Accounting Standards Update No. 2015-05 (“ASU 2015-05”), “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement.” This guidance was designed to help entities evaluate whether fees paid by a customer in a cloud computing arrangement include a software license to internal-use software or whether the arrangement should be accounted for as a service contract. The amendments also supersede paragraph 350-40-25-16, which provided that an entity should analogize to operating lease guidance in accounting for some software licenses (that is, even when an entity obtained a software license, it accounted for the arrangement as executory in nature or as a prepaid vs. a capital asset). As a result of the amendments, all software licenses in the scope of Subtopic 350-40 will be accounted for in the same manner, consistent with the accounting for other licenses of intangible assets. The guidance was effective January 1, 2016, and we have elected to apply it prospectively to all arrangements entered into or materially modified after the effective date. Through June 30, 2016, the new guidance has not had a material impact on our financial position or results of operations. However, we do expect the amendment superseding the analogy to lease accounting to result in higher capitalization of fees paid to vendors or commitments under vendor arrangements, and as a result, higher amortization expense versus the classification as subscription service expense under the previous guidance.

Recent Accounting Guidance Not Yet Adopted

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”). ASU 2014-09 amends substantially all authoritative literature for revenue recognition, including industry-specific
requirements, and converges the guidance under this topic with that of the International Financial Reporting Standards. The

ASU implements a five-step process for customer contract revenue recognition that focuses on transfer of control, as opposed
to transfer of risk and rewards. The amendment also requires enhanced disclosures regarding the nature, amount, timing and
uncertainty of revenues and cash flows from contracts with customers. Other provisions include ensuring the time value of
money is considered in the transaction price and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The effective date to the amendments was postponed to reporting periods beginning after December 15, 2017, with early adoption allowed for reporting periods beginning after December 15, 2016. Entities can transition to the standard either with retrospective application to the earlier years presented in their financial

statements or with a cumulative-effect adjustment as of the date of adoption. We are currently assessing the impact the adoption of ASU 2014-09 will have on our financial position and results of operations as well as the transition method we expect to employ.

On February 25, 2016, the FASB issued ASU 2016-02, “Leases (Topic 842)” (“ASU 2016-02”). Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of leases with a term of twelve months or less) at the commencement date: (a) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (b) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. The pronouncement requires a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expire before the earliest comparative period presented. A full retrospective transition approach is not permitted. Public business entities should apply the amendments in ASU 2016-02 for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted. We are currently assessing the impact the adoption of ASU 2016-02 will have on our financial position and results of operations.

On March 30, 2016, the FASB issued Accounting Standards Update No. 2016-09 (“ASU 2016-09”), “Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.” The amendments are intended to simplify and improve the accounting for employee share-based payments. Under the new guidance, all excess tax benefits and tax deficiencies over/under compensation expense recognized will be reflected in the income statement as they occur. This will replace the current guidance, which requires tax benefits that exceed compensation expense (windfalls) to be recognized in equity. It will also eliminate the need to maintain a “windfall pool,” and will remove the requirement to delay recognizing a windfall until it reduces current taxes payable. The new guidance will also change the cash flow presentation of excess tax benefits, classifying them as operating inflows, consistent with other cash flows related to income taxes. Under current guidance, windfalls are classified as financing activities. These changes may result in more volatile net earnings. Similarly, effective tax rates will be subject to more variability since the new guidance reflects all tax benefit excesses and deficiencies in tax expense. Under current practice, stock compensation generally does not impact the effective tax rate since any difference between compensation expense and the ultimate tax deduction is reflected in additional paid in capital. Also under the new guidance, excess tax benefits will no longer be included in assumed proceeds from applying the treasury stock method when computing diluted earnings per share since they will no longer be recognized in additional paid in capital. Consequently, the reduction to common stock equivalents for assumed purchases from proceeds will be lower and the impact of common stock equivalents will be more dilutive. For public companies, the amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted for any organization in any interim or annual period. We expect to adopt the ASU in January 2017. During 2015, 2014 and 2013, we recorded $29 million, $40 million and $40 million, respectively, to consolidated equity as excess tax benefits from our stock plans.

Item 3. Quantitative and Qualitative Disclosure About Market Risks

Market Risk

We are exposed to market risks primarily from changes in interest rates and foreign currency exchange rates. We use certain derivative financial instruments, including interest rate swaps and foreign currency forward contracts, to manage interest rate and foreign currency risk. We do not use derivatives for trading purposes or to engage in speculative activity.

Interest Rate Risk

In addition to existing cash balances and cash provided by operating activities, we use fixed rate and variable rate debt to finance our operations. We are exposed to interest rate risk on these debt obligations and related interest rate swaps.

The senior notes as described in Note 7 of the Notes to Condensed Consolidated Financial Statements (Unaudited) represent substantially all of our fixed-rate long-term debt obligations as of June 30, 2016. The carrying value of the senior notes was $7,450 million as of June 30, 2016. The fair value of the senior notes was approximately $7,951 million as of June 30, 2016.

Our floating rate long-term debt obligations principally relate to borrowings under the FIS Credit Agreements (as defined in Note 7 of the Notes to Condensed Consolidated Financial Statements (Unaudited)). An increase of 100 basis points in the LIBOR rate would increase our annual debt service under the FIS Credit Agreements, after we include the impact of our

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interest rate swaps, by $20 million (based on principal amounts outstanding as of June 30, 2016). We performed the foregoing sensitivity analysis based on the principal amount of our floating rate debt as of June 30, 2016, less the principal amount of such debt that was then subject to an interest rate swap converting such debt into fixed rate debt. This sensitivity analysis is based solely on the principal amount of such debt as of June 30, 2016, and does not take into account any changes that occurred in the prior 12 months or that may take place in the next 12 months in the amount of our outstanding debt or in the notional amount of outstanding interest rate swaps in respect of our debt. Further, in this sensitivity analysis, the change in interest rates is assumed to be applicable for an entire year. For comparison purposes, based on principal amounts of floating rate debt outstanding as of June 30, 2015, and calculated in the same manner as set forth above, an increase of 100 basis points in the LIBOR rate would have increased our annual interest expense, after we calculate the impact of our interest rate swaps, by $14 million.

We use interest rate swaps for the purpose of managing our interest expense through the mix of fixed rate and floating rate debt. See Note 7 to the Notes to Condensed Consolidated Financial Statements (Unaudited) for the listing of interest rate swap transactions we have entered into as of June 30, 2016, converting a portion of the interest rate exposure on our Term and Revolving Loans from variable to fixed.

We have designated these interest rate swaps as cash flow hedges for accounting purposes. A portion of the amount included in accumulated other comprehensive earnings is reclassified into interest expense as a yield adjustment as interest payments are made on the Term and Revolving Loans. In accordance with the authoritative guidance for fair value measurements, the inputs used to determine the estimated fair value of our interest rate swaps are Level 2-type measurements. We considered our own credit risk and the credit risk of the counterparties when determining the fair value of our interest rate swaps.

Foreign Currency Risk

We are exposed to foreign currency risks that arise from normal business operations. These risks include the translation of local currency balances of foreign subsidiaries, transaction gains and losses associated with intercompany loans with foreign subsidiaries and transactions denominated in currencies other than a location's functional currency. Our objective is to minimize our exposure to these risks through a combination of normal operating activities and the use of foreign currency forward contracts. Contracts are denominated in currencies of major industrial countries.

Our exposure to foreign currency exchange risks generally arises from our non-U.S. operations, to the extent they are conducted in local currency. Changes in foreign currency exchange rates affect translations of revenues denominated in currencies other than the U.S. Dollar. During the three and six months ended June 30, 2016, we generated approximately $462 million and $890 million, respectively, in revenues denominated in currencies other than the U.S. Dollar. The major currencies to which our revenues are exposed are the Brazilian Real, the Euro, the British Pound Sterling and the Indian Rupee. A 10% move in average exchange rates for these currencies (assuming a simultaneous and immediate 10% change in all of such rates for the relevant period) would have resulted in the following increase or (decrease) in our reported revenues for the three and six months ended June 30, 2016 and 2015 (in millions):

	Three months ended June 30,		Six months ended June 30,	
Currency	2016	2015	2016	2015
Euro	$ 10	$ 8	$ 20	$ 15
Pound Sterling	12	9	21	16
Real	7	7	14	15

Indian Rupee	3	3	6	5
Total increase (decrease)	$32	$ 27	$61	$ 51

While our results of operations have been impacted by the effects of currency fluctuations, our international operations' revenues and expenses are generally denominated in local currency, which reduces our economic exposure to foreign exchange risk in those jurisdictions.

Revenues included $23 million and $64 million and operating income included $1 million and $1 million of unfavorable foreign currency impact during the three and six months ended June 30, 2016, respectively resulting from a stronger U.S. Dollar during 2016 as compared to 2015. In 2016, we expect minimal net foreign currency impact on our operating income.

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Our foreign exchange risk management policy permits the use of derivative instruments, such as forward contracts and options, to reduce volatility in our results of operations and/or cash flows resulting from foreign exchange rate fluctuations. We do not enter into foreign currency derivative instruments for trading purposes or to engage in speculative activity. We do periodically enter into foreign currency forward exchange contracts to hedge foreign currency exposure to intercompany loans. As of June 30, 2016, the notional amount of these derivatives was $118 million and the fair value was nominal. These derivatives are intended to hedge the foreign exchange risks related to intercompany loans but have not been designated as hedges for accounting purposes.

We also use currency forward contracts to manage our exposure to fluctuations in costs caused by variations in Indian Rupee (“INR”) exchange rates. As of June 30, 2016, the notional amount of these derivatives was approximately $25 million and the fair value was nominal. These INR forward contracts are designated as cash flow hedges. The fair value of these currency forward contracts is determined using currency exchange market rates, obtained from reliable, independent, third party banks, at the balance sheet date. The fair value of forward contracts is subject to changes in currency exchange rates. The Company has no ineffectiveness related to its use of currency forward contracts in connection with INR cash flow hedges.

Item 4. Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”). Based on this evaluation, our principal executive officer and principal financial officer concluded that the disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (a) recorded, processed, summarized and reported within the time periods specified in the Commission’s rules and forms; and (b) accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

We completed the SunGard acquisition on November 30, 2015. As indicated in our Annual Report on Form 10-K for the year ended December 31, 2015, we were not able to complete a review of the internal controls of the acquired business by year end due to the limited time available following the SunGard acquisition. As permitted by related SEC staff interpretive guidance, we excluded the acquired business from our 2015 annual assessment of the effectiveness of our internal control over financial reporting. During 2016, we are continuing the transition of SunGard to our accounting and reporting processes and the integration of their systems and processes into our framework of internal controls over financial reporting. These actions will result in changes in our processes and controls, and our assessment of the effectiveness of our internal controls over financial reporting including such changes will be concluded by the end of 2016.

There were no other changes in our internal control over financial reporting that occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II: OTHER INFORMATION

Item 1. Legal Proceedings

The information set forth under “Commitments and Contingencies” in Note 8 in the Notes to Condensed Consolidated Financial Statements (Unaudited) under Item 1F. of Part I of this report “Financial Information,” is incorporated herein by reference.

Item 1A. Risk Factors

The following information supplements the disclosure set forth under Part I, Item 1A, “Risk Factors,” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Risk Related to the Referendum on the United Kingdom’s Membership in the European Union

The referendum on the United Kingdom’s (the U.K.) membership in the European Union (the E.U.) (referred to as “Brexit”), approving the exit of the United Kingdom from the European Union could cause disruptions to and create uncertainty surrounding our business, including affecting our relationships with our existing and future clients, suppliers and employees, which could have an adverse effect on our business, financial results and operations. While the referendum is non-binding, the U.K. Government has announced that it intends to commence negotiations to determine the future terms of the U.K.’s relationship with the E.U., including the terms of trade between the U.K. and the E.U. and other nations. The effects of

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Brexit will depend on any agreements the U.K. makes to retain access to E.U. markets either during a transitional period or more permanently. In addition, because the terms of trade between the U.K. and jurisdictions other than the E.U. may be currently governed by trade agreements between the E.U. and such other jurisdictions, the U.K. may be required to negotiate new terms of trade with such other jurisdictions. These potential measures could disrupt the markets we serve and the tax jurisdictions in which we operate and adversely change tax benefits or liabilities in these or other jurisdictions, and may cause us to lose clients, suppliers, and employees. In addition, Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the U.K. determines which E.U. laws to replace or replicate.

The announcement of Brexit caused initial volatility in global stock markets and currency exchange rate fluctuations that resulted in the strengthening of the U.S. dollar against foreign currencies in which we conduct business. The strengthening of the U.S. dollar relative to other currencies may adversely affect our results of operations, in a number of ways, including:

- Our international sales are denominated in both the U.S. dollar and currencies other than U.S. dollars. A fluctuation of currency exchange rates may expose us to gains and losses on non-U.S. currency transactions and a potential devaluation of the local currencies of our clients relative to the U.S. dollar may impair the purchasing power of our clients and could cause clients to decrease or cancel orders or default on payment; and

- We translate sales and other results denominated in non-U.S. foreign currency into U.S. dollars for our financial statements. During periods of a strengthening dollar, our reported international sales and earnings could be reduced because foreign currencies may translate into fewer U.S. dollars.

The announcement of Brexit may also create global economic uncertainty, which may cause our clients to closely monitor their costs and reduce their spending on our solutions and services.

Any of these effects of Brexit, among others, could materially adversely affect our business, business opportunities, results of operations, financial condition and cash flows.

Item 6. Exhibits
(a) Exhibits:

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Exhibit No.	Exhibit Description	Incorporated by Reference Form	SEC File Number	Exhibit	Filing Date	Filed/ Furnished Herewith
31.1	Certification of Gary A. Norcross, President and Chief Executive Officer of Fidelity National Information Services, Inc., pursuant to rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					*
31.2	Certification of James W. Woodall, Corporate Executive Vice President and Chief Financial Officer of Fidelity National Information Services, Inc., pursuant to rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					*
32.1	Certification of Gary A. Norcross, President and and Chief Executive Officer of Fidelity National Information Services, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					*
32.2	Certification of James W. Woodall, Corporate Executive Vice President and Chief Financial Officer of Fidelity National Information Services, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					*
101.INS+	XBRL Instance Document.					*
101.SCH+	XBRL Taxonomy Extension Schema Document.					*
101.CAL+	XBRL Taxonomy Extension Calculation Linkbase Document.					*
101.DEF+	XBRL Taxonomy Extension Definition Linkbase Document.					*
101.LAB+	XBRL Taxonomy Extension Label Linkbase Document.					*
101.PRE+	XBRL Taxonomy Extension Presentation Linkbase Document.					*

* Filed or furnished herewith

+ Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	FIDELITY NATIONAL INFORMATION SERVICES, INC.	
Date: August 2, 2016	By:	/s/ JAMES W. WOODALL James W. Woodall Corporate Executive Vice President and Chief Financial Officer (Principal Financial Officer)

	FIDELITY NATIONAL INFORMATION SERVICES, INC.	
Date: August 2, 2016	By:	/s/ MICHAEL A. NUSSBAUM Michael A. Nussbaum Corporate Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)

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FIDELITY NATIONAL INFORMATION SERVICES, INC.
FORM 10-Q
INDEX TO EXHIBITS

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+ Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.