
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended March 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____

Commission File Number 0-14948

FISERV, INC.

(Exact Name of Registrant as Specified in Its Charter)

WISCONSIN

(State or Other Jurisdiction of
Incorporation or Organization)

255 FISERV DRIVE, BROOKFIELD, WI

(Address of Principal Executive Offices)

39-1506125

(I. R. S. Employer
Identification No.)

53045

(Zip Code)

(262) 879-5000

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 26, 2018, there were 409,436,764 shares of common stock, \$.01 par value, of the registrant outstanding.

INDEX

	<u>Page</u>
 PART I – FINANCIAL INFORMATION	
Item 1. Financial Statements (Unaudited)	
Consolidated Statements of Income	1
Consolidated Statements of Comprehensive Income	2
Consolidated Balance Sheets	3
Consolidated Statement of Shareholders' Equity	4
Consolidated Statements of Cash Flows	5
Notes to Consolidated Financial Statements	6
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	21
Item 3. Quantitative and Qualitative Disclosures About Market Risk	28
Item 4. Controls and Procedures	28
 PART II – OTHER INFORMATION	
Item 1. Legal Proceedings	28
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	28
Item 6. Exhibits	29
Exhibit Index	
Signatures	

PART I. FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS**

Fiserv, Inc.
Consolidated Statements of Income
(In millions, except per share data)
(Unaudited)

	Three Months Ended March 31,	
	2018	2017
Revenue:		
Processing and services	\$ 1,238	\$ 1,178
Product	202	216
Total revenue	1,440	1,394
Expenses:		
Cost of processing and services	568	570
Cost of product	191	182
Selling, general and administrative	305	277
Gain on sale of business	(232)	—
Total expenses	832	1,029
Operating income	608	365
Interest expense	(45)	(42)
Income before income taxes and income from investment in unconsolidated affiliate	563	323
Income tax provision	(140)	(102)
Income from investment in unconsolidated affiliate	—	26
Net income	\$ 423	\$ 247
Net income per share – basic	\$ 1.02	\$ 0.58
Net income per share – diluted	\$ 1.00	\$ 0.56
Shares used in computing net income per share:		
Basic	413.1	429.1
Diluted	421.6	438.5

See accompanying notes to consolidated financial statements.

Fiserv, Inc.
Consolidated Statements of Comprehensive Income
(In millions)
(Unaudited)

	Three Months Ended March 31,	
	2018	2017
Net income	\$ 423	\$ 247
Other comprehensive (loss) income:		
Fair market value adjustment on cash flow hedges, net of income tax provision of zero and \$1 million	(1)	2
Reclassification adjustment for net realized gains on cash flow hedges included in cost of processing and services, net of income tax benefit of \$1 million	(2)	—
Reclassification adjustment for net realized losses on cash flow hedges included in interest expense, net of income tax provision of zero and \$1 million	1	2
Foreign currency translation	—	5
Total other comprehensive (loss) income	(2)	9
Comprehensive income	\$ 421	\$ 256

See accompanying notes to consolidated financial statements.

Fiserv, Inc.
Consolidated Balance Sheets
(In millions)
(Unaudited)

	March 31, 2018	December 31, 2017
Assets		
Cash and cash equivalents	\$ 382	\$ 325
Trade accounts receivable, net	878	997
Prepaid expenses and other current assets	508	603
Assets held for sale	—	50
Total current assets	1,768	1,975
Property and equipment, net	375	390
Intangible assets, net	1,855	1,882
Goodwill	5,454	5,590
Contract costs, net	401	84
Other long-term assets	314	368
Total assets	\$ 10,167	\$ 10,289
Liabilities and Shareholders' Equity		
Accounts payable and accrued expenses	\$ 1,303	\$ 1,359
Current maturities of long-term debt	1	3
Contract liabilities	379	576
Total current liabilities	1,683	1,938
Long-term debt	4,603	4,897
Deferred income taxes	693	552
Long-term contract liabilities	65	54
Other long-term liabilities	152	117
Total liabilities	7,196	7,558
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, no par value: 25.0 million shares authorized; none issued	—	—
Common stock, \$0.01 par value: 1,800.0 million shares authorized; 791.4 million shares issued	8	8
Additional paid-in capital	1,005	1,031
Accumulated other comprehensive loss	(56)	(54)
Retained earnings	10,871	10,240
Treasury stock, at cost, 380.4 million and 376.3 million shares	(8,857)	(8,494)
Total shareholders' equity	2,971	2,731
Total liabilities and shareholders' equity	\$ 10,167	\$ 10,289

See accompanying notes to consolidated financial statements.

Fiserv, Inc.
Consolidated Statement of Shareholders' Equity
(In millions)
(Unaudited)

	<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Retained Earnings</u>	<u>Treasury Stock</u>	
	<u>Shares</u>	<u>Amount</u>				<u>Shares</u>	<u>Amount</u>
Balance at December 31, 2017	791	\$ 8	\$ 1,031	\$ (54)	\$ 10,240	376	\$ (8,494)
Net income					423		
Other comprehensive loss				(2)			
Share-based compensation			19				
Shares issued under stock plans			(45)			(2)	35
Purchases of treasury stock						6	(398)
Cumulative-effect adjustment of ASU 2014-09 adoption					208		
Cumulative-effect adjustment of ASU 2017-12 adoption				3	(3)		
Cumulative-effect adjustment of ASU 2018-02 adoption				(3)	3		
Balance at March 31, 2018	791	\$ 8	\$ 1,005	\$ (56)	\$ 10,871	380	\$ (8,857)

See accompanying notes to consolidated financial statements.

Fiserv, Inc.
Consolidated Statements of Cash Flows
(In millions)
(Unaudited)

	Three Months Ended March 31,	
	2018	2017
Cash flows from operating activities:		
Net income	\$ 423	\$ 247
Adjustments to reconcile net income to net cash provided by operating activities from continuing operations:		
Depreciation and other amortization	94	70
Amortization of acquisition-related intangible assets	40	38
Share-based compensation	19	16
Deferred income taxes	77	(3)
Gain on sale of business	(232)	—
Income from investment in unconsolidated affiliate	—	(26)
Dividend from unconsolidated affiliate	—	31
Changes in assets and liabilities, net of effects from acquisitions and dispositions:		
Trade accounts receivable	67	42
Prepaid expenses and other assets	(44)	(2)
Contract costs	(50)	(6)
Accounts payable and other liabilities	38	50
Contract liabilities	(60)	6
Net cash provided by operating activities from continuing operations	<u>372</u>	<u>463</u>
Cash flows from investing activities:		
Capital expenditures, including capitalization of software costs	(77)	(76)
Proceeds from sale of business	419	—
Payments for acquisition of business, net of cash acquired	—	(78)
Purchases of investments	(1)	—
Other investing activities	(10)	—
Net cash provided by (used in) investing activities from continuing operations	<u>331</u>	<u>(154)</u>
Cash flows from financing activities:		
Debt proceeds	509	597
Debt repayments	(806)	(522)
Proceeds from issuance of treasury stock	28	28
Purchases of treasury stock, including employee shares withheld for tax obligations	(427)	(404)
Net cash used in financing activities from continuing operations	<u>(696)</u>	<u>(301)</u>
Net change in cash and cash equivalents from continuing operations	7	8
Net cash flows from discontinued operations provided by investing activities	50	—
Cash and cash equivalents, beginning balance	<u>325</u>	<u>300</u>
Cash and cash equivalents, ending balance	<u>\$ 382</u>	<u>\$ 308</u>

See accompanying notes to consolidated financial statements.

Fiserv, Inc.
Notes to Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation

The consolidated financial statements for the three-month periods ended March 31, 2018 and 2017 are unaudited. In the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial statements have been included. Such adjustments consisted of normal recurring items. Interim results are not necessarily indicative of results for a full year. The consolidated financial statements and accompanying notes are presented as permitted by Form 10-Q and do not contain certain information included in the annual consolidated financial statements and accompanying notes of Fiserv, Inc. (the “Company”). These interim consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

Effective January 1, 2018, the Company adopted ASU 2014-09, *Revenue from Contracts with Customers*, and its related amendments (collectively known as “ASC 606”) using the modified retrospective transition approach applied to all contracts. Certain prior period amounts have been reclassified to conform to current period presentation. Additional information about the Company’s revenue recognition policies and the related impact of the adoption is included in Notes 2 and 3 to the consolidated financial statements.

Principles of Consolidation

The consolidated financial statements include the accounts of Fiserv, Inc. and all 100% owned subsidiaries. Investments in less than 50% owned affiliates in which the Company has significant influence but not control are accounted for using the equity method of accounting. All intercompany transactions and balances have been eliminated in consolidation.

Stock Split

On February 21, 2018, the Company’s board of directors declared a two-for-one stock split of the Company’s common stock and a proportionate increase in the number of its authorized shares of common stock. The additional shares were distributed on March 19, 2018 to shareholders of record at the close of business on March 5, 2018. The Company’s common stock began trading at the split-adjusted price on March 20, 2018. All share and per share amounts are retroactively presented on a split-adjusted basis. The impact on the consolidated balance sheets of the stock split was an increase of \$4 million to common stock and an offsetting reduction in additional paid-in capital, which has been retroactively restated.

2. Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements

In February 2018, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2018-02, *Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income* (“ASU 2018-02”), which allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects of the change in the U.S. federal corporate tax rate resulting from the Tax Cuts and Jobs Act (“the Tax Act”) enacted in December 2017. ASU 2018-02 is effective for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted. The Company early adopted ASU 2018-02 in the first quarter of 2018, and elected to reclassify the Tax Act income tax benefits of \$3 million from accumulated other comprehensive loss to retained earnings.

In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities* (“ASU 2017-12”), which provides guidance designed to improve the financial reporting of hedging relationships to better portray the economic results of an entity’s risk management activities in its financial statements as well as to simplify the application of the hedge accounting guidance in current U.S. generally accepted accounting principles. For public entities, ASU 2017-12 is effective for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted in any interim period or fiscal year. For cash flow and net investment hedges existing at the date of adoption, the standard requires a cumulative-effect adjustment to eliminate the separate measurement of ineffectiveness to accumulated other comprehensive income with a corresponding adjustment to the opening balance of retained earnings as of the beginning of the fiscal year of adoption. The amended presentation and disclosure guidance is required only prospectively. The Company early adopted ASU 2017-12 in the first quarter of 2018, and recorded a cumulative-effect adjustment to accumulated other comprehensive loss of \$3 million with a corresponding decrease in the opening balance of retained earnings.

[Table of Contents](#)

In October 2016, the FASB issued ASU No. 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory* (“ASU 2016-16”), which eliminates the current prohibition on immediate recognition of the current and deferred income tax effects of intra-entity transfers of assets other than inventory, with the intent of reducing complexity and diversity in practice. Under ASU 2016-16, entities must recognize the income tax consequences when the transfer occurs rather than deferring recognition. For public entities, ASU 2016-16 is effective for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2017. Entities must apply the guidance on a modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. The Company adopted ASU 2016-16 in the first quarter of 2018, and the adoption did not have a material impact on its consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities* (“ASU 2016-01”), which primarily affects the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements of financial instruments. For public entities, ASU 2016-01 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Entities must apply the standard, with certain exceptions, using a cumulative-effect adjustment to beginning retained earnings as of the beginning of the fiscal year of adoption. The Company adopted ASU 2016-01 in the first quarter of 2018, and the adoption did not have any impact on its consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”), to clarify the principles of recognizing revenue and to create common revenue recognition guidance between U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2014-09 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific requirements. It also includes guidance on accounting for the incremental costs of obtaining and costs incurred to fulfill a contract with a customer. The core principle of the revenue model is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This model involves a five-step process for achieving that core principle, along with comprehensive disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. For public entities, the new revenue standard is effective for annual and interim periods beginning after December 15, 2017. Entities have the option of adopting this new guidance using either a full retrospective or a modified approach with the cumulative effect of applying the guidance recognized at the date of initial application.

The Company adopted the new standard effective January 1, 2018 using the modified retrospective transition approach applied to all contracts, which resulted in a cumulative-effect increase in the opening balance of retained earnings of \$208 million, primarily related to the deferral of incremental sales commissions incurred in obtaining contracts in prior periods. Under this transition approach, the Company has not restated the prior period consolidated financial statements presented; however, it has provided additional disclosures related to the amount by which each relevant 2018 financial statement line item was affected by adoption of the new standard and explanations for significant changes (see Note 3).

Recently Issued Accounting Pronouncements

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326)* (“ASU 2016-13”), which prescribes an impairment model for most financial assets based on expected losses rather than incurred losses. Under this model, an estimate of expected credit losses over the contractual life of the instrument is to be recorded as of the end of a reporting period as an allowance to offset the amortized cost basis, resulting in a net presentation of the amount expected to be collected on the financial asset. For public entities, ASU 2016-13 is effective for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. For most instruments, entities must apply the standard using a cumulative-effect adjustment to beginning retained earnings as of the beginning of the fiscal year of adoption. The Company is currently assessing the impact that the adoption of ASU 2016-13 will have on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* (“ASU 2016-02”), which requires lessees to recognize a lease liability and a right-of-use asset for each lease with a term longer than twelve months. The recognized liability is measured at the present value of lease payments not yet paid, and the corresponding asset represents the lessee’s right to use the underlying asset over the lease term and is based on the liability, subject to certain adjustments. For income statement purposes, the standard retains the dual model with leases classified as either operating or finance. Operating leases will result in straight-line expense while finance leases will result in a front-loaded expense pattern. The standard prescribes 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. For public entities, ASU 2016-02 is effective for annual and interim periods beginning after December 15, 2018, with early adoption permitted. The Company plans to adopt ASU 2016-02 on January 1, 2019.

The Company is currently assessing the impact that the adoption of ASU 2016-02 will have on its consolidated financial statements. The Company is reviewing the requirements of the new lease standard and monitoring the activity of the FASB as it relates to any interpretive guidance, proposed amendments or additional practical expedients. The Company has formed a cross-functional project team to review its existing lease arrangements and assess potential impacts of adopting the new lease standard on its consolidated financial statements, related disclosures, accounting policies, process and system changes, and controls.

3. Revenue Recognition

Revenue Recognition During the Three Months Ended March 31, 2018

The Company adopted ASU 2014-09, *Revenue from Contracts with Customers*, and its related amendments (collectively known as “ASC 606”) effective January 1, 2018 using the modified retrospective transition approach applied to all contracts. Therefore, the reported results for the three months ended March 31, 2018 reflect the application of ASC 606 while the reported results for the three months ended March 31, 2017 were not adjusted and continue to be reported under the accounting guidance, ASC 605, *Revenue Recognition* (“ASC 605”), in effect for the prior period. The cumulative impact of adopting ASC 606 was an increase in the opening balance of retained earnings of \$208 million, primarily related to the deferral of incremental sales commissions incurred in obtaining contracts in prior periods.

Significant Accounting Policy

ASC 606 outlines a single comprehensive model to use in accounting for revenue arising from contracts with customers. The core principle, involving a five-step process, of the revenue model is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Company generates revenue from the delivery of processing, service and product solutions. Revenue is measured based on consideration specified in a contract with a customer, and excludes any amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer which may be at a point in time or over time.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue. Shipping and handling activities associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment activity and recognized as revenue at the point in time at which control of the goods transfers to the customer. As a practical expedient, the Company does not adjust the transaction price for the effects of a significant financing component if, at contract inception, the period between customer payment and the transfer of goods or services is expected to be one year or less.

Nature of Goods and Services

The Company’s operations are comprised of the Payments and Industry Products (“Payments”) segment and the Financial Institution Services (“Financial”) segment. Additional information regarding the Company’s business segments is included in Note 14. The following is a description of principal activities from which the Company generates its revenue. Contracts with customers are evaluated on a contract-by-contract basis as contracts may include multiple types of goods and services as described below.

Processing and Services

Processing and services revenue is generated from account- and transaction-based fees for data processing, transaction processing, electronic billing and payment services, electronic funds transfer and debit processing services; consulting and professional services; and software maintenance for ongoing client support.

The Company recognizes processing and services revenues in the period in which the specific service is performed unless they are not deemed distinct from other goods or services in which revenue would then be recognized as control is transferred of the combined goods and services. The Company’s arrangements for processing and services typically consist of an obligation to provide specific services to its customers on a when and if needed basis (a stand-ready obligation) and revenue is recognized from the satisfaction of the performance obligations in the amount billable to the customer. These services are provided under a fixed or declining (tier-based) price per unit based on volume of service, as well as minimum monthly usage fees. Fees for the Company’s processing and services arrangements are typically billed and paid on a monthly basis.

[Table of Contents](#)

Product

Product revenue is generated from integrated print and card production sales, as well as software license sales. For software license agreements that are distinct, the Company recognizes software license revenue upon delivery, assuming a contract is deemed to exist. Revenue for arrangements with customers that include significant customization, modification or production of software such that the software is not distinct is typically recognized over time based upon efforts expended, such as labor hours, to measure progress towards completion. For arrangements involving hosted licensed software for the customer, a software element is considered present to the extent the customer has the contractual right to take possession of the software at any time during the hosting period without significant penalty and it is feasible for the customer to either operate the software on their own hardware or contract with another vendor to host the software.

Significant Judgments in Application of the Guidance

The Company uses the following methods, inputs, and assumptions in determining amounts of revenue to recognize:

Identification of Performance Obligations

For multi-element arrangements, the Company accounts for individual goods or services as a separate performance obligation if they are distinct, the good or service is separately identifiable from other items in the arrangement, and if a customer can benefit from it on its own or with other resources that are readily available to the customer. If these criteria are not met, the promised goods or services are accounted for as a combined performance obligation.

Technology or service components from third parties are frequently embedded in or combined with the Company's applications or service offerings. Whether the Company recognizes revenue based on the gross amount billed to a customer or the net amount retained involves judgment that depends on the relevant facts and circumstances including the level of contractual responsibilities and obligations for delivering solutions to end customers.

Determination of Transaction Price

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring products or services to the customer. The Company includes any fixed charges within its contracts as part of the total transaction price. To the extent that variable consideration is not constrained, the Company includes an estimate of the variable amount, as appropriate, within the total transaction price and updates its assumptions over the duration of the contract.

Assessment of Estimates of Variable Consideration

Many of the Company's contracts with customers contain some component of variable consideration; however, the constraint will generally not result in a reduction in the estimated transaction price for most forms of variable consideration. The Company may constrain the estimated transaction price in the event of a high degree of uncertainty as to the final consideration amount due because of an extended length of time over which the fees may be adjusted.

Allocation of Transaction Price

The transaction price (including any discounts) is allocated between separate goods and services in a multi-element arrangement based on their relative standalone selling prices. The standalone selling prices are determined based on the prices at which the Company separately sells each good or service. For items that are not sold separately, the Company estimates the standalone selling prices using available information such as market conditions and internally approved pricing guidelines. In instances where there are observable selling prices for professional services and support and maintenance, the Company may apply the residual approach to estimate the standalone selling price of software licenses. In certain situations, primarily processing and services revenue described above, the Company allocates variable consideration to a distinct good(s) or service(s) within a contract. The Company allocates variable payments to one or more, but not all, of the distinct goods or services in a contract when (i) the variable payment relates specifically to the Company's efforts to transfer the distinct good or service and (ii) the variable payment is for an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to its customer.

Revenue Recognition During the Three Months Ended March 31, 2017

The Company generates revenue from the delivery of processing, service and product solutions. Revenue is recognized when written contracts are signed, delivery has occurred, the fees are fixed or determinable, and collectability is reasonably assured.

Processing and services revenue is recognized as services are provided and is primarily derived from contracts that generate account- and transaction-based fees for data processing, transaction processing, electronic billing and payment services, electronic funds transfer and debit processing services. In addition, processing and services revenue is derived from the fulfillment of professional services, including consulting activities. Certain of the Company's revenue is generated from multiple element arrangements involving various combinations of product and service deliverables. The deliverables within these arrangements are evaluated at contract inception to determine whether they represent separate units of accounting, and if so, contract consideration is allocated to each deliverable based on relative selling price. The relative selling price is determined using vendor specific objective evidence of fair value, third-party evidence or best estimate of selling price. Revenue is then recognized in accordance with the appropriate revenue recognition guidance applicable to the respective elements. Also included in processing and services revenue is software maintenance fee revenue for ongoing client support, which is recognized ratably over the term of the applicable support period, generally 12 months. Contract liabilities consist primarily of advance cash receipts for services (deferred revenue) and are recognized as revenue when the services are provided.

Product revenue is primarily derived from integrated print and card production sales, as well as software license sales which represented less than 1% of consolidated revenue. For software license agreements that do not require significant customization or modification, the Company recognizes software license revenue upon delivery, assuming persuasive evidence of an arrangement exists, the license fee is fixed or determinable, and collection is reasonably assured. Arrangements with customers that include significant customization, modification or production of software are accounted for under contract accounting, with revenue recognized using the percentage-of-completion method based upon efforts expended, such as labor hours, to measure progress towards completion. Changes in estimates for revenues, costs and profits are recognized in the period in which they are determinable and were not material for any period presented.

The Company includes reimbursements from clients, such as postage and telecommunication costs, in processing and services revenue and product revenue, while the related costs are included in cost of processing and services and cost of product.

Disaggregation of Revenue

The table below presents the Company's revenue disaggregated by major business, including a reconciliation with its reportable segments. Most of the Company's revenue is earned domestically within these major businesses, with revenue from clients outside the United States comprising approximately 5% of total revenue.

(In millions)

Three Months Ended March 31, 2018	Reportable Segments			
	Payments	Financial	Corporate and Other	Total
Major Business				
Digital Money Movement	\$ 352	\$ —	\$ —	\$ 352
Card and Related Services	414	—	—	414
Other	76	—	—	76
Total Payments	842	—	—	842
Account and Item Processing	—	506	—	506
Lending Solutions	—	56	—	56
Other	—	54	—	54
Total Financial	—	616	—	616
Corporate and Other	—	—	(18)	(18)
Total Revenue	\$ 842	\$ 616	\$ (18)	\$ 1,440

Contract Balances

The following table provides information about contract assets and contract liabilities from contracts with customers.

<u>(In millions)</u>	<u>March 31, 2018</u>	<u>January 1, 2018</u>
Contract assets	\$ 148	\$ 158
Contract liabilities	444	520

Contract assets, reported within other long-term assets in the consolidated balance sheet, primarily result from revenue being recognized where payment is contingent upon the transfer of services to a customer over the contractual period. Contract liabilities primarily relate to advance consideration received from customers (deferred revenue) for which transfer of control occurs, and therefore revenue is recognized, as services are provided. Contract balances are reported in a net contract asset or liability position on a contract-by-contract basis at the end of each reporting period.

During the three months ended March 31, 2018, contract liabilities decreased primarily due to the recognition of deferred maintenance revenue. The higher contract liability balance at January 1, 2018 was primarily attributed to an increased level of annual maintenance billings in the fourth quarter of 2017 as compared to the first quarter of 2018. The Company recognized \$170 million of revenue that was included in the contract liability balance at the beginning of the period, which exceeded advance cash receipts for services yet to be provided.

Transaction Price Allocated to Remaining Performance Obligations

The following table includes estimated revenue expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period.

<u>(In millions)</u>	<u>Remainder of:</u>					
<u>March 31, 2018</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>Thereafter</u>	
Processing and services	\$ 758	\$ 836	\$ 617	\$ 467	\$ 676	
Product	25	27	21	11	8	

The Company applies the optional exemption in paragraph 606-10-50-14(b) and does not disclose information about remaining performance obligations for account- and transaction-based processing fees that qualify for recognition in accordance with paragraph 606-10-55-18. These contracts generally have terms of three to five years, and contain variable consideration for stand-ready performance obligations for which the exact quantity and mix of transactions to be processed are contingent upon the customer's request. The Company also applies the optional exemptions in paragraph 606-10-50-14A and does not disclose information for variable consideration, including additional seat licenses, that is a sales-based or usage-based royalty promised in exchange for a license of intellectual property or that is allocated entirely to a wholly unsatisfied performance obligation or to a wholly unsatisfied promise to transfer a distinct good or service in a series. The amounts disclosed above as remaining performance obligations consist primarily of fixed or monthly minimum processing fees and maintenance fees under contracts with an original expected duration of greater than one year.

Contract Costs

The Company incurs incremental costs to obtain a contract as well as costs to fulfill contracts with customers that are expected to be recovered. These costs consist primarily of sales commissions incurred only if a contract is obtained and customer conversion or implementation related costs. Capitalized sales commissions and conversion or implementation costs totaled \$312 million and \$89 million, respectively, at March 31, 2018.

Capitalized contract costs are amortized based on the transfer of goods or services to which the asset relates. The amortization period also considers expected customer lives and whether the asset relates to goods or services transferred under a specific anticipated contract. These costs are primarily included in selling, general and administrative expenses and totaled \$24 million during the three months ended March 31, 2018. There was no impairment loss recognized during the three months ended March 31, 2018 related to capitalized contract costs.

Change in Accounting Policy

Except for the changes below, the Company has consistently applied the accounting policies to all periods presented in its consolidated financial statements. The details of the significant changes and quantitative impact of the changes are disclosed below.

[Table of Contents](#)

Sales Commissions

The Company previously recognized sales commission fees related to contracts with customers as selling expenses when incurred. Under ASC 606, the Company capitalizes incremental sales commission fees as costs of obtaining a contract and, if expected to be recovered, amortizes such costs using a portfolio approach consistent with the pattern of transfer of the good or service to which the asset relates.

Termination Fees

The Company previously recognized customer contract termination fees at a point in time upon deconversion or receipt of a non-refundable cash payment. Under ASC 606, a contract termination is considered a contract modification and therefore the Company recognizes contract termination fees under the new standard over the remaining modified contract term.

Contract Assets and Liabilities

The Company previously presented customer incentives and deferred revenue on a gross basis within its consolidated balance sheet. Under ASC 606, the Company reports net contract asset or liability positions on a contract-by-contract basis at the end of each reporting period.

Impacts on Financial Statements

The following tables summarize the impacts of ASC 606 adoption on the Company's consolidated financial statements as of and for the three months ended March 31, 2018.

Consolidated Statement of Income

(In millions, unaudited)	Impact of changes in accounting policies		
	As reported	Adjustments	Balances without adoption of ASC 606
Three Months Ended March 31, 2018			
Revenue:			
Processing and services	\$ 1,238	\$ (22)	\$ 1,216
Product	202	(3)	199
Total revenue	1,440	(25)	1,415
Expenses:			
Cost of processing and services	568	1	569
Cost of product	191	(2)	189
Selling, general and administrative	305	2	307
Gain on sale of business	(232)	(3)	(235)
Total expenses	832	(2)	830
Operating income	608	(23)	585
Interest expense	(45)	—	(45)
Income before income taxes	563	(23)	540
Income tax provision	(140)	7	(133)
Net income	\$ 423	\$ (16)	\$ 407
Net income per share – basic	\$ 1.02	\$ (0.03)	\$ 0.99
Net income per share – diluted	\$ 1.00	\$ (0.03)	\$ 0.97
Shares used in computing net income per share:			
Basic	413.1	—	413.1
Diluted	421.6	—	421.6

Consolidated Statement of Comprehensive Income

Three Months Ended March 31, 2018	Impact of changes in accounting policies		
	As reported	Adjustments	Balances without adoption of ASC 606
Net income	\$ 423	\$ (16)	\$ 407
Other comprehensive (loss) income:			
Fair market value adjustment on cash flow hedges, net of income tax provision of zero	(1)	—	(1)
Reclassification adjustment for net realized gains on cash flow hedges included in cost of processing and services, net of income tax benefit of \$1 million	(2)	—	(2)
Reclassification adjustment for net realized losses on cash flow hedges included in interest expense, net of income tax provision of zero	1	—	1
Total other comprehensive loss	(2)	—	(2)
Comprehensive income	\$ 421	\$ (16)	\$ 405

Consolidated Balance Sheet

March 31, 2018	Impact of changes in accounting policies		
	As reported	Adjustments	Balances without adoption of ASC 606
Assets			
Cash and cash equivalents	\$ 382	\$ —	\$ 382
Trade accounts receivable, net	878	(8)	870
Prepaid expenses and other current assets	508	19	527
Total current assets	1,768	11	1,779
Property and equipment, net	375	—	375
Intangible assets, net	1,855	—	1,855
Goodwill	5,454	—	5,454
Contract costs, net	401	(322)	79
Other long-term assets	314	122	436
Total assets	\$ 10,167	\$ (189)	\$ 9,978
Liabilities and Shareholders' Equity			
Accounts payable and accrued expenses	\$ 1,303	\$ (9)	\$ 1,294
Current maturities of long-term debt	1	—	1
Contract liabilities	379	100	479
Total current liabilities	1,683	91	1,774
Long-term debt	4,603	—	4,603
Deferred income taxes	693	(76)	617
Long-term contract liabilities	65	19	84
Other long-term liabilities	152	—	152
Total liabilities	7,196	34	7,230
Total shareholders' equity	2,971	(223)	2,748
Total liabilities and shareholders' equity	\$ 10,167	\$ (189)	\$ 9,978

Consolidated Statement of Cash Flows
(In millions, unaudited)

Three Months Ended March 31, 2018	Impact of changes in accounting policies		
	As reported	Adjustments	Balances without adoption of ASC 606
Cash flows from operating activities			
Net income	\$ 423	\$ (16)	\$ 407
Adjustments to reconcile net income to net cash provided by operating activities from continuing operations:			
Depreciation and other amortization	94	(18)	76
Amortization of acquisition-related intangible assets	40	—	40
Share-based compensation	19	—	19
Deferred income taxes	77	(7)	70
Gain on sale of business	(232)	(3)	(235)
Changes in assets and liabilities, net of effects from acquisitions and dispositions:			
Trade accounts receivable	67	6	73
Prepaid expenses and other assets	(44)	(2)	(46)
Contract costs	(50)	25	(25)
Accounts payable and other liabilities	38	(4)	34
Contract liabilities	(60)	19	(41)
Net cash provided by operating activities from continuing operations	372	—	372
Cash flows from investing activities:			
Capital expenditures, including capitalization of software costs	(77)	—	(77)
Proceeds from sale of business	419	—	419
Purchases of investments	(1)	—	(1)
Other investing activities	(10)	—	(10)
Net cash provided by investing activities from continuing operations	331	—	331
Cash flows from financing activities:			
Debt proceeds	509	—	509
Debt repayments	(806)	—	(806)
Proceeds from issuance of treasury stock	28	—	28
Purchases of treasury stock, including employee shares withheld for tax obligations	(427)	—	(427)
Net cash used in financing activities from continuing operations	(696)	—	(696)
Net change in cash and cash equivalents from continuing operations	7	—	7
Net cash flows from discontinued operations provided by investing activities	50	—	50
Cash and cash equivalents, beginning balance	325	—	325
Cash and cash equivalents, ending balance	\$ 382	\$ —	\$ 382

4. Acquisitions

On January 17, 2017, the Company completed its acquisition of Online Banking Solutions, Inc. (“OBS”), a provider of cash management and digital business banking solutions that complement and enrich the Company’s existing solutions. On July 31, 2017, the Company acquired the assets of PCLender, LLC (“PCLender”), a leader in internet-based mortgage software and mortgage lending technology solutions. The OBS and PCLender acquisitions are included in the Financial segment as their products are integrated across a number of the Company’s account processing solutions and will enable the Company’s bank and credit union clients to better serve their commercial and mortgage customers. On August 18, 2017, the Company acquired Dovetail Group Limited (“Dovetail”), a leading provider of bank payments and liquidity management solutions. On September 1, 2017, the Company completed its acquisition of Monitise plc (“Monitise”), a provider of digital solutions that enables innovative digital banking experiences for leading financial institutions worldwide. The Dovetail and Monitise acquisitions are included in the Payments segment and will further enable the Company to help financial institutions around the world transform their payments infrastructure and to expand its digital leadership, respectively.

The Company acquired these four businesses for an aggregate purchase price of \$384 million, net of \$33 million of acquired cash, along with earn-out provisions estimated at a fair value of \$15 million. The purchase price allocations for these acquisitions resulted in acquired software and technology and customer related intangible assets totaling \$163 million and goodwill of \$217 million. The other net assets of \$19 million include \$50 million of assets held for sale and approximately \$20 million of deferred tax liabilities. The purchase price allocations were finalized for the OBS and PCLender acquisitions in 2017 and for the Dovetail and Monitise acquisitions in the first quarter of 2018, and did not materially change from the preliminary allocations. The goodwill from these acquisitions is primarily attributed to synergies and the anticipated value created by selling the products and services that these businesses provide into the Company’s existing client base. Approximately \$70 million of the goodwill is expected to be deductible for tax purposes.

The results of operations for these acquired businesses have been included in the accompanying consolidated statements of income from the dates of acquisition. This includes revenue of \$21 million and \$2 million in the first quarter of 2018 and 2017, respectively, and impacts to operating income in each period of less than \$3 million excluding acquired intangible asset amortization. Pro forma information for the Company’s acquisitions is not provided because they did not have a material effect on the Company’s consolidated results of operations.

On January 10, 2018, the Company completed the sale of the retail voucher business, MyVoucherCodes, acquired as part of its acquisition of Monitise in September 2017 for proceeds of £37 million (\$50 million). The corresponding assets of \$50 million, consisting primarily of goodwill, are presented as held for sale in the Company’s consolidated balance sheet at December 31, 2017, and the corresponding proceeds received during the first quarter of 2018 are presented within discontinued operations since the business was never considered part of the Company’s ongoing operations. There was no impact to operating income or gain/loss recognized on the sale in the first quarter of 2018.

5. Investments in Unconsolidated Affiliates

Lending Joint Ventures

On March 29, 2018, the Company completed the sale of a 55% controlling interest of each of Fiserv Automotive Solutions, LLC and Fiserv LS LLC, which were subsidiaries of the Company that owned its Lending Solutions business (collectively, the “Lending Joint Ventures”), to funds affiliated with Warburg Pincus LLC. The Lending Joint Ventures, which were reported within the Financial segment, include all of the Company’s automotive loan origination and servicing products, as well as its LoanServ™ mortgage and consumer loan servicing platform. The Company received gross sale proceeds of \$419 million from the transactions. The Company recognized a pre-tax gain on the sale of \$232 million, with the related tax expense of \$78 million recorded through the income tax provision, in the consolidated statement of income. The pre-tax gain includes \$124 million related to the remeasurement of the Company’s 45% retained interests based upon the estimated enterprise value of the Lending Joint Ventures. Contingent consideration of up to \$20 million under defined special distribution provisions within the transaction agreements is being accounted for by the Company as a gain contingency and will therefore be recognized in future periods to the extent the contingency is resolved and thereby realized. The Company’s remaining 45% ownership interests of \$58 million at March 31, 2018 are accounted for as equity method investments and are reported within other long-term assets in the consolidated balance sheet. The Company will report its share of the Lending Joint Ventures’ net income as income from investments in unconsolidated affiliates, and the revenues and expenses of the Lending Joint Ventures after the sale transactions are not included in the Company’s consolidated statements of income. The Company’s consolidated financial statements for all periods prior to the sale transactions include the revenues, expenses and cash flows of the Lending Joint Ventures.

[Table of Contents](#)

Prior to the sale transactions described above, the Lending Joint Ventures entered into variable-rate term loan facilities for an aggregate amount of \$350 million in senior unsecured debt and variable-rate revolving credit facilities for an aggregate amount of \$35 million with a syndicate of banks, which transferred to the Lending Joint Ventures as part of the sale. The Company has guaranteed this debt of the Lending Joint Ventures and does not anticipate that the Lending Joint Ventures will fail to fulfill their debt obligations. These debt facilities mature in March 2023, and there have been no borrowings on the revolving credit facilities. The Company has recorded a \$34 million liability as a reduction to the gain on sale transactions for the estimated fair value of its obligations to stand ready to perform over the term of the guarantees, which are reported primarily within other long-term liabilities in the consolidated balance sheet. In conjunction with the sale transactions described above, the Company also entered into certain transition services agreements to provide various administration, business process outsourcing, technical and data center related services for defined periods to the Lending Joint Ventures.

StoneRiver Group, L.P.

The Company owns a 49% interest in StoneRiver Group, L.P. ("StoneRiver"), which is accounted for as an equity method investment. The Company reports its share of StoneRiver's net income as income from investment in unconsolidated affiliate, with the related tax expense reported within the income tax provision, in the consolidated statements of income. During the three months ended March 31, 2017, StoneRiver recognized a gain on the sale of a business. The Company's pre-tax share of the gain was \$26 million, with related tax expense of \$9 million. During the three months ended March 31, 2017, the Company received a cash dividend of \$31 million from StoneRiver, which was funded from the sale transaction and recorded as a reduction in the Company's investment in StoneRiver. The entire dividend represented a return on the Company's investment and is reported in cash flows from operating activities.

6. Share-Based Compensation

The Company recognized \$19 million and \$16 million of share-based compensation expense during the three months ended March 31, 2018 and 2017, respectively. The Company's annual grant of share-based awards generally occurs in the first quarter. During the three months ended March 31, 2018 and 2017, stock options to purchase 1.6 million and 1.4 million shares, respectively, were exercised.

A summary of stock option, restricted stock unit and performance share unit grant activity is as follows:

	Three Months Ended March 31,			
	2018		2017	
	Shares Granted (In thousands)	Weighted-Average Grant Date Fair Value	Shares Granted (In thousands)	Weighted-Average Grant Date Fair Value
Stock options	1,193	\$ 22.40	1,296	\$ 18.60
Restricted stock units	374	69.77	511	56.82
Performance share units	165	75.39	110	56.91

7. Income Taxes

Income tax provision as a percentage of income before income from investment in unconsolidated affiliate was 24.9% and 31.7% in the first quarter of 2018 and 2017, respectively. The lower rate in the first quarter of 2018 was primarily attributable to the enactment of the Tax Act, which reduced the U.S. federal corporate tax rate from 35 percent to 21 percent beginning in 2018, and is further described below. The rate in the first quarter of 2018 included \$78 million of income tax expense associated with the \$232 million gain on the sale of a 55% interest of the Company's Lending Solutions business. The rate in the first quarter of 2017 included \$9 million of income tax expense associated with the Company's share of the gain on the sale of a business at StoneRiver.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act. The Tax Act makes broad changes to the U.S. tax code, including, but not limited to, (1) reducing the U.S. federal corporate tax rate from 35 percent to 21 percent beginning in 2018; (2) requiring companies to pay a one-time transition tax on certain un-repatriated earnings of foreign subsidiaries; (3) generally eliminating U.S. federal income taxes on dividends from foreign subsidiaries; (4) requiring U.S. federal taxable income to include certain earnings of controlled foreign corporations; and (5) creating a new limitation on deductible interest expense.

[Table of Contents](#)

During the first quarter of 2018, there have been no changes to the provisional adjustments recorded in 2017 as a result of the Tax Act. The Company's accounting for certain elements of the Tax Act continues to be evaluated; however, any associated impacts are not expected to be material.

8. Shares Used in Computing Net Income Per Share

The computation of shares used in calculating basic and diluted net income per common share is as follows:

<u>(In millions)</u>	Three Months Ended March 31,	
	2018	2017
Weighted-average common shares outstanding used for the calculation of net income per share – basic	413.1	429.1
Common stock equivalents	8.5	9.4
Weighted-average common shares outstanding used for the calculation of net income per share – diluted	421.6	438.5

For the three months ended March 31, 2018 and 2017, stock options for 0.7 million and 2.4 million shares, respectively, were excluded from the calculation of diluted weighted-average outstanding shares because their impact was anti-dilutive.

9. Fair Value Measurements

The Company applies fair value accounting for all assets and liabilities that are recognized or disclosed at fair value in its consolidated financial statements on a recurring basis. Fair value represents the amount that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, the Company considers the principal or most advantageous market and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability.

The fair values of cash equivalents, trade accounts receivable, settlement assets and obligations, accounts payable, and client deposits approximate their respective carrying values due to the short period of time to maturity. The estimated fair value of total debt was \$4.7 billion at March 31, 2018 and \$5.0 billion at December 31, 2017. The Company's contingent consideration liability arising from the OBS acquisition had an estimated fair value of \$15 million at both March 31, 2018 and at December 31, 2017, which was based on the present value of a probability-weighted assessment approach derived from the likelihood of achieving the various earn-out criteria (level 3 of the fair value hierarchy). This estimated fair value has not changed since the acquisition date. The Company's debt guarantee arrangements with the Lending Joint Ventures had an aggregate estimated fair value of \$34 million at March 31, 2018, which was based on the present value of the Company's stand-ready obligations to perform over the term of the guarantees using the Company's current incremental borrowing rate (level 3 of the fair value hierarchy). These liabilities are both reported primarily in other long-term liabilities in the consolidated balance sheets.

10. Intangible Assets

Intangible assets consisted of the following:

(In millions)	Gross Carrying Amount	Accumulated Amortization	Net Book Value
March 31, 2018			
Customer related intangible assets	\$ 2,294	\$ 1,198	\$ 1,096
Acquired software and technology	578	468	110
Trade names	117	66	51
Capitalized software development costs	747	290	457
Purchased software	257	116	141
Total	\$ 3,993	\$ 2,138	\$ 1,855

(In millions)	Gross Carrying Amount	Accumulated Amortization	Net Book Value
December 31, 2017			
Customer related intangible assets	\$ 2,293	\$ 1,168	\$ 1,125
Acquired software and technology	579	460	119
Trade names	117	64	53
Capitalized software development costs	737	282	455
Purchased software	241	111	130
Total	\$ 3,967	\$ 2,085	\$ 1,882

The Company estimates that annual amortization expense with respect to acquired intangible assets recorded at March 31, 2018, which include customer related intangible assets, acquired software and technology, and trade names, will be approximately \$160 million in each of 2018 and 2019, \$130 million in each of 2020 and 2021, and \$120 million in 2022. Amortization expense with respect to capitalized and purchased software recorded at March 31, 2018 is estimated to approximate \$170 million in 2018.

11. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following:

(In millions)	March 31, 2018	December 31, 2017
Trade accounts payable	\$ 81	\$ 80
Client deposits	500	481
Settlement obligations	278	379
Accrued compensation and benefits	123	198
Other accrued expenses	321	221
Total	\$ 1,303	\$ 1,359

12. Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss by component, net of income taxes, consisted of the following:

(In millions)	Cash Flow Hedges	Foreign Currency Translation	Other	Total
Balance at December 31, 2017	\$ (14)	\$ (38)	\$ (2)	\$ (54)
Other comprehensive loss before reclassifications	(1)	—	—	(1)
Amounts reclassified from accumulated other comprehensive loss	(1)	—	—	(1)
Net current-period other comprehensive loss	(2)	—	—	(2)
Cumulative-effect adjustment of ASU 2017-12 adoption from retained earnings	3	—	—	3
Cumulative-effect adjustment of ASU 2018-02 adoption to retained earnings	(3)	—	—	(3)
Balance at March 31, 2018	\$ (16)	\$ (38)	\$ (2)	\$ (56)

(In millions)	Cash Flow Hedges	Foreign Currency Translation	Other	Total
Balance at December 31, 2016	\$ (24)	\$ (50)	\$ (2)	\$ (76)
Other comprehensive income before reclassifications	2	5	—	7
Amounts reclassified from accumulated other comprehensive loss	2	—	—	2
Net current-period other comprehensive income	4	5	—	9
Balance at March 31, 2017	\$ (20)	\$ (45)	\$ (2)	\$ (67)

Based on the amounts recorded in accumulated other comprehensive loss at March 31, 2018, the Company estimates that it will recognize approximately \$6 million in interest expense during the next twelve months related to settled interest rate hedge contracts.

Derivatives are recorded in the consolidated balance sheets as either an asset or liability measured at fair value. For a derivative designated as a cash flow hedge, changes in the fair value of the derivative are recorded as a component of accumulated other comprehensive loss with an offsetting adjustment to the basis of the item being hedged. Changes in fair value are then recognized in the consolidated statements of income when the hedged item affects earnings, reported within the same line as the hedged item. The Company's policy is to enter into derivatives with creditworthy institutions and not to enter into such derivatives for speculative purposes.

The Company has entered into foreign currency forward exchange contracts, which have been designated as cash flow hedges, to hedge foreign currency exposure to the Indian Rupee. As of March 31, 2018 and December 31, 2017, the notional amount of these derivatives was \$155 million and \$150 million, respectively, and the fair value totaling approximately \$5 million and \$8 million, respectively, is reported in prepaid expenses and other current assets in the consolidated balance sheets. Based on the amounts recorded in accumulated other comprehensive loss at March 31, 2018, the Company estimates that it will recognize gains of approximately \$5 million in cost of processing and services during the next twelve months as foreign currency forward exchange contracts settle.

13. Cash Flow Information

Supplemental cash flow information consisted of the following:

(In millions)	Three Months Ended March 31,	
	2018	2017
Interest paid	\$ 12	\$ 7
Income taxes paid	8	11
Treasury stock purchases settled after the balance sheet date	14	24

14. Business Segment Information

The Company's operations are comprised of the Payments segment and the Financial segment. The Payments segment primarily provides electronic bill payment and presentment services, internet and mobile banking software and services, account-to-account transfers, person-to-person payment services, debit and credit card processing and services, payments infrastructure services, and other electronic payments software and services. The businesses in this segment also provide card and print personalization services, investment account processing services for separately managed accounts, and fraud and risk management products and services. The Financial segment provides depository institutions and leasing and finance companies with account processing services, item processing and source capture services, loan origination and servicing products, cash management and consulting services, and other products and services that support numerous types of financial transactions. Corporate and Other primarily consists of unallocated corporate expenses including share-based compensation, amortization of acquisition-related intangible assets, intercompany eliminations and other activities that are not considered when management evaluates segment performance, such as gains on sales of businesses.

(In millions)	Payments	Financial	Corporate and Other	Total
Three Months Ended March 31, 2018				
Processing and services revenue	\$ 653	\$ 582	\$ 3	\$ 1,238
Product revenue	189	34	(21)	202
Total revenue	\$ 842	\$ 616	\$ (18)	\$ 1,440
Operating income	\$ 271	\$ 202	\$ 135	\$ 608
Three Months Ended March 31, 2017				
Processing and services revenue	\$ 595	\$ 580	\$ 3	\$ 1,178
Product revenue	199	40	(23)	216
Total revenue	\$ 794	\$ 620	\$ (20)	\$ 1,394
Operating income	\$ 259	\$ 196	\$ (90)	\$ 365

Goodwill in the Payments segment was \$3.8 billion as of both March 31, 2018 and December 31, 2017. Goodwill in the Financial segment was \$1.7 billion and \$1.8 billion as of March 31, 2018 and December 31, 2017, respectively.

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

Forward-Looking Statements

This quarterly report contains "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include those that express a plan, belief, expectation, estimation, anticipation, intent, contingency, future development or similar expression, and can generally be identified as forward-looking because they include words such as "believes," "anticipates," "expects," "could," "should" or words of similar meaning. Statements that describe our future plans, objectives or goals are also forward-looking statements. The forward-looking statements in this report involve significant risks and uncertainties, and a number of factors, both foreseen and unforeseen, could cause actual results to differ materially from our current expectations. The factors that may affect our results include, among others: pricing and other actions by competitors; the capacity of our technology to keep pace with a rapidly evolving marketplace; the impact of a security breach or operational failure on our business; the effect of legislative and regulatory actions in the United States and internationally; our ability to comply with government regulations; our ability to successfully identify, complete and integrate acquisitions, and to realize the anticipated benefits associated with the same; the impact of our strategic initiatives; the impact of market and economic conditions on the financial services industry; and other factors identified in our Annual Report on Form 10-K for the year ended December 31, 2017 and in other documents that we file with the Securities and Exchange Commission. You should consider these factors carefully in evaluating forward-looking statements and are cautioned not to place undue reliance on such statements, which speak only as of the date of this report. We undertake no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of this report.

Management's discussion and analysis of financial condition and results of operations is provided as a supplement to our unaudited consolidated financial statements and accompanying notes to help provide an understanding of our financial condition, the changes in our financial condition and our results of operations. Our discussion is organized as follows:

- *Overview.* This section contains background information on our company and the services and products that we provide, acquisitions and dispositions, our enterprise priorities, and the trends affecting our industry in order to provide context for management's discussion and analysis of our financial condition and results of operations.
- *Changes in critical accounting policies and estimates.* This section contains a discussion of changes since our Annual Report on Form 10-K for the year ended December 31, 2017 in the accounting policies that we believe are important to our financial condition and results of operations and that require judgment and estimates on the part of management in their application.
- *Results of operations.* This section contains an analysis of our results of operations presented in the accompanying unaudited consolidated statements of income by comparing the results for the three months ended March 31, 2018 to the comparable period in 2017.
- *Liquidity and capital resources.* This section provides an analysis of our cash flows and a discussion of our outstanding debt as of March 31, 2018.

Overview

Company Background

We are a leading global provider of financial services technology. We provide account processing systems, electronic payments processing products and services, internet and mobile banking systems, and related services. We serve over 12,000 clients worldwide, including banks, savings banks, credit unions, investment management firms, leasing and finance companies, billers, retailers, merchants, and building societies. The majority of our revenue is generated from recurring account- and transaction-based fees under contracts that generally have terms of three to five years and high renewal rates. Most of the services we provide are necessary for our clients to operate their businesses and are, therefore, non-discretionary in nature.

Our operations are principally located in the United States and are comprised of the Payments and Industry Products ("Payments") segment and the Financial Institution Services ("Financial") segment. The Payments segment primarily provides electronic bill payment and presentment services, internet and mobile banking software and services, account-to-account transfers, person-to-person payment services, debit and credit card processing and services, payments infrastructure services, and other electronic payments software and services. Our businesses in this segment also provide card and print personalization services, investment account processing services for separately managed accounts, and fraud and risk management products

[Table of Contents](#)

and services. The Financial segment provides banks, credit unions, and leasing and finance companies with account processing services, item processing and source capture services, loan origination and servicing products, cash management and consulting services, and other products and services that support numerous types of financial transactions. Corporate and Other primarily consists of unallocated corporate expenses including share-based compensation, amortization of acquisition-related intangible assets, intercompany eliminations and other costs that are not considered when management evaluates segment performance.

On February 21, 2018, our board of directors declared a two-for-one stock split of our common stock and a proportionate increase in the number of our authorized shares of common stock. The additional shares were distributed on March 19, 2018 to shareholders of record at the close of business on March 5, 2018. Our common stock began trading at the split-adjusted price on March 20, 2018. All share and per share amounts are retroactively presented on a split-adjusted basis.

Acquisitions and Dispositions

We frequently review our portfolio to ensure we have the right set of businesses to execute on our strategy. We expect to acquire businesses when we identify: a compelling strategic need, such as a product, service or technology that helps meet client demand; an opportunity to change industry dynamics; a way to achieve business scale; or similar considerations. We expect to divest businesses that are not in line with our market, product or financial strategies.

In March 2018, we sold a 55% interest of our Lending Solutions business, which was reported within the Financial segment, retaining 45% ownership interests in the joint ventures (the “Lending Joint Ventures”). We received gross sale proceeds of \$419 million from the transaction. In addition, in January 2018, we completed the sale of the retail voucher business acquired in our 2017 acquisition of Monitise for proceeds of £37 million (\$50 million), and in May 2017, we sold our Australian item processing business, which was reported within the Financial segment, for approximately \$17 million.

During 2017, we completed four acquisitions for an aggregate purchase price of \$384 million, net of \$33 million of acquired cash, along with earn-out provisions estimated at a fair value of \$15 million. In January 2017, we completed our acquisition of Online Banking Solutions, Inc. (“OBS”), a provider of cash management and digital business banking solutions that complement and enrich our existing solutions. In July 2017, we acquired the assets of PCLender, LLC (“PCLender”), a leader in internet-based mortgage software and mortgage lending technology solutions. The OBS and PCLender acquisitions are included in the Financial segment as their products are integrated across a number of our account processing solutions and will enable our bank and credit union clients to better serve their commercial and mortgage customers. In August 2017, we acquired Dovetail Group Limited (“Dovetail”), a leading provider of bank payments and liquidity management solutions. In September 2017, we completed our acquisition of Monitise plc (“Monitise”), a provider of digital solutions that enables innovative digital banking experiences for leading financial institutions worldwide. The Dovetail and Monitise acquisitions are included in the Payments segment and will further enable us to help financial institutions around the world transform their payments infrastructure and to expand our digital leadership, respectively.

Enterprise Priorities

We continue to implement a series of strategic initiatives to help accomplish our mission of providing integrated technology and services solutions that enable best-in-class results for our clients. These strategic initiatives include active portfolio management of our businesses, enhancing the overall value of our existing client relationships, improving operational effectiveness, being disciplined in our allocation of capital, and differentiating our products and services through innovation. Our key enterprise priorities for 2018 are: (i) to continue to build high-quality revenue while meeting our earnings goals; (ii) to enhance client relationships with an emphasis on digital and payment solutions; and (iii) to deliver innovation and integration which enables differentiated value for our clients.

Industry Trends

The market for products and services offered by financial institutions continues to evolve rapidly. The traditional financial industry and other market entrants regularly introduce and implement new payment, deposit, lending, investment and risk management products, and the distinctions among the products and services traditionally offered by different types of financial institutions continue to narrow as they seek to serve the same customers. At the same time, the evolving regulatory and cybersecurity landscape has continued to create a challenging operating environment for financial institutions. For example, legislation such as the Dodd-Frank Wall Street Reform and Consumer Protection Act has generated, and may continue to generate, new regulations impacting the financial industry. These conditions, along with mild economic improvement, have created heightened interest in solutions that help financial institutions win and retain customers, generate incremental revenue, comply with regulations and enhance operating efficiency. Examples of these solutions include our electronic payments solutions and channels such as internet, mobile and tablet banking, sometimes referred to as “digital channels.”

[Table of Contents](#)

This increased focus on digital channels by both financial institutions and their customers, as well as the growing volume and types of payment transactions in the marketplace, have increased the data and transaction processing needs of financial institutions. We expect that financial institutions will continue to invest significant capital and human resources to process transactions, manage information, maintain regulatory compliance and offer innovative new services to their customers in this rapidly evolving and competitive environment. We anticipate that we will benefit over the long term from the trend of financial institutions moving from in-house technology to outsourced solutions as they seek to remain current on technology changes in an evolving marketplace. We believe that economies of scale in developing and maintaining the infrastructure, technology, products, services and networks necessary to be competitive in such an environment are essential to justify these investments, and we anticipate that demand for products that facilitate customer interaction with financial institutions, including electronic transactions through digital channels, will continue to increase, which we expect to create revenue opportunities for us. Based on these market conditions, we believe that our sizable and diverse client base, combined with our position as a leading provider of non-discretionary, recurring revenue-based products and services, gives us a solid foundation for growth. Furthermore, we believe that the integration of our products and services creates a compelling value proposition for our clients.

In addition to the trends described above, the financial institutions marketplace has experienced change in composition as well. During the past 25 years, the number of financial institutions in the United States has declined at a relatively steady rate of approximately 3% per year, primarily as a result of voluntary mergers and acquisitions. Rather than reducing the overall market, these consolidations have transferred accounts among financial institutions. An acquisition benefits us when a newly combined institution is processed on our system, or elects to move to one of our systems, and negatively impacts us when a competing system is selected. Financial institution acquisitions also impact our financial results due to early contract termination fees in our multi-year client contracts, which are primarily generated when an existing client with a multi-year contract is acquired by another financial institution. These fees can vary from period to period based on the number and size of clients that are acquired and how early in the contract term the contract is terminated. Our revenue is diversified, and our focus on long-term client relationships and recurring, transaction-oriented products and services has reduced the impact that consolidation in the financial services industry has had on us. We have clients that span the entire range of financial institutions in terms of asset size and business model, and our 50 largest financial institution clients represent less than 25% of our annual revenue. In addition, we believe that our products and services can assist financial institutions with the regulatory and market challenges that they currently face by providing, among other things, new sources of revenue and opportunities to reduce their costs.

Changes in Critical Accounting Policies and Estimates

Our consolidated financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States, which require management to make estimates, judgments and assumptions that affect the reported amount of assets, liabilities, revenue and expenses. In our Annual Report on Form 10-K for the year ended December 31, 2017, we identified our critical accounting policies and estimates. We continually evaluate the accounting policies and estimates that we use to prepare our consolidated financial statements, including for recently adopted accounting pronouncements, and base our estimates on historical experience and assumptions that we believe are reasonable in light of current circumstances. Actual amounts and results could differ materially from these estimates. Significant changes to our critical accounting policies and estimates as a result of adopting ASU 2014-09, *Revenue from Contracts with Customers*, and its related amendments (collectively “ASC 606”) are as follows:

Revenue Recognition

We adopted ASC 606 effective January 1, 2018 using the modified retrospective transition approach applied to all contracts. Additional information about our revenue recognition policies and the related impact of the adoption is included in Notes 2 and 3 to the consolidated financial statements.

There have been no other material changes to our critical accounting policies and estimates from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

Results of Operations

The following table presents certain amounts included in our consolidated statements of income, the relative percentage that those amounts represent to revenue and the change in those amounts from year to year. This information should be read together with the unaudited consolidated financial statements and accompanying notes.

(In millions)	Three Months Ended March 31,					
			Percentage of Revenue (1)		Increase (Decrease)	
	2018	2017	2018	2017	\$	%
Revenue:						
Processing and services	\$ 1,238	\$ 1,178	86.0 %	84.5 %	\$ 60	5 %
Product	202	216	14.0 %	15.5 %	(14)	(6)%
Total revenue	1,440	1,394	100.0 %	100.0 %	46	3 %
Expenses:						
Cost of processing and services	568	570	45.9 %	48.4 %	(2)	—
Cost of product	191	182	94.6 %	84.3 %	9	5 %
Sub-total	759	752	52.7 %	53.9 %	7	1 %
Selling, general and administrative	305	277	21.2 %	19.9 %	28	10 %
Gain on sale of business	(232)	—	(16.1)%	—	232	—
Total expenses	832	1,029	57.8 %	73.8 %	(197)	(19)%
Operating income	608	365	42.2 %	26.2 %	243	67 %
Interest expense	(45)	(42)	(3.1)%	(3.0)%	3	7 %
Income before income taxes and income from investment in unconsolidated affiliate	\$ 563	\$ 323	39.1 %	23.2 %	\$ 240	74 %

(1) Percentage of revenue is calculated as the relevant revenue, expense, income or loss amount divided by total revenue, except for cost of processing and services and cost of product amounts which are divided by the related component of revenue.

(In millions)	Three Months Ended March 31,				
	Payments	Financial	Corporate and Other	Total	
Total revenue:					
2018	\$ 842	\$ 616	\$ (18)	\$ 1,440	
2017	794	620	(20)	1,394	
Revenue growth	\$ 48	\$ (4)	\$ 2	\$ 46	
Revenue growth percentage	6%	(1)%		3%	
Operating income:					
2018	\$ 271	\$ 202	\$ 135	\$ 608	
2017	259	196	(90)	365	
Operating income growth	\$ 12	\$ 6	\$ 225	\$ 243	
Operating income growth percentage	5%	3 %		67%	
Operating margin:					
2018	32.2%	32.8 %		42.2%	
2017	32.7%	31.6 %		26.2%	
Operating margin growth (1)	(50) bps	120 bps		1,600 bps	

(1) Represents the basis point growth or decline in operating margin.

[Table of Contents](#)

Total Revenue

Total revenue increased \$46 million, or 3%, in the first quarter of 2018 compared to the first quarter of 2017, with revenue growth of 6% in our Payments segment and revenue contraction of 1% in our Financial segment.

Revenue in our Payments segment increased \$48 million, or 6%, during the first quarter of 2018 compared to 2017. Revenue growth at our card services and biller solutions businesses contributed 3% and 1%, respectively, to the Payments segment growth in the first quarter of 2018 largely due to increased transaction volumes. In addition, revenue from businesses acquired in 2017 contributed 2% to Payments segment revenue growth in the first quarter of 2018.

Revenue in our Financial segment decreased \$4 million, or 1%, during the first quarter of 2018 compared to 2017. The Financial segment revenue decline was attributable to the Australian item processing business disposition in May 2017 and lower software license revenue in the quarter, which each negatively impacted Financial segment revenue growth by approximately 1.5% compared to the first quarter of 2017. Financial segment revenue decline was partially offset by other revenue growth contributions of 2% in our account processing businesses in the first quarter of 2018.

Total Expenses

Total expenses decreased \$197 million in the first quarter of 2018, or 19%, compared to 2017. Total expenses as a percentage of total revenue decreased to 57.8% in the first quarter of 2018 compared to 73.8% in the first quarter of 2017. Total expenses and total expenses as a percentage of total revenue were positively impacted by the gain on sale of business of \$232 million in the first quarter of 2018.

Cost of processing and services as a percentage of processing and services revenue decreased to 45.9% in the first quarter of 2018 compared to 48.4% in the first quarter of 2017. Cost of processing and services as a percentage of processing and services revenue in 2018 was favorably impacted by 110 basis points from scalable revenue growth in our Payments segment and by 80 basis points from our account processing businesses driven by expense management.

Cost of product as a percentage of product revenue increased to 94.6% in the first quarter of 2018 compared to 84.3% in the first quarter of 2017. The increase in cost of product as a percentage of product revenue in 2018 was primarily attributable to a reduction in higher-margin software license revenue, which negatively impacted cost of product as a percentage of product revenue by approximately 400 basis points. In addition, the 2017 acquisitions and product mix in our output solutions business each negatively impacted cost of product as a percentage of product revenue by approximately 200 basis points in 2018.

Selling, general and administrative expenses as a percentage of total revenue increased to 21.2% in the first quarter of 2018 compared to 19.9% in the first quarter of 2017. The increase in selling, general and administrative expenses as a percentage of total revenue in 2018 was primarily due to increased costs associated with acquisitions.

The gain on sale of business of \$232 million in the first quarter of 2018 was driven by the sale of a 55% interest of our Lending Solutions business.

Operating Income and Operating Margin

Total operating income increased \$243 million, or 67%, in the first quarter of 2018 compared to 2017. Total operating margin increased to 42.2% in the first quarter of 2018 compared to 26.2% in 2017.

Operating income in our Payments segment increased \$12 million, or 5%, in the first quarter of 2018 compared to 2017. Operating margin decreased 50 basis points to 32.2% in the first quarter of 2018 compared to 2017 due to increased expenses from the Dovetail and Monitise acquisitions and revenue mix in our output solutions business, which impacted Payments segment operating margin in 2018 by 170 basis points and 50 basis points, respectively. This was partially offset by 180 basis points of Payments segment operating margin improvement in 2018 from scalable revenue growth.

Operating income in our Financial segment increased \$6 million, or 3%, in the first quarter of 2018 compared to 2017. Operating margin increased 120 basis points to 32.8% in the first quarter of 2018 compared to 2017. Financial segment operating margin improvement in 2018 was primarily attributable to expense management in our account processing businesses.

Corporate and Other generated operating income of \$135 million in the first quarter of 2018 compared to an operating loss of \$90 million in the first quarter of 2017. The improvement in 2018 was primarily attributable to a \$232 million gain on the sale of a 55% interest of our Lending Solutions business, partially offset by an \$8 million increase in acquisition and related integration costs compared to 2017.

[Table of Contents](#)*Interest Expense*

Interest expense increased \$3 million, or 7%, in the first quarter of 2018 compared to 2017 primarily due to higher variable interest rates in 2018.

Income Tax Provision

Income tax provision as a percentage of income before income from investment in unconsolidated affiliate was 24.9% and 31.7% in the first quarter of 2018 and 2017, respectively. The rate reduction was primarily attributable to federal tax reform which reduced the U.S. federal corporate tax rate from 35 percent to 21 percent beginning in 2018. The rate in the first quarter of 2018 included \$78 million of income tax expense associated with the \$232 million gain on the sale of a 55% interest of our Lending Solutions business. The rate in the first quarter of 2017 included \$9 million of income tax expense associated with our share of the gain on the sale of a business at StoneRiver Group, L.P. (“StoneRiver”), our unconsolidated affiliate.

Income from Investment in Unconsolidated Affiliate

Our share of StoneRiver’s net income was \$26 million in the first quarter of 2017 and was attributable to the net gain on the sale of a business at StoneRiver.

Net Income Per Share – Diluted

Net income per share-diluted was \$1.00 and \$0.56 in the first quarter of 2018 and 2017, respectively. Net income per share-diluted was favorably impacted in the first quarter of 2018 by a gain of \$0.37 per share on the sale of a 55% interest of our Lending Solutions business. Net income per share-diluted was favorably impacted in the first quarter of 2017 by \$0.04 per share due to our share of the net gain on the sale of a business at StoneRiver. Amortization of acquisition-related intangible assets reduced net income per share-diluted by \$0.07 and \$0.06 per share in the first quarter of 2018 and 2017, respectively.

*Liquidity and Capital Resources**General*

Our primary liquidity needs are: (i) to fund normal operating expenses; (ii) to meet the interest and principal requirements of our outstanding indebtedness; and (iii) to fund capital expenditures and operating lease payments. We believe these needs will be satisfied using cash flow generated by our operations, along with our cash and cash equivalents of \$382 million and available borrowings under our revolving credit facility of \$1.2 billion at March 31, 2018. The following table summarizes our operating cash flow and capital expenditure amounts for the three months ended March 31, 2018 and 2017, respectively.

(In millions)	Three Months Ended March 31,		Increase (Decrease)	
	2018	2017	\$	%
Net income	\$ 423	\$ 247	\$ 176	
Depreciation and amortization	134	108	26	
Share-based compensation	19	16	3	
Deferred income taxes	77	(3)	80	
Gain on sale of business	(232)	—	(232)	
Income from investment in unconsolidated affiliate	—	(26)	26	
Dividend from unconsolidated affiliate	—	31	(31)	
Net changes in working capital	(49)	90	(139)	
Operating cash flow	<u>\$ 372</u>	<u>\$ 463</u>	<u>\$ (91)</u>	<u>(20)%</u>
Capital expenditures	<u>\$ 77</u>	<u>\$ 76</u>	<u>\$ 1</u>	<u>1 %</u>

Our net cash provided by operating activities, or operating cash flow, was \$372 million in the first three months of 2018, a decrease of 20% compared with \$463 million in the first three months of 2017. This decrease was primarily due to unfavorable working capital changes and \$31 million of lower cash dividends received from our StoneRiver joint venture, partially offset by improved operating results. The dividend received from StoneRiver in the first three months of 2017 represented a return on our investment and is reported in cash flows from operating activities.

[Table of Contents](#)

Our current policy is to use our operating cash flow primarily to fund capital expenditures, share repurchases and acquisitions, and to repay debt rather than to pay dividends. Our capital expenditures were approximately 5% of our total revenue in both the first three months of 2018 and 2017.

Share Repurchases

We purchased \$398 million and \$389 million of our common stock during the first three months of 2018 and 2017, respectively. As of March 31, 2018, we had approximately 15.8 million shares remaining under our current share repurchase authorization. Shares repurchased are generally held for issuance in connection with our equity plans.

Acquisitions and Dispositions

During the first three months of 2018, we sold a 55% interest of our Lending Solutions business, retaining 45% ownership interests in the joint ventures. We received gross sale proceeds of \$419 million from the transaction. In addition, we completed the sale of the retail voucher business acquired in our 2017 acquisition of Monitise for proceeds of £37 million (\$50 million).

During the first three months of 2017, we acquired Online Banking Solutions, Inc. for a purchase price of \$78 million, net of cash acquired, with earn-out provisions of up to \$20 million. We funded the acquisition by utilizing a combination of available cash and existing availability under our revolving credit facility.

Indebtedness

(In millions)	March 31, 2018	December 31, 2017
Revolving credit facility	\$ 773	\$ 1,068
Term loan	540	540
2.7% senior notes due 2020	847	846
4.625% senior notes due 2020	449	449
4.75% senior notes due 2021	398	398
3.5% senior notes due 2022	696	696
3.85% senior notes due 2025	894	894
Other borrowings	7	9
Total debt (including current maturities)	<u>\$ 4,604</u>	<u>\$ 4,900</u>

At March 31, 2018, our debt consisted primarily of \$3.3 billion of senior notes, \$773 million of revolving credit facility borrowings and \$540 million of term loan borrowings. Interest on our senior notes is paid semi-annually. During the first three months of 2018, we were in compliance with all financial debt covenants.

Variable Rate Debt

We maintain a \$2.0 billion revolving credit agreement and a term loan with a syndicate of banks. Both the outstanding borrowings under the revolving credit facility and the term loan bear interest at a variable rate based on LIBOR or on a base rate, plus a specified margin based on our long-term debt rating in effect from time to time. The variable interest rate was 2.83% on the revolving credit facility borrowings and 3.13% on the term loan borrowings at March 31, 2018. There are no significant commitment fees and no compensating balance requirements on the revolving credit facility, which matures in April 2020. The outstanding principal balance on the term loan of \$540 million is due at maturity in October 2018. At March 31, 2018 and December 31, 2017, the term loan was classified in the consolidated balance sheets as long-term as we have the intent to refinance this debt on a long-term basis and the ability to do so under our revolving credit facility. The revolving credit facility and the term loan contain various, substantially similar restrictions and covenants that require us, among other things, to: (i) limit our consolidated indebtedness as of the end of each fiscal quarter to no more than three and one-half times consolidated net earnings before interest, taxes, depreciation and amortization and certain other adjustments during the period of four fiscal quarters then ended, and (ii) maintain consolidated net earnings before interest, taxes, depreciation and amortization and certain other adjustments of at least three times consolidated interest expense as of the end of each fiscal quarter for the period of four fiscal quarters then ended.

Debt Guarantees

In connection with the sale of a 55% interest of our Lending Solutions business in March 2018, we have guaranteed underlying debt of the Lending Joint Ventures and do not anticipate that the Lending Joint Ventures will fail to fulfill their debt obligations. This debt is comprised of variable-rate term loan facilities for an aggregate amount of \$350 million in senior unsecured debt and variable-rate revolving credit facilities for an aggregate amount of \$35 million with a syndicate of banks. These debt facilities mature in March 2023, and there have been no borrowings on the revolving credit facilities. We have recorded a \$34 million liability for the estimated fair value of our obligations to stand ready to perform over the term of the guarantees, which are reported primarily within other long-term liabilities in the consolidated balance sheet.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The quantitative and qualitative disclosures about market risk required by this item are incorporated by reference to Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2017 and have not materially changed since December 31, 2017.

ITEM 4. CONTROLS AND PROCEDURES*Evaluation of disclosure controls and procedures*

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934 (the “Exchange Act”), our management, with the participation of our chief executive officer and chief financial officer, evaluated the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of March 31, 2018.

Changes in internal control over financial reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended March 31, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION**ITEM 1. LEGAL PROCEEDINGS**

In the normal course of business, we or our subsidiaries are named as defendants in lawsuits in which claims are asserted against us. In the opinion of management, the liabilities, if any, which may ultimately result from such lawsuits are not expected to have a material adverse effect on our consolidated financial statements.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

All share and per share amounts are presented on a split-adjusted basis to retroactively reflect the two-for-one stock split that was completed in the first quarter of 2018.

The table below sets forth information with respect to purchases made by or on behalf of the company or any “affiliated purchaser” (as defined in Rule 10b-18(a)(3) under the Exchange Act) of shares of our common stock during the quarter ended March 31, 2018:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
January 1-31, 2018	1,890,000	\$ 68.95	1,890,000	19,586,000
February 1-28, 2018	1,780,000	69.81	1,780,000	17,806,000
March 1-31, 2018	1,982,000	72.48	1,982,000	15,824,000
Total	5,652,000		5,652,000	

(1) On November 16, 2016, our board of directors authorized the purchase of up to 30.0 million shares of our common stock. This authorization does not expire.

ITEM 6. EXHIBITS

The exhibits listed in the accompanying exhibit index are filed as part of this Quarterly Report on Form 10-Q.

Exhibit Index

Exhibit Number	Exhibit Description
3.1	Restated Articles of Incorporation (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K of Fiserv, Inc. filed February 27, 2018)
10.1	Amended and Restated Fiserv, Inc. 2007 Omnibus Incentive Plan
31.1	Certification of the Chief Executive Officer, dated May 2, 2018
31.2	Certification of the Chief Financial Officer, dated May 2, 2018
32	Certification of the Chief Executive Officer and Chief Financial Officer, dated May 2, 2018
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 with this quarterly report on Form 10-Q are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Income for the three months ended March 31, 2018 and 2017, (ii) the Consolidated Statements of Comprehensive Income for the three months ended March 31, 2018 and 2017, (iii) the Consolidated Balance Sheets at March 31, 2018 and December 31, 2017, (iv) the Consolidated Statement of Shareholders' Equity for the three months ended March 31, 2018, (v) the Consolidated Statements of Cash Flows for the three months ended March 31, 2018 and 2017, and (vi) Notes to Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements 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.

FISERV, INC.

Date: May 2, 2018

By: /s/ Robert W. Hau
Robert W. Hau
Chief Financial Officer and Treasurer

Date: May 2, 2018

By: /s/ Kenneth F. Best
Kenneth F. Best
Chief Accounting Officer

**AMENDED AND RESTATED
FISERV, INC. 2007 OMNIBUS INCENTIVE PLAN**

1. Purpose and Effective Date.

(a) **Purpose.** The Fiserv, Inc. 2007 Omnibus Incentive Plan has two complementary purposes: (i) to attract and retain outstanding individuals to serve as officers, directors, employees and consultants; and (ii) to increase shareholder value. The Plan will provide participants incentives to increase shareholder value by offering the opportunity to acquire shares of the Company's common stock, receive monetary payments based on the value of such common stock, or receive other incentive compensation, on the potentially favorable terms that this Plan provides.

(b) **Effective Date.** This Plan became effective on May 23, 2007, the date that the Plan was initially approved by the Company's shareholders (the "**Effective Date**"). Upon approval of this Plan, the Fiserv, Inc. Stock Option and Restricted Stock Plan terminated on the Effective Date and the Fiserv, Inc. Executive Incentive Compensation Plan terminated on December 31, 2007, and no new awards may be granted under such plans after their respective termination dates; provided that each such plan shall continue to govern awards outstanding as of the date of such plan's termination and such awards shall continue in force and effect until terminated pursuant to their terms. This Plan was amended and restated effective on May 22, 2013, the date that the amendment and restatement of the Plan was approved by the Company's shareholders. The Plan was further amended and restated effective as of December 2, 2013 (the "**Restatement Date**") to make the adjustments required by the Plan as a result of the two-for-one split of the Stock effective as of the close of business on the Restatement Date. The Plan was further amended and restated effective on February 20, 2018 (the "**Second Restatement Date**"). Finally, the Plan was most recently amended and restated effective as of March 19, 2018 (the "**Third Restatement Date**") to make the adjustments required by the Plan as a result of the two-for-one split of the Stock effective as of the close of business on the Third Restatement Date (the "**Stock Split**"). All Share numbers in the Plan, including Appendix A hereto, have been adjusted to reflect the Stock Split.

2. Definitions. Capitalized terms used in this Plan have the following meanings:

(a) "**Administrator**" means the Committee with respect to employee Participants and the Board with respect to Director Participants.

(b) "**Affiliate**" and "**Associate**" shall have the respective meanings ascribed to such terms in Rule 12b-2 under the Exchange Act. Notwithstanding the foregoing, for purposes of determining those individuals to whom an Option or Stock Appreciation Right may be granted, the term "Affiliate" means any entity that, directly or through one or more intermediaries, is controlled by, controls, or is under common control with the Company within the meaning of Code Sections 414(b) or (c); provided that, in applying such provisions, the phrase "at least 20 percent" shall be used in place of "at least 80 percent" each place it appears therein.

(c) "**Award**" means a grant of Options, Stock Appreciation Rights, Performance Shares, Performance Units, Restricted Stock, Restricted Stock Units, Dividend Equivalent Units, an Annual Incentive Award, a Long-Term Incentive Award, or any other type of award permitted under the Plan.

(d) "**Beneficial Owner**" means a Person who owns any securities

(i) which such Person or any of such Person's Affiliates or Associates has the right to acquire (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, exchange rights, rights, warrants or options, or otherwise; provided, however, that a Person shall not be deemed the Beneficial Owner of, or to beneficially own, (A) securities tendered pursuant to a tender

or exchange offer made by or on behalf of such Person or any of such Person's Affiliates or Associates until such tendered securities are accepted for purchase, or (B) securities issuable upon exercise of preferred stock purchase rights issued pursuant to any stock purchase rights that the Company may authorize and issue in the future, at any time before the issuance of such securities; or

(ii) which such Person or any of such Person's Affiliates or Associates, directly or indirectly, has the right to vote or dispose of or has "beneficial ownership" of (as determined pursuant to Rule 13d-3 under the Exchange Act), including pursuant to any agreement, arrangement or understanding; provided, however, that a Person shall not be deemed the Beneficial Owner of, or to beneficially own, any security under this clause (ii) as a result of an agreement, arrangement or understanding to vote such security if the agreement, arrangement or understanding: (A) arises solely from a revocable proxy or consent given to such Person in response to a public proxy or consent solicitation made pursuant to, and in accordance with, the applicable rules and regulations under the Act and (B) is not also then reportable on Schedule 13D under the Exchange Act (or any comparable or successor report); or

(iii) which are beneficially owned, directly or indirectly, by any other Person with which such Person or any of such Person's Affiliates or Associates has had any agreement, arrangement or understanding for the purpose of acquiring, holding, voting (except pursuant to a revocable proxy as described in clause (ii) above) or disposing of any voting securities of the Company.

(e) "**Board**" means the Board of Directors of the Company.

(f) "**Cause**" means, except as otherwise determined by the Administrator and set forth in an Award agreement: (i) if a Participant is subject to an employment, retention or similar agreement with the Company or an Affiliate that includes a definition of "Cause," such definition; and (ii) for all other Participants, (A) conviction of a felony or a plea of no contest to a felony, (B) willful misconduct that is materially and demonstrably detrimental to the Company or an Affiliate, (C) willful refusal to perform duties consistent with a Participant's office, position or status with the Company or an Affiliate (other than as a result of physical or mental disability) after being requested to do so by a person or body with the authority to make such request, or (D) other conduct or inaction that the Administrator determines in its discretion constitutes Cause.

(g) "**Change of Control**" means the occurrence of any of the following events:

(i) any Person (other than (A) the Company or its subsidiaries, (B) a trustee or other fiduciary holding securities under any employee benefit plan of the Company or its subsidiaries, (C) an underwriter temporarily holding securities pursuant to an offering of such securities, (D) a corporation owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of stock in the Company ("**Excluded Persons**") or (E) unless otherwise determined by the Board or the Committee, a Person which has acquired Stock in the ordinary course of business for investment purposes only and not with the purpose or effect of changing or influencing the control of the Company, or in connection with or as a participant in any transaction having such purpose or effect ("**Investment Intent**"), as demonstrated by the filing by such Person of a statement on Schedule 13G (including amendments thereto) pursuant to Regulation 13D under the Exchange Act, as long as such Person continues to hold such Stock with an Investment Intent) is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its Affiliates pursuant to express authorization by the Board of Directors that refers to this exception) representing 20% or more of either the then outstanding shares of Stock of the Company or the combined voting power of the Company's then outstanding voting securities; or

(ii) the following individuals cease for any reason to constitute a majority of the number of directors of the Company then serving: (A) individuals who, on the Effective Date, constituted the Board of Directors; and (B) any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Company) whose appointment or election by the Board of Directors or nomination for election by the Company's shareholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors on the Effective Date or whose appointment, election or nomination for election was previously so approved (collectively the "**Continuing Directors**"); provided, however, that individuals who are appointed to the Board of Directors pursuant to or in accordance with the terms of an agreement relating to a merger, consolidation, or share exchange involving the Company (or any direct or indirect Subsidiary of the Company) shall not be Continuing Directors for purposes of this Agreement until after such individuals are first nominated for election by a vote of at least two-thirds (2/3) of the then Continuing Directors and are thereafter elected as directors by shareholders of the Company at a meeting of shareholders held following consummation of such merger, consolidation, or share exchange; provided further, that in the event the failure of any such persons appointed to the Board of Directors to be Continuing Directors results in a Change in Control, the subsequent qualification of such persons as Continuing Directors shall not alter the fact that a Change in Control occurred; or

(iii) a merger, consolidation or share exchange of the Company with any other corporation is consummated or voting securities of the Company are issued in connection with a merger, consolidation or share exchange of the Company (or any direct or indirect subsidiary of the Company) pursuant to applicable stock exchange requirements, other than (A) a merger, consolidation or share exchange which results in the voting securities of the Company outstanding immediately prior to such merger, consolidation or share exchange continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof) at least 50% of the combined voting power of the voting securities of the Company or such surviving entity or any parent thereof outstanding immediately after such merger, consolidation or share exchange, or (B) a merger, consolidation or share exchange effected to implement a recapitalization of the Company (or similar transaction) in which no Person (other than an Excluded Person) is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its Affiliates after the Effective Date, pursuant to express authorization by the Board of Directors that refers to this exception) representing 20% or more of either the then outstanding shares of Stock or the Company or the combined voting power of the Company's then outstanding voting securities; or

(iv) a plan of complete liquidation or dissolution of the Company is effected or there is a sale or disposition by the Company of all or substantially all of the Company's assets (in one transaction or a series of related transactions within any period of 24 consecutive months), other than a sale or disposition by the Company of all or substantially all of the Company's assets to an entity at least 75% of the combined voting power of the voting securities of which are owned by persons in substantially the same proportions as their ownership of the Company immediately prior to such sale.

Notwithstanding the foregoing, no "Change in Control of the Company" shall be deemed to have occurred if there is consummated any transaction or series of integrated transactions immediately following which the holders of the Stock of the Company immediately prior to such transaction or series of transactions continue to own, directly or indirectly, in the same proportions as their ownership in the Company, an entity that owns all or substantially all of the assets or voting securities of the Company immediately following such transaction or series of transactions.

If an Award is considered deferred compensation subject to the provisions of Code Section 409A, and if a payment under such Award is triggered upon a "Change of Control," then the foregoing definition shall be deemed amended as necessary to comply with Code Section 409A, and the Administrator may include such amended definition in the Award agreement issued with respect to such Award.

(h) "**Code**" means the Internal Revenue Code of 1986, as amended. Any reference to a specific provision of the Code includes any successor provision and the regulations promulgated under such provision.

(i) "**Committee**" means the Compensation Committee of the Board (or a successor committee with the same or similar authority).

(j) "**Company**" means Fiserv, Inc., a Wisconsin corporation, or any successor thereto.

(k) "**Director**" means a member of the Board, and "**Non-Employee Director**" means a Director who is not also an employee of the Company or its Subsidiaries.

(l) "**Disability**" has the meaning given in Code Section 22(e)(3), except as otherwise determined by the Administrator and set forth in an Award agreement. The Administrator shall make the determination of Disability and may request such evidence of disability as it reasonably determines.

(m) "**Dividend Equivalent Unit**" means the right to receive a payment, in cash or Shares, equal to the cash dividends or other distributions paid with respect to a Share.

(n) "**Exchange Act**" means the Securities Exchange Act of 1934, as amended. Any reference to a specific provision of the Exchange Act includes any successor provision and the regulations and rules promulgated under such provision.

(o) "**Fair Market Value**" means, per Share on a particular date: (i) the last sales price on such date on the Nasdaq Global Select Market, as reported on www.nasdaq.com, or if no sales of Stock occur on the date in question, on the last preceding date on which there was a sale on such market; (ii) if the Shares are not listed on the Nasdaq Global Select Market, but are traded on another national securities exchange or in an over-the-counter market, the last sales price (or, if there is no last sales price reported, the average of the closing bid and asked prices) for the Shares on the particular date, or on the last preceding date on which there was a sale of Shares on that exchange or market; or (iii) if the Shares are neither listed on a national securities exchange nor traded in an over-the-counter market, the price determined by the Administrator.

(p) "**Incentive Award**" means the right to receive a cash payment to the extent Performance Goals are achieved, and shall include "Annual Incentive Awards" as described in Section 10 and "Long-Term Incentive Awards" as described in Section 11.

(q) "**Option**" means the right to purchase Shares at a stated price for a specified period of time.

(r) "**Participant**" means an individual selected by the Administrator to receive an Award.

(s) "**Performance Goals**" means any objective or subjective goals the Administrator establishes with respect to an Award. The Performance Goals may include a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified payments will be paid (or specified vesting will occur), and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur).

- (t) **“Performance Shares”** means the right to receive Shares to the extent Performance Goals are achieved.
- (u) **“Performance Unit”** means the right to receive a payment valued in relation to a unit that has a designated dollar value or the value of which is equal to the Fair Market Value of one or more Shares, to the extent Performance Goals are achieved.
- (v) **“Person”** has the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof.
- (w) **“Plan”** means this Amended and Restated Fiserv, Inc. 2007 Omnibus Incentive Plan, as may be amended from time to time.
- (x) **“Restricted Stock”** means a Share that is subject to a risk of forfeiture or restrictions on transfer, or both a risk of forfeiture and restrictions on transfer.
- (y) **“Restricted Stock Unit”** means the right to receive a payment equal to the Fair Market Value of one Share.
- (z) **“Retirement”** means, except as otherwise determined by the Administrator and set forth in an Award agreement, with respect to employee Participants, termination of employment from the Company and its Affiliates (for other than Cause): (i) on or after attainment of age fifty-five (55) and completion of twenty-five (25) years of service with the Company and its Affiliates; (ii) on or after attainment of age sixty-two (62) and completion of ten (10) years of service with the Company and its Affiliates; or (iii) on or after attainment of age sixty-five (65); provided that, with respect to Director Participants, “Retirement” means the Director’s resignation or failure to be re-elected on or after attainment of age sixty-two (62) and completion of six (6) years of service with the Company as a director.
- (aa) **“Section 16 Participants”** means Participants who are subject to the provisions of Section 16 of the Exchange Act.
- (ab) **“Share”** means a share of Stock.
- (ac) **“Stock”** means the Common Stock of the Company, par value of \$0.01 per share.
- (ad) **“Stock Appreciation Right”** or **“SAR”** means the right to receive a payment equal to the appreciation of the Fair Market Value of a Share during a specified period of time.
- (ae) **“Subsidiary”** means any corporation, limited liability company or other limited liability entity in an unbroken chain of entities beginning with the Company if each of the entities (other than the last entities in the chain) owns the stock or equity interest possessing more than fifty percent (50%) of the total combined voting power of all classes of stock or other equity interests in one of the other entities in the chain.

3. Administration.

- (a) **Administration.** In addition to the authority specifically granted to the Administrator in this Plan, the Administrator has full discretionary authority to administer this Plan, including but not limited to the authority to: (i) interpret the provisions of this Plan, (ii) prescribe, amend and rescind rules and regulations relating to this Plan, (iii) prescribe the terms of any agreements under this Plan, (iv) correct any defect, supply any omission, or reconcile any inconsistency in any Award or agreement covering an Award in the manner and to the extent it deems desirable to carry this Plan into effect, and (v) make all other determinations necessary or advisable for the administration of this

Plan. All Administrator determinations shall be made in the sole discretion of the Administrator and are final and binding on all interested parties.

(b) **Delegation to Other Committees or Officers.** To the extent applicable law permits, the Board may delegate to another committee of the Board, or the Committee may delegate to one or more officers of the Company, any or all of their respective authority and responsibility as an Administrator of the Plan; provided that no such delegation is permitted with respect to Stock-based Awards made to Section 16 Participants at the time any such delegated authority or responsibility is exercised unless the delegation is to another committee of the Board consisting entirely of Non-Employee Directors. If the Board or the Committee has made such a delegation, then all references to the Administrator in this Plan include such other committee or one or more officers to the extent of such delegation.

(c) **Indemnification.** The Company will indemnify and hold harmless each member of the Board and the Committee, and each officer or member of any other committee to whom a delegation under Section 3(b) has been made, as to any acts or omissions with respect to this Plan or any Award to the maximum extent that the law and the Company's by-laws permit.

4. **Eligibility.** The Administrator may designate any of the following as a Participant from time to time, to the extent of the Administrator's authority: any officer or other employee of the Company or its Affiliates; an individual that the Company or an Affiliate has engaged to become an officer or employee; a consultant who provides services to the Company or its Affiliates; or a Director, including a Non-Employee Director. The Administrator's granting of an Award to a Participant will not require the Administrator to grant an Award to such individual at any future time. The Administrator's granting of a particular type of Award to a Participant will not require the Administrator to grant any other type of Award to such individual.

5. **Types of Awards.** Subject to the terms of this Plan, the Administrator may grant any type of Award to any Participant it selects, but only employees of the Company or a Subsidiary may receive grants of incentive stock options within the meaning of Code Section 422. Awards may be granted alone or in addition to, in tandem with, or in substitution for any other Award (or any other award granted under another plan of the Company or any Affiliate).

6. **Shares Reserved under this Plan.**

(a) **Plan Reserve.** Subject to adjustment as provided in Section 18, an aggregate of 51,146,300 Shares are reserved for issuance under this Plan after the Third Restatement Date, representing the number of Shares remaining available for future grants of Awards on the Third Restatement Date plus the number of Shares subject to outstanding Awards on the Third Restatement Date. The Shares reserved for issuance may be either authorized and unissued Shares or shares reacquired at any time and now or hereafter held as treasury stock.

(b) **Aggregate Award Limits.** Subject to adjustment as provided in Section 18, the Company may issue only an aggregate of 10,000,000 Shares upon the exercise of incentive stock options after the Third Restatement Date and may issue only an aggregate of 37,785,788 Shares pursuant to "full-value awards" after the Third Restatement Date. For this purpose, a full-value award includes Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units (valued in relation to a Share), Dividend Equivalent Units, and any other similar Award under which the value of the Award is measured as the full value of a Share, rather than the increase in the value of a Share.

(c) **Replenishment of Shares Under this Plan.** With respect to Awards that are settleable in Stock, the aggregate number of Shares reserved under Section 6(a) shall be depleted at the time of grant by the target number of Shares with respect to which an Award is granted. If more than the

target number of Shares with respect to an Award are earned, then the number of Shares reserved under this Section 6(a) shall be depleted at the time of settlement by such additional Shares. To the extent that Shares covered by an Award are not issued due to the lapse, expiration, termination or cancellation of an Award, or if Shares are forfeited under an Award, or if Shares are issued under any Award and the Company subsequently reacquires them pursuant to rights reserved upon the issuance of the Shares, then such Shares may again be used for new Awards under this Plan under Section 6(a) and Section 6(b), but such Shares may not be issued pursuant to incentive stock options. Notwithstanding the foregoing, in no event shall the following Shares be recredited to the Plan's reserve: (i) Shares issued under the Plan that are purchased by the Company using proceeds from Option exercises; (ii) Shares tendered or withheld in payment of the exercise price of an Option or as a result of the net settlement of an outstanding Stock Appreciation Right; or (iii) Shares tendered or withheld to satisfy federal, state or local tax withholding obligations.

7. **Options.** Subject to the terms of this Plan, the Administrator will determine all terms and conditions of each Option, including but not limited to: (i) whether the Option is an "incentive stock option" which meets the requirements of Code Section 422, or a "nonqualified stock option" which does not meet the requirements of Code Section 422; (ii) the number of Shares subject to the Option; (iii) the exercise price, which may not be less than the Fair Market Value of the Shares subject to the Option as determined on the date of grant; (iv) the terms and conditions of exercise; and (v) the term, except that an Option must terminate no later than ten (10) years after the date of grant. In all other respects, the terms of any incentive stock option should comply with the provisions of Code Section 422 except to the extent the Administrator determines otherwise. If an Option that is intended to be an incentive stock option fails to meet the requirements thereof, the Option shall automatically be treated as a nonqualified stock option to the extent of such failure.

8. **Stock Appreciation Rights.** Subject to the terms of this Plan, the Administrator will determine all terms and conditions of each SAR, including but not limited to: (a) whether the SAR is granted independently of an Option or relates to an Option; (b) the number of Shares to which the SAR relates; (c) the grant price, provided that the grant price shall not be less than the Fair Market Value of the Shares subject to the SAR as determined on the date of grant; (d) the terms and conditions of exercise or maturity; (e) the term, provided that an SAR must terminate no later than ten (10) years after the date of grant; and (f) whether the SAR will be settled in cash, Shares or a combination thereof. If an SAR is granted in relation to an Option, then unless otherwise determined by the Administrator, the SAR shall be exercisable or shall mature at the same time or times, on the same conditions and to the extent and in the proportion, that the related Option is exercisable and may be exercised or mature for all or part of the Shares subject to the related Option. Upon exercise of any number of SARs, the number of Shares subject to the related Option shall be reduced accordingly and such Option may not be exercised with respect to that number of Shares. The exercise of any number of Options that relate to an SAR shall likewise result in an equivalent reduction in the number of Shares covered by the related SAR.

9. **Performance and Stock Awards.** Subject to the terms of this Plan, the Administrator will determine all terms and conditions of each award of Restricted Stock, Restricted Stock Units, Performance Shares or Performance Units, including but not limited to: (a) the number of Shares and/or units to which such Award relates; (b) whether, as a condition for the Participant to realize all or a portion of the benefit provided under the Award, one or more Performance Goals must be achieved during such period as the Administrator specifies; (c) whether the restrictions imposed on Restricted Stock or Restricted Stock Units shall lapse, and all or a portion of the Performance Goals subject to an Award shall be deemed achieved, upon a Participant's death, Disability or Retirement, or such other circumstances as the Administrator may specify; (d) with respect to Performance Units, whether to measure the value of each unit in relation to a designated dollar value or the Fair Market Value of one or more Shares; and (e) with respect to Restricted Stock Units and Performance Units, whether to settle such Awards in cash, in Shares, or a combination thereof.

10. **Annual Incentive Awards.** Subject to the terms of this Plan, the Administrator will determine all terms and conditions of an Annual Incentive Award, including but not limited to the Performance Goals, performance period, the potential amount payable, and the timing of payment, subject to the following: (a) the Administrator must require that payment of all or any portion of the amount subject to the Annual Incentive Award is contingent on the achievement of one or more Performance Goals during the period the Administrator specifies, although the Administrator may specify that all or a portion of the Performance Goals subject to an Award are deemed achieved upon a Participant's death, Disability or Retirement, or such other circumstances as the Administrator may specify; and (b) the performance period must relate to a period of one fiscal year of the Company except that, if the Award is made in the year this Plan becomes effective, at the time of commencement of employment with the Company or on the occasion of a promotion, then the Award may relate to a period shorter than one fiscal year. Nothing herein shall preclude the Administrator from providing other cash incentive payments outside of the terms of the Plan.

11. **Long-Term Incentive Awards.** Subject to the terms of this Plan, the Administrator will determine all terms and conditions of a Long-Term Incentive Award, including but not limited to the Performance Goals, performance period, the potential amount payable, and the timing of payment, subject to the following: (a) the Administrator must require that payment of all or any portion of the amount subject to the Long-Term Incentive Award is contingent on the achievement of one or more Performance Goals during the period the Administrator specifies, although the Administrator may specify that all or a portion of the Performance Goals subject to an Award are deemed achieved upon a Participant's death, Disability or Retirement, or such other circumstances as the Administrator may specify; and (b) the performance period must relate to a period of more than one fiscal year of the Company. Nothing herein shall preclude the Administrator from providing other cash incentive payments outside of the terms of the Plan.

12. **Dividend Equivalent Units.** Subject to the terms of this Plan, the Administrator will determine all terms and conditions of each award of Dividend Equivalent Units, including but not limited to whether: (a) such Award will be granted in tandem with another Award; (b) payment of the Award be made currently or credited to an account for the Participant which provides for the deferral of such amounts until a stated time; and (c) the Award will be settled in cash or Shares; provided that any Dividend Equivalent Units granted in connection with an Option, Stock Appreciation Right or other "stock right" within the meaning of Code Section 409A shall be set forth in a written arrangement that is separate from such Award, and to the extent the payment of such dividend equivalents is considered deferred compensation, such written arrangement shall comply with the provisions of Code Section 409A. Notwithstanding the foregoing, each Dividend Equivalent Unit granted in tandem with another Award on and after the Second Restatement Date shall provide for payment only if, when, and only to the same extent, such other Award vests.

13. **Other Stock-Based Awards.** Subject to the terms of this Plan, the Administrator may grant to Participants other types of Awards, which may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, Shares, either alone or in addition to or in conjunction with other Awards, and payable in Stock or cash. Without limitation, such Award may include the issuance of shares of unrestricted Stock, which may be awarded in payment of director fees, in lieu of cash compensation, in exchange for cancellation of a compensation right, as a bonus, or upon the attainment of Performance Goals or otherwise, or rights to acquire Stock from the Company. The Administrator shall determine all terms and conditions of the Award, including but not limited to, the time or times at which such Awards shall be made, and the number of Shares to be granted pursuant to such Awards or to which such Award shall relate; provided that any Award that provides for purchase rights shall be priced at 100% of Fair Market Value on the date of the Award.

14. **Minimum Vesting Period.** All Awards granted on and after the Second Restatement Date shall have a minimum vesting period of one year from the date of grant. Notwithstanding the

foregoing, the Administrator may grant Awards with less than a one-year vesting requirement, provided such Awards do not relate to more than 5% of the Plan's Shares available for Awards as of the Second Restatement Date.

15. **Transferability.** Awards are not transferable other than by will or the laws of descent and distribution, unless and to the extent the Administrator allows a Participant to: (a) designate in writing a beneficiary to exercise the Award or receive payment under an Award after the Participant's death; or (b) transfer an Award for no consideration.

16. Termination and Amendment of Plan; Amendment, Modification or Cancellation of Awards.

(a) **Term of Plan.** Unless the Board earlier terminates this Plan pursuant to Section 16(b), this Plan will terminate when all Shares reserved for issuance have been issued. If the term of this Plan extends beyond ten (10) years from the Effective Date, no incentive stock options may be granted after such time unless the shareholders of the Company have approved an extension of this Plan.

(b) **Termination and Amendment.** The Board or the Committee may amend, alter, suspend, discontinue or terminate this Plan at any time, subject to the following limitations:

(i) the Board must approve any amendment of this Plan to the extent the Company determines such approval is required by: (A) action of the Board, (B) applicable corporate law, or (C) any other applicable law;

(ii) shareholders must approve any amendment of this Plan to the extent the Company determines such approval is required by: (A) Section 16 of the Exchange Act, (B) the Code, (C) the listing requirements of any principal securities exchange or market on which the Shares are then traded, or (D) any other applicable law; and

(iii) shareholders must approve any of the following Plan amendments: (A) an amendment to materially increase any number of Shares specified in Section 6(a) (except as permitted by Section 18), or (B) an amendment that would diminish the protections afforded by Section 16 (e).

(c) **Amendment, Modification or Cancellation of Awards.** Except as provided in Section 16(e) and subject to the requirements of this Plan, the Administrator may modify, amend or cancel any Award, or waive any restrictions or conditions applicable to any Award or the exercise of the Award; provided that any modification or amendment that materially diminishes the rights of the Participant, or the cancellation of the Award, shall be effective only if agreed to by the Participant or any other person(s) as may then have an interest in the Award, but the Administrator need not obtain Participant (or other interested party) consent for the adjustment or cancellation of an Award pursuant to the provisions of Section 18 or the modification of an Award to the extent deemed necessary to comply with any applicable law, the listing requirements of any principal securities exchange or market on which the Shares are then traded, or to preserve favorable accounting or tax treatment of any Award for the Company. Notwithstanding the foregoing, unless determined otherwise by the Administrator, any such amendment shall be made in a manner that will enable an Award intended to be exempt from Code Section 409A to continue to be so exempt, or to enable an Award intended to comply with Code Section 409A to continue to so comply.

(d) **Survival of Authority and Awards.** Notwithstanding the foregoing, the authority of the Board and the Administrator under this Section 16 and to otherwise administer the Plan will extend beyond the date of this Plan's termination. In addition, termination of this Plan will not affect the rights of Participants with respect to Awards previously granted to them, and all unexpired Awards

will continue in force and effect after termination of this Plan except as they may lapse or be terminated by their own terms and conditions.

(e) **Repricing and Backdating Prohibited.** Notwithstanding anything in this Plan to the contrary, and except for the adjustments provided in Section 18, neither the Administrator nor any other person may (i) decrease the exercise price for any outstanding Option or SAR after the date of grant, (ii) allow a Participant to surrender an outstanding Option or SAR to the Company as consideration for the grant of a new Option or SAR with a lower exercise price, or (iii) cancel an outstanding Option or SAR with an exercise price above the current Fair Market Value of a Share in exchange for cash or other securities. In addition, the Administrator may not make a grant of an Option or SAR with a grant date that is effective prior to the date the Administrator takes action to approve such Award.

(f) **Foreign Participation.** To assure the viability of Awards granted to Participants employed or residing in foreign countries, the Administrator may provide for such special terms as it may consider necessary or appropriate to accommodate differences in local law, tax policy or custom. Moreover, the Administrator may approve such supplements to, or amendments, restatements or alternative versions of, this Plan as it determines is necessary or appropriate for such purposes. Any such amendment, restatement or alternative versions that the Administrator approves for purposes of using this Plan in a foreign country will not affect the terms of this Plan for any other country. In addition, all such supplements, amendments, restatements or alternative versions must comply with the provisions of Section 16(b)(ii).

(g) **Code Section 409A.** The provisions of Code Section 409A are incorporated herein by reference to the extent necessary for any Award that is subject to Code Section 409A to comply therewith.

17. Taxes.

(a) **Withholding.** In the event the Company or an Affiliate of the Company is required to withhold any Federal, state or local taxes or other amounts in respect of any income recognized by a Participant as a result of the grant, vesting, payment or settlement of an Award or disposition of any Shares acquired under an Award, the Company may deduct (or require an Affiliate to deduct) from any payments of any kind otherwise due the Participant cash, or with the consent of the Committee, Shares otherwise deliverable or vesting under an Award, to satisfy such tax obligations. Alternatively, the Company may require such Participant to pay to the Company, in cash, promptly on demand, or make other arrangements satisfactory to the Company regarding the payment to the Company of the aggregate amount of any such taxes and other amounts. If Shares are deliverable upon exercise or payment of an Award, the Committee may permit a Participant to satisfy all or a portion of the Federal, state and local withholding tax obligations arising in connection with such Award by electing to (a) have the Company withhold Shares otherwise issuable under the Award, (b) tender back Shares received in connection with such Award, or (c) deliver other previously owned Shares; provided that from and after the Second Restatement Date, the amount to be withheld may not exceed the total maximum statutory tax withholding obligations associated with the transaction to the extent needed for the Company to avoid an accounting charge. If an election is provided, the election must be made on or before the date as of which the amount of tax to be withheld is determined and otherwise as the Committee requires. In any case, the Company may defer making payment or delivery under any Award if any such tax may be pending unless and until indemnified to its satisfaction.

(b) **No Guarantee of Tax Treatment.** Notwithstanding any provisions of the Plan, the Company does not guarantee to any Participant or any other Person with an interest in an Award that (i) any Award intended to be exempt from Code Section 409A shall be so exempt, (ii) any Award

intended to comply with Code Section 409A or Code Section 422 shall so comply, (iii) any Award shall otherwise receive a specific tax treatment under any other applicable tax law, nor in any such case will the Company or any Affiliate indemnify, defend or hold harmless any individual with respect to the tax consequences of any Award.

18. Adjustment Provisions; Change of Control.

(a) **Adjustment of Shares.** If: (i) the Company shall at any time be involved in a merger or other transaction in which the Shares are changed or exchanged; (ii) the Company shall subdivide or combine the Shares or the Company shall declare a dividend payable in Shares, other securities (other than preferred stock purchase rights issued pursuant to the terms of the Company's Shareholder Rights Agreement, dated as of February 24, 1998, as amended from time to time, or any successor to such Rights Agreement, or any similar stock purchase rights that the Company may authorize and issue in the future) or other property; (iii) the Company shall effect a cash dividend the amount of which, on a per Share basis, exceeds ten percent (10%) of the Fair Market Value of a Share at the time the dividend is declared, or the Company shall effect any other dividend or other distribution on the Shares in the form of cash, or a repurchase of Shares, that the Board determines by resolution is special or extraordinary in nature or that is in connection with a transaction that the Company characterizes publicly as a recapitalization or reorganization involving the Shares; or (iv) any other event shall occur, which, in the case of this clause (iv), in the judgment of the Board or Committee necessitates an adjustment to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under this Plan, then the Administrator shall, in such manner as it may deem equitable to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under this Plan, adjust as applicable: (A) the number and type of Shares subject to this Plan (including the number and type of Shares described in Sections 6(a) and (b)) and which may after the event be made the subject of Awards; (B) the number and type of Shares subject to outstanding Awards; (C) the grant, purchase, or exercise price with respect to any Award; and (D) the Performance Goals of an Award. In each case, with respect to Awards of incentive stock options, no such adjustment may be authorized to the extent that such authority would cause this Plan to violate Code Section 422(b). Without limitation, in the event of any reorganization, merger, consolidation, combination or other similar corporate transaction or event, whether or not constituting a Change of Control (other than any such transaction in which the Company is the continuing corporation and in which the outstanding Stock is not being converted into or exchanged for different securities, cash or other property, or any combination thereof), the Administrator may substitute, on an equitable basis as the Administrator determines, for each Share then subject to an Award and the Shares subject to this Plan (if the Plan will continue in effect), the number and kind of shares of stock, other securities, cash or other property to which holders of Stock are or will be entitled in respect of each Share pursuant to the transaction. Notwithstanding the foregoing, in the case of a stock dividend (other than a stock dividend declared in lieu of an ordinary cash dividend) or subdivision or combination of the Shares (including a reverse stock split), if no action is taken by the Administrator, adjustments contemplated by this subsection that are proportionate shall nevertheless automatically be made as of the date of such stock dividend or subdivision or combination of the Shares.

(b) **Issuance or Assumption.** Notwithstanding any other provision of this Plan, and without affecting the number of Shares otherwise reserved or available under this Plan, in connection with any merger, consolidation, acquisition of property or stock, or reorganization, the Administrator may authorize the issuance or assumption of awards under this Plan upon such terms and conditions as it may deem appropriate.

(c) **Change of Control.** If the Participant has in effect an employment, retention, change of control, severance or similar agreement with the Company or any Affiliate that discusses the effect of a Change of Control on the Participant's Awards, then such agreement shall control. In all other

cases, unless provided otherwise in an Award agreement and notwithstanding any provision in this Plan to the contrary, in the event of a Change of Control:

(i) The successor or purchaser in the Change of Control transaction may assume an Award or provide a substitute award with similar terms and conditions, and preserving the same benefits, as the Award it is replacing.

(ii) If the successor or purchaser in the Change of Control transaction does not assume the Awards or issue replacement awards as provided in clause (i), then unless otherwise determined by the Board prior to the date of the Change of Control, immediately prior to the date of the Change of Control:

(A) each Option or SAR that is then held by a Participant who is employed by or in the service of the Company or an Affiliate shall become immediately and fully vested, and all Options and SARs shall be cancelled on the date of the Change of Control in exchange for a cash payment equal to the excess of the Change of Control price of the Shares covered by the Option or SAR that is so cancelled over the purchase or grant price of such Shares under the Award;

(B) Restricted Stock and Restricted Stock Units that are not then vested shall vest;

(C) all Performance Shares and/or Performance Units that are earned but not yet paid shall be paid in cash in an amount equal to the value of the Performance Share and/or Performance Unit, and all Performance Shares and Performance Units for which the performance period has not expired shall be cancelled in exchange for a cash payment equal to the product of the value of the Performance Share and/or Performance Unit and a fraction, the numerator of which is the number of whole months that have elapsed from the beginning of the performance period to which the Award is subject to the date of the Change of Control and the denominator of which is the number of whole months in the performance period;

(D) all Annual and Long-Term Incentive Awards that are earned but not yet paid shall be paid, and all Annual and Long-Term Incentive Awards that are not yet earned shall be cancelled in exchange for a cash payment in an amount determined by taking the product of: (1) the amount that would have been due under such Award(s) if the Performance Goals (as measured at the time of the Change of Control) were to continue to be achieved at the same rate through the end of the performance period; and (2) a fraction, the numerator of which is the number of whole months that have elapsed from the beginning of the performance period to which the Award is subject to the date of the Change of Control and the denominator of which is the number of whole months in the performance period; and

(E) all Dividend Equivalent Units that are not vested shall vest (to the same extent as the Award granted in tandem with the Dividend Equivalent Unit, if applicable) and be paid in cash.

(F) All other Awards that are not vested shall vest and if an amount is payable under such vested Award, such amount shall be paid in cash based on the value of the Award.

If the value of an Award is based on the Fair Market Value of a Share, Fair Market Value shall be deemed to mean the per share Change of Control price. The Administrator shall determine the per share Change of Control price paid or deemed paid in the Change of Control transaction.

Except as otherwise expressly provided in any agreement between a Participant and the Company or an Affiliate, if the receipt of any payment by a Participant under the circumstances described above would result in the payment by the Participant of any excise tax provided for in Section 280G and Section 4999 of the Code, then the amount of such payment shall be reduced to the extent required to prevent the imposition of such excise tax.

19. Miscellaneous.

(a) **Other Terms and Conditions.** The grant of any Award may also be subject to other provisions (whether or not applicable to the Award granted to any other Participant) as the Administrator determines appropriate, including, without limitation, provisions for:

(i) the payment of the purchase price of Options by delivery of cash or other Shares or other securities of the Company (including by attestation) having a then Fair Market Value equal to the purchase price of such Shares, or by delivery (including by fax) to the Company or its designated agent of an executed irrevocable option exercise form together with irrevocable instructions to a broker dealer to sell or margin a sufficient portion of the Shares and deliver the sale or margin loan proceeds directly to the Company to pay for the exercise price;

(ii) restrictions on resale or other disposition of Shares; and

(iii) compliance with federal or state securities laws and stock exchange requirements.

(b) **Employment and Service.** The issuance of an Award shall not confer upon a Participant any right with respect to continued employment or service with the Company or any Affiliate, or the right to continue as a Director. Unless determined otherwise by the Administrator, for purposes of the Plan and all Awards, the following rules shall apply:

(i) a Participant who transfers employment between the Company and its Affiliates, or between Affiliates, will not be considered to have terminated employment;

(ii) a Participant who ceases to be a Non-Employee Director because he or she becomes an employee of the Company or an Affiliate shall not be considered to have ceased service as a Director with respect to any Award until such Participant's termination of employment with the Company and its Affiliates;

(iii) a Participant who ceases to be employed by the Company or an Affiliate and immediately thereafter becomes a Non-Employee Director, a non-employee director of an Affiliate, or a consultant to the Company or any Affiliate shall not be considered to have terminated employment until such Participant's service as a director of, or consultant to, the Company and its Affiliates has ceased; and

(iv) a Participant employed by an Affiliate will be considered to have terminated employment when such entity ceases to be an Affiliate.

Notwithstanding the foregoing, for purposes of an Award that is subject to Code Section 409A, if a Participant's termination of employment or service triggers the payment of compensation under such Award, then the Participant will be deemed to have terminated employment or service upon his or her "separation from service" within the meaning of Code Section 409A.

(c) **No Fractional Shares.** No fractional Shares or other securities may be issued or delivered pursuant to this Plan, and the Administrator may determine whether cash, other securities or other property will be paid or transferred in lieu of any fractional Shares or other securities, or whether such fractional Shares or other securities or any rights to fractional Shares or other securities will be canceled, terminated or otherwise eliminated.

(d) **Unfunded Plan.** This Plan is unfunded and does not create, and should not be construed to create, a trust or separate fund with respect to this Plan's benefits. This Plan does not establish any fiduciary relationship between the Company and any Participant or other person. To

the extent any person holds any rights by virtue of an Award granted under this Plan, such rights are no greater than the rights of the Company's general unsecured creditors.

(e) **Requirements of Law and Securities Exchange.** The granting of Awards and the issuance of Shares in connection with an Award are subject to all applicable laws, rules and regulations and to such approvals by any governmental agencies or national securities exchanges as may be required. Notwithstanding any other provision of this Plan or any award agreement, the Company has no liability to deliver any Shares under this Plan or make any payment unless such delivery or payment would comply with all applicable laws and the applicable requirements of any securities exchange or similar entity, and unless and until the Participant has taken all actions required by the Company in connection therewith. The Company may impose such restrictions on any Shares issued under the Plan as the Company determines necessary or desirable to comply with all applicable laws, rules and regulations or the requirements of any national securities exchanges.

(f) **Governing Law.** This Plan, and all agreements under this Plan, will be construed in accordance with and governed by the laws of the State of Wisconsin, without reference to any conflict of law principles. Any legal action or proceeding with respect to this Plan, any Award or any award agreement, or for recognition and enforcement of any judgment in respect of this Plan, any Award or any award agreement, may only be heard in a "bench" trial, and any party to such action or proceeding shall agree to waive its right to a jury trial.

(g) **Limitations on Actions.** Any legal action or proceeding with respect to this Plan, any Award or any award agreement, must be brought within one year (365 days) after the day the complaining party first knew or should have known of the events giving rise to the complaint.

(h) **Construction.** Whenever any words are used herein in the masculine, they shall be construed as though they were used in the feminine in all cases where they would so apply; and wherever any words are used in the singular or plural, they shall be construed as though they were used in the plural or singular, as the case may be, in all cases where they would so apply. Titles of sections are for general information only, and this Plan is not to be construed with reference to such titles.

(i) **Severability.** If any provision of this Plan or any award agreement or any Award (a) is or becomes or is deemed to be invalid, illegal or unenforceable in any jurisdiction, or as to any person or Award, or (b) would disqualify this Plan, any award agreement or any Award under any law the Administrator deems applicable, then such provision should be construed or deemed amended to conform to applicable laws, or if it cannot be so construed or deemed amended without, in the determination of the Administrator, materially altering the intent of this Plan, award agreement or Award, then such provision should be stricken as to such jurisdiction, person or Award, and the remainder of this Plan, such award agreement and such Award will remain in full force and effect.

APPENDIX A TO THE PLAN
PROVISIONS APPLICABLE TO PERFORMANCE-BASED COMPENSATION
UNDER CODE SECTION 162(m)

1. **Application of Appendix A.** This Appendix A applies to Awards under which 162(m) Compensation (as defined below) is payable, and the provisions hereof take precedence over any contrary provision of the Plan. Such Awards are referred to herein as “Grandfathered Awards.” The term “162(m) Compensation” means compensation payable under a written binding contract that was in effect as of November 2, 2017, and that is not materially modified thereafter (all within the meaning of Code Section 162(m)), and that otherwise qualifies as “performance-based compensation” under Section 162(m) of the Code as in effect prior to January 1, 2018. To the extent any changes to the Plan made on or after the Second Restatement Date would cause a Grandfathered Award to cease to qualify as such, such changes shall not be applicable to such Award.

2. **Performance Goals.** With respect to Grandfathered Awards, the Committee may establish one or more performance goals that relate to one or more of the following with respect to the Company or any one or more of its Subsidiaries, Affiliates or other business units: net sales; cost of sales; revenue; gross income; net income; operating income; income from continuing operations; earnings (including before taxes, and/or interest and/or depreciation and amortization); earnings per share (including diluted earnings per share); price per share; cash flow; net cash provided by operating activities; net cash provided by operating activities less net cash used in investing activities; net operating profit; ratio of debt to debt plus equity; return on shareholder equity; return on capital; return on assets; operating working capital; average accounts receivable; economic value added; customer satisfaction; operating margin; profit margin; sales performance; sales quota attainment; new sales; cross/integrated sales; client engagement; client acquisition; net promoter score; internal revenue growth; and client retention. As to each Performance Goal, the relevant measurement of performance shall be computed in accordance with generally accepted accounting principles, if applicable; provided that, the Committee may, at the time of establishing the Performance Goal(s), exclude the effects of (i) extraordinary, unusual and/or non-recurring items of gain or loss, (ii) gains or losses on the disposition of a business, (iii) changes in tax or accounting regulations or laws, or (iv) the effect of a merger or acquisition. Where applicable, the Performance Goals may be expressed, without limitation, in terms of attaining a specified level of the particular criterion or the attainment of an increase or decrease (expressed as absolute numbers or a percentage) in the particular criterion or achievement in relation to a peer group or other index. The Performance Goals may include a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified payments will be paid (or specified vesting will occur), and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur).

3. **Administration.** For purposes of administering a Grandfathered Award, each member of the Committee must qualify as an “outside director” within the meaning of Code Section 162(m).

4. **Individual Participant Limitations.** Subject to adjustment as provided in Section 18 of the Plan, no Participant may be granted Grandfathered Awards in any fiscal year of the Company that would result in the Participant receiving:

- (a) Options for, and/or Stock Appreciation Rights with respect to, more than 2,000,000 Shares;
- (b) Awards of Restricted Stock and/or Restricted Stock Units relating to more than 480,000 Shares;
- (c) Awards of Performance Shares, and/or Awards of Performance Units the value of which is based on the Fair Market Value of Shares, for more than 480,000 Shares;
- (d) Awards of Performance Units, the value of which is not based on the Fair Market Value of Shares, for more than \$3,000,000;
- (e) other Stock-based Awards pursuant to Section 13 relating to more than 480,000 Shares;
- (f) an Annual Incentive Award that would pay more than \$3,000,000; or
- (g) a Long-Term Incentive Award that would pay more than \$6,000,000.

In all cases, determinations under this Section 4 should be made in a manner that is consistent with the exemption for performance based compensation that Code Section 162(m) provides.

5. **Deemed Achievement of Performance Goals.** The Committee's discretion to deem some or all of the Performance Goals under a Grandfathered Award to have been achieved (in whole or part) upon Retirement or other termination of employment shall be exercised in a manner that is consistent with the requirements of Section 162(m).

6. **Adjustments.** Upon the occurrence of an event described in Section 18 of the Plan, the Committee shall have the discretion to adjust the individual award limits described in Section 4 above and the Performance Goals under a Grandfathered Award in the manner permitted by Section 18, but only to the extent such discretion does not cause a Grandfathered Award to cease to qualify as performance-based compensation under Code Section 162(m).

7. **Shareholder Approval of Amendments to Appendix A.** To the extent required by Code Section 162(m), shareholders must approve any amendments to this Appendix A (except as permitted by Section 18 of the Plan).

CERTIFICATIONS

I, Jeffery W. Yabuki, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fiserv, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2018

By: /s/ Jeffery W. Yabuki
Jeffery W. Yabuki
President and Chief Executive Officer

CERTIFICATIONS

I, Robert W. Hau, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fiserv, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2018

By: /s/ Robert W. Hau

Robert W. Hau

Chief Financial Officer and Treasurer

