

FISERV INC

FORM 8-K (Current report filing)

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Address	255 FISERV DR PO BOX 979 BROOKFIELD, WI, 53045
Telephone	4148795000
CIK	0000798354
Symbol	FISV
SIC Code	7374 - Services-Computer Processing and Data Preparation
Industry	Business Support Services
Sector	Industrials
Fiscal Year	12/31

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 21, 2018

Fiserv, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

0-14948
(Commission
File Number)

39-1506125
(IRS Employer
Identification No.)

255 Fiserv Drive, Brookfield, Wisconsin 53045
(Address of principal executive offices, including zip code)

(262) 879-5000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers .

(d) On February 21, 2018, Harry F. DiSimone was appointed to the board of directors of Fisery, Inc. (the “Company”). Mr. DiSimone will serve on the compensation committee of the board of directors.

Mr. DiSimone will participate in the Company’s standard non-employee director compensation arrangements set forth on the Non-Employee Director Compensation Schedule filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015. In connection with his appointment, Mr. DiSimone will enter into the Company’s Non-Employee Director Indemnity Agreement, a form of which was filed as Exhibit 10.37 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2007.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year .

On February 26, 2018, the Company filed an amendment (the “Amendment”) to its Restated Articles of Incorporation (the “Articles”) with the Wisconsin Department of Financial Institutions to change each share of common stock, \$.01 par value, of the Company (the “Common Stock”) outstanding or held in treasury into two shares of Common Stock to effect a two-for-one split of the Common Stock. The Amendment increased the Company’s authorized shares of Common Stock from 900,000,000 to 1,800,000,000, effective at the close of business on March 5, 2018 (the “Record Date”).

In connection with the two-for-one stock split, at the Record Date, each share of Common Stock outstanding or held in treasury immediately prior to the Record Date will be changed into two shares of Common Stock. Stock certificates evidencing shares of Common Stock outstanding or held in treasury on the Record Date will continue to evidence the same number of shares that such certificates evidenced prior to the Record Date, and the additional shares will be evidenced in book-entry form only, without stock certificates, on March 19, 2018 to persons who were at the Record Date the holders of Common Stock.

The Amendment and the Company’s Restated Articles of Incorporation, reflecting the Amendment, are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits .

(d) Exhibits. The following exhibits are being filed herewith:

Exhibit Index to Current Report on Form 8-K

<u>Exhibit Number</u>	<u>Description</u>
(3.1)	Articles of Amendment to Restated Articles of Incorporation
(3.2)	Restated Articles of Incorporation

SIGNATURE

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 hereunto duly authorized.

FISERV, INC.

Date: February 27, 2018

By: /s/ Robert W. Hau

Robert W. Hau
Chief Financial Officer and Treasurer

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
FISERV, INC.**

The undersigned officer of Fiserv, Inc., a Wisconsin corporation (the "Corporation"), incorporated under the Wisconsin Business Corporation Law, hereby certifies, in accordance with all applicable provisions of the Wisconsin Business Corporation Law, as follows:

1. The name of the Corporation is "Fiserv, Inc."
2. To change each share of common stock, par value \$.01 per share (the "Common Stock"), of the Corporation outstanding or held in treasury into two shares of said Common Stock, the first sentence of the first paragraph of Article III of the Corporation's Restated Articles of Incorporation is amended to read in its entirety as follows:

The total number of shares of stock which the Corporation shall have authority to issue is 1,825,000,000 shares, of which 1,800,000,000 shares shall be designated Common Stock, having a par value of \$.01 per share; and 25,000,000 shares shall be designated as Preferred Stock, having no par value per share.
3. The amendment will be implemented as follows: At the close of business on March 5, 2018, the effective date of the amendment (the "Record Date"), each share of Common Stock outstanding or held in treasury immediately prior to the Record Date shall be changed into two shares of said Common Stock. Stock certificates evidencing shares of Common Stock outstanding or held in treasury on the Record Date shall continue to evidence the same number of shares that such certificates evidenced prior to the Record Date, and the additional shares shall be evidenced in book-entry form only, without stock certificates, on March 19, 2018 with respect to persons who are at the close of business on the Record Date the holders of Common Stock.
4. The amendment was adopted by the Board of Directors of the Corporation on February 21, 2018 in accordance with Section 180.1002 of the Wisconsin Business Corporation Law.
5. The amendment shall be effective as of the close of business on March 5, 2018.

Executed on behalf of the Corporation on the 26th day of February, 2018.

By: /s/ Lynn S. McCreary

Lynn S. McCreary
Chief Legal Officer and Secretary

RESTATED ARTICLES OF INCORPORATION**OF****FISERV, INC.**

Pursuant to Section 180.1007 of the Wisconsin Business Corporation Law, these Restated Articles of Incorporation of Fiserv, Inc. shall supersede and take the place of the existing Restated Articles of Incorporation and any amendments thereto:

ARTICLE I

The name of the corporation is Fiserv, Inc.

ARTICLE II

The Corporation is incorporated under the provisions of Chapter 180 of the Wisconsin Statutes.

ARTICLE III

The total number of shares of stock which the Corporation shall have authority to issue is 1,825,000,000 shares, of which 1,800,000,000 shares shall be designated Common Stock, having a par value of \$.01 per share; and 25,000,000 shares shall be designated as Preferred Stock, having no par value per share. Authority is hereby vested in the Board of Directors from time to time to issue the Preferred Stock as Preferred Stock in one or more series of any number of shares and, in connection with the creation of such series, to fix, by resolution providing for the use of shares thereof, the voting rights, if any; the designations, preferences, limitations and relative rights of such series in respect to the rate of dividend, the price, the terms and conditions of redemption; the amounts payable upon such series in the event of voluntary or involuntary liquidation; sinking fund provisions for the redemption or purchase of such series of shares; and, if the shares of any series are issued with the privilege of conversation, the terms and conditions on which such series of shares may be converted. In addition to the foregoing, to the full extent now or hereafter permitted by Wisconsin law, in connection with each issue thereof, the Board of Directors may at its discretion assign to any series of the Preferred Stock such other terms, conditions, restrictions, limitations, rights and privileges as it may deem appropriate. The aggregate number of preferred shares issued and not cancelled of any and all preferred series shall not exceed the total number of shares of Preferred Stock hereinabove authorized. Each series of Preferred Stock shall be distinctively designated by letter or descriptive words or both.

ARTICLE IV

The street address of the Corporation's registered office is 8040 Excelsior Drive, Suite 400, Madison, Wisconsin 53717. The name of the Corporation's registered agent at that office is Corporation Service Company.

ARTICLE V

The purpose of the Corporation is to engage in any lawful business for which corporations may be organized under the Wisconsin Business Corporation Law.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by the laws of the State of Wisconsin, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter or repeal the By-laws of the Corporation, subject to the power of the shareholders of the Corporation to alter or repeal any By-law made by the Board of Directors.

ARTICLE VII

Until the annual meeting of shareholders of the Corporation held in 2013, the terms of the Board of Directors shall be staggered by dividing the total number of directors into three groups, in accordance with Section 180.0806 of the Wisconsin Business Corporation Law. Directors elected at each annual meeting of shareholders held prior to 2013 (or such directors' successors) shall hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election and until their successors have been elected and qualified. Commencing with the annual meeting of shareholders held in 2013, directors shall hold office for terms as follows: (i) at the 2013 annual meeting of shareholders, directors for whom such annual meeting is the annual meeting of shareholders held in the third year following the year of their election (or such directors' successors) shall be elected to hold office for a term expiring at the next annual meeting of shareholders and until their successors have been elected and qualified; (ii) at the 2014 annual meeting of shareholders, directors for whom such annual meeting is the annual meeting of shareholders held in the third year following the year of their election and directors elected at the 2013 annual meeting of shareholders (or such directors' successors) shall be elected to hold office for a term expiring at the next annual meeting of shareholders and until their successors have been elected and qualified; and (iii) at the 2015 annual meeting of shareholders and each annual meeting of shareholders thereafter, all directors shall be elected to hold office for a term expiring at the next annual meeting of shareholders and until their successors have been elected and qualified.

ARTICLE VIII

Any action required to be taken at any annual or special meeting of shareholders or any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without vote, if a consent in writing setting forth the action so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

ARTICLE IX

The By-laws of the Corporation may provide that, to the extent provided in such By-laws, each director of the Corporation shall be elected by the affirmative vote of a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, subject to the terms and conditions set forth within such By-laws. For

purposes of clarity, the provisions of the foregoing sentence do not apply to vacancies or newly created directorships filled by a vote of the Board of Directors.

The undersigned, the duly elected and acting Chief Legal Officer and Secretary of Fiserv, Inc., a Wisconsin corporation, in accordance with Section 180.1007 of the Wisconsin Business Corporation Law, DOES HEREBY CERTIFY THAT:

1. The name of the Corporation is Fiserv, Inc.
2. The foregoing Restated Articles of Incorporation do not contain any amendment to the Corporation's Restated Articles of Incorporation requiring shareholder approval, and were adopted by the Corporation's Board of Directors on February 21, 2018.
3. The foregoing Restated Articles of Incorporation shall be effective as of March 6, 2018.

Executed on behalf of the Corporation on the 26th day of February, 2018.

FISERV, INC.

By: /s/ Lynn S. McCreary

Lynn S. McCreary
Chief Legal Officer and Secretary