

FIS Solutions, LLC
Form 424B5
May 29, 2014
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)(2)
1.450% Senior Notes due 2017	\$300,000,000	\$38,640
3.875% Senior Notes due 2024	\$700,000,000	\$90,160

- (1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.
(2) A registration fee of \$128,800 is due for this offering.

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-187047

Prospectus Supplement

(To Prospectus dated March 5, 2013)

Fidelity National Information Services, Inc.***\$ 300,000,000 1.450% Senior Notes due 2017******\$ 700,000,000 3.875% Senior Notes due 2024***

We are offering \$300,000,000 aggregate principal amount of 1.450% senior notes due 2017 (the 2017 notes) and \$700,000,000 aggregate principal amount of 3.875% senior notes due 2024 (the 2024 notes and together with the 2017 notes, the senior notes). The 2017 notes will mature on June 5, 2017 and the 2024 notes will mature on June 5, 2024. We will pay interest on the senior notes on June 5 and December 5 of each year, beginning on December 5, 2014.

We may redeem the senior notes in whole or in part at any time at the redemption prices described in this prospectus supplement under the heading Description of the senior notes Optional redemption. Upon the occurrence of a Change of Control Triggering Event (as defined herein), we will be required to make an offer to purchase the senior notes at a price equal to 101% of their aggregate principal amount, plus accrued and unpaid interest, if any, to, but excluding, the date of purchase.

The senior notes will be our unsecured senior obligations and will rank equally with all our other unsecured senior indebtedness. The senior notes will be guaranteed on an unsecured and senior basis by each of our domestic wholly-owned subsidiaries that guarantees our obligations under our amended senior credit facility. The guarantees will rank equally with all other unsecured senior indebtedness of the guarantors.

The senior notes will not be listed on any securities exchange. Currently, there is no public market for the senior notes.

Investing in the senior notes involves risk. See Risk factors beginning on page S-11 of this prospectus supplement and the risk factors incorporated by reference in this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Price to Public ⁽¹⁾	Underwriting Discount	Proceeds to Us (Before Expenses)
Per 2017 note	99.909%	0.450%	99.459%
Total for 2017 notes	\$299,727,000	\$1,350,000	\$298,377,000
Per 2024 note	99.622%	0.650%	98.972%
Total for 2024 notes	\$697,354,000	\$4,550,000	\$692,804,000
Total	\$997,081,000	\$5,900,000	\$991,181,000

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(1) Plus accrued interest, if any, from June 3, 2014, if settlement occurs after that date.

The underwriters expect to deliver the senior notes on or about June 3, 2014 through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking société anonyme and Euroclear Bank, S.A./N.V., as operator of the Euroclear system.

Joint Book-Running Managers

BofA Merrill Lynch

Citigroup

J.P. Morgan

HSBC

Mitsubishi UFJ Securities

RBS

Wells Fargo Securities

Co-Managers

Barclays

BNP PARIBAS

Credit Agricole CIB

PNC Capital Markets LLC

Regions Securities LLC

SunTrust Robinson Humphrey

US Bancorp

May 27, 2014

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering. We have not, and the underwriters have not, authorized anyone else to provide you with additional or different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information provided by this prospectus supplement, the accompanying prospectus, the documents incorporated by reference and any free writing prospectus that we have authorized for use in connection with this offering is accurate only as of the date on the front cover of the respective documents. Our business, financial condition, results of operations and prospects may have changed since those dates. You should also read and consider the information in the documents we have referred you to in the section of this prospectus supplement entitled "Where you can find more information."

The distribution of this prospectus supplement and the accompanying prospectus and the offering or sale of the senior notes in some jurisdictions may be restricted by law. Persons outside of the United States who come into possession of this prospectus supplement and the accompanying prospectus are required by us and the underwriters to inform themselves about and to observe any applicable restrictions. This prospectus supplement and the accompanying prospectus may not be used for or in connection with an offer or solicitation by any person in any jurisdiction in which that offer or solicitation is not authorized or to any person to whom it is unlawful to make that offer or solicitation. See "Underwriting" in this prospectus supplement.

About this prospectus supplement

The terms "FIS," "we," "us," and "our" refer to Fidelity National Information Services, Inc. and its subsidiaries, except with respect to the terms of the senior notes, including on the cover page, "The offering" and "Description of the senior notes" for which such terms refer to Fidelity National Information Services, Inc.

This prospectus supplement relates to a prospectus which is part of a registration statement that we have filed with the Securities and Exchange Commission (the "SEC") using a "shelf" registration process. Under this shelf registration process, we may sell the securities described in the accompanying prospectus from time to time. The accompanying prospectus provides you with a general description of the securities we may offer. This prospectus supplement contains specific information about the terms of this offering. This prospectus supplement may add, update or change information contained in the accompanying prospectus. Please carefully read this prospectus supplement, the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering in addition to the information described in the section of this prospectus supplement entitled "Where you can find more information."

The registration statement that contains the accompanying prospectus (including the exhibits filed with and incorporated by reference in the registration statement) contains additional information about us and the senior notes offered under this prospectus supplement. That registration statement can be read at the SEC's website or at the SEC's Public Reference Room mentioned under the section of this prospectus supplement entitled "Where you can find more information."

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Forward-looking statements

The statements contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), including statements regarding our expectations, hopes, intentions, or strategies regarding the future. These statements relate to, among other things, our future financial and operating results. In many cases, you can identify forward-looking statements by terminology such as may, will, should, expect, plan, anticipate, believe, estimate, predict, potential, or continue. These terms and other comparable terminology.

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

changes in general economic, business and political conditions, including the possibility of intensified international hostilities, acts of terrorism, and changes in either or both the United States and international lending, capital and financial markets;

the effect of legislative initiatives or proposals, statutory changes, governmental or other applicable regulations and/or changes in industry requirements, including privacy regulations;

the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in or new laws or regulations affecting the banking, retail and financial services industries or due to financial failures or other setbacks suffered by firms in those industries;

changes in the growth rates of the markets for our solutions;

failures to adapt our solutions to changes in technology or in the marketplace;

internal or external security breaches of our systems, including those relating to the theft of personal information and computer viruses affecting our software or platforms, and the reactions of customers, card associations, government regulators and others to any such events;

the reaction of our current and potential customers to communications from us or our regulators regarding information security, risk management, internal audit or other matters;

competitive pressures on pricing related to our solutions including the ability to attract new, or retain existing, customers;

an operational or natural disaster at one of our major operations centers; and

other risks detailed elsewhere in this document and in our other filings with the SEC.

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

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looking statements, whether as a result of new information, future events or otherwise. You should carefully consider the possibility that actual results may differ materially from forward-looking statements contained in or incorporated into this prospectus supplement, the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering.

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Summary

The following summary is qualified in its entirety by the more detailed information included elsewhere or incorporated by reference in this prospectus supplement or the accompanying prospectus. Because this is a summary, it may not contain all of the information that is important to you. You should carefully read this entire prospectus supplement and the accompanying prospectus, including the information incorporated by reference, before making an investment decision.

Fidelity National Information Services, Inc.

We are a leading global provider of banking and payments technologies, complemented by strategic consulting services, professional services and outsourcing services. With a long history deeply rooted in the financial services industry and banking and payment technology solutions, we deliver services to more than 14,000 institutions in over 100 countries. Headquartered in Jacksonville, Florida, we employ more than 38,000 employees worldwide and hold leadership positions in payment processing solutions and integrated banking solutions, providing outsourced solutions, software and services for technologies and processes that drive a financial institution's operations. Through our Capco brand, we deliver globally a wide range of information technology consulting and transformational services to financial institutions. We topped the annual FinTech 100 list, a ranking of financial services industry technology providers, for the last three years and are a member of the Fortune 500 U.S. and of Standard and Poor's (S&P) 500 Index®.

We have grown organically as well as through acquisitions, which have contributed critical applications and services that complement or enhance our existing offerings, diversifying our revenues by customer, geography and service offering. These acquired offerings include integrated consulting services, integrated core banking and payment solutions, mobile banking solutions, item processing services, card issuer services, risk management solutions, electronic loan amendment applications and services, electronic funds transfer (EFT) services, and prepaid/gift card processing for community banks, credit unions, and other financial institutions. These strategic acquisitions enabled us to broaden our available solution sets, scale our operations, develop our global consulting expertise, expand our customer base and strengthen our competitive position.

Operating segments

We report the results of our operations in four reporting segments: (1) Financial Solutions Group (FSG); (2) Payment Solutions Group (PSG); (3) International Solutions Group (ISG); and (4) Corporate and Other.

Financial solutions group The focus of FSG is to provide comprehensive services and software to satisfy the technology, processing and outsourcing needs of our financial institution customers in North America. We service the core and related ancillary processing needs of North American banks, credit unions, automotive financial companies, commercial lenders, and independent community and savings institutions. We offer a broad selection of in-house and outsourced solutions to banking customers that span the range of asset sizes. FSG customers

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are typically committed under multi-year contracts that provide a stable, recurring revenue base and opportunities for cross-selling additional financial and payments offerings.

We employ several business models to provide our solutions to our customers. We typically deliver the highest value to our customers when we combine our software applications and deliver them in one of several types of outsourcing arrangements, including as an application service provider, via facilities management processing or via application management arrangements. We are also able to deliver individual applications through a software licensing arrangement. Based upon our expertise gained through the foregoing arrangements, some clients also retain us to manage their information technology operations which do not involve use of any of our proprietary software. We also provide strategic consulting services that help financial institutions define and manage their technology strategies and projects.

Payment solutions group PSG provides a comprehensive set of services and software for the EFT, card processing, item processing, bill payment, and government payments processing needs of our customers in North America. PSG is focused on servicing the payment and EFT needs of North American headquartered banks and credit unions, commercial lenders, independent community and savings institutions and government institutions. PSG customers typically commit to multi-year contracts that provide recurring revenues based on underlying payment transaction volumes. The common goal of our offerings continues to be convenience and security for the consumer, coupled with value to the financial institution and merchant. In response to the expanding uses of mobile channels, we have delivered mobile payment solutions to our customers and continue to focus on this emerging market for our customers.

International solutions group ISG provides local services to our customers in more than 100 countries around the world. The services delivered by us in these locations include many of the same financial and payments solutions we offer in North America. We provide core banking applications, channel solutions, card and merchant services, custodial services, item processing and check risk management solutions to financial institutions, card issuers and retailers.

Corporate and other The Corporate and Other segment consists of the corporate overhead costs that are not allocated to operating segments. These include costs related to human resources, legal, risk management, information security, internal audit, finance and accounting and domestic sales and marketing, amortization of acquisition-related intangibles and other costs that are not considered when management evaluates operating segment performance.

Our customers include North American banks, credit unions, automotive financial companies, independent community and savings institutions, commercial lenders, government institutions, and other non-financial institutions in North America, as well as international (*i.e.*, non-North American) banks and other financial institutions. Of our revenues in 2013, 29% was from large North American financial institutions (those with greater than \$10 billion in assets), 39% was from North American financial institutions with less than \$10 billion in assets, 21% was from ISG and the remaining 11% was principally from non-financial institutions in North America.

Competitive strengths

We believe that our competitive strengths include the following:

Brand We have built a global brand known for innovation and thought leadership in the financial services sector.

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Global reach, distribution and scale Our worldwide presence, array of solution offerings, customer breadth, established infrastructure and employee depth enable us to leverage our client relationships and global scale to drive revenue growth and operating efficiency. We are a leader in the markets we serve, supported by a large, knowledgeable talent pool of employees around the world.

Extensive domain expertise and portfolio depth We have a significant number and wide range of high-quality software applications and service offerings that have been developed over many years with substantial input from our customers. We use our industry and technology experience to tailor these applications and service offerings to provide our customers comprehensive business solutions. These solutions include a wide range of flexible service arrangements for the deployment and support of our software, from managed processing arrangements to traditional license and maintenance fee approaches, either at the customer's site or at an FIS location. This broad solution set allows us to bundle tailored or integrated services to compete effectively. In addition, we are able to use the modular nature of our software applications and our ability to integrate many of our services with the services of others to provide customized solutions that respond to individualized customer needs. We understand the needs of our customers and have developed innovative solutions that can give them a competitive advantage and reduce their operating costs.

Excellent relationship with customers A significant percentage of our business with our customers relates to core processing applications and services provided under multi-year, recurring contracts, and the nature of this relationship allows us to develop close partnerships with these customers. As the breadth of our service offerings has expanded, we have found that our access to key customer personnel has increased, presenting greater opportunities for cross-selling and for providing integrated, total solutions to our customers.

Strategy

Our mission is to deliver superior solutions and services to our customers, which we believe will result in sustained revenue and earnings growth. Our strategy to achieve this goal has been and continues to be built on the following pillars:

Expand client relationships The overall market we serve continues to gravitate beyond single-product purchases to multi-solution partnerships. As the market dynamics shift, we expect our clients to rely more on our multidimensional service offerings. Our solutions and processing expertise can produce meaningful value and cost savings for our clients through more efficient operating processes, improved service quality and convenience for our clients' customers.

Buy, build or partner to add solutions to cross-sell We continue to invest in growth through internal product development, as well as through product-focused or market-centric acquisitions and equity investments that complement and extend our existing capabilities, providing us with additional solutions to cross-sell. We also partner from time to time with other entities to provide comprehensive offerings to our customers. By investing in solution innovation and integration, we continue to expand our value proposition to clients.

Support our clients through transformation Changing market dynamics, particularly in the areas of information security, regulation and innovation, are transforming the way our clients operate,

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which is driving incremental demand for our solutions, consulting expertise, and services around intellectual property. As customers evaluate technology and business process changes, our depth of services capabilities enables us to become involved earlier in their planning and design process and assist them as they manage through these changes.

Continually improve to drive margin expansion We strive to optimize our performance through investments in infrastructure enhancements, our workforce and other measures that are designed to create organic revenue and margin expansion.

Build global diversification We continue to deploy resources in emerging global markets where we expect to achieve meaningful scale.

Recent developments

On May 5, 2014 we announced that our subsidiary, FIS Wealth Management Services, Inc., signed a definitive agreement to acquire Atlanta-based Reliance Financial Corporation, including its subsidiaries Reliance Trust Company, Reliance Trust Company of Delaware and Reliance Integrated Solutions LLC. The resulting combination will enable us to provide a full-service wealth management and retirement offering, encompassing technology, selective operational functions, full back-office operations outsourcing, and retirement trust and fiduciary services. Upon closing of the transaction, we will pay approximately \$110.0 million in cash to acquire a 100 percent ownership interest in Reliance Financial Corporation. The transaction is subject to regulatory approvals and contractual closing conditions. We expect the transaction to close during the third quarter of 2014.

Corporate information

Fidelity National Information Services, Inc. is a Georgia corporation. Our executive offices are located at 601 Riverside Avenue, Jacksonville, Florida 32204, and our telephone number at that location is (904) 438-6000. Our website address is www.fisglobal.com. The contents of our website are not incorporated into this prospectus supplement or the accompanying prospectus.

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The offering

The summary below describes the principal terms of the senior notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the senior notes section of this prospectus supplement and the Description of Debt Securities section of the accompanying prospectus contains a more detailed description of the terms and conditions of the senior notes.

Issuer	Fidelity National Information Services, Inc.
Securities Offered	\$300,000,000 aggregate principal amount of 1.450% Senior Notes due 2017 (the 2017 notes) and \$700,000,000 aggregate principal amount of 3.875% Senior Notes due 2024 (the 2024 notes and together with the 2017 notes, the senior notes).
Issue Price	2017 notes: 99.909% plus accrued interest, if any, from June 3, 2014. 2024 notes: 99.622% plus accrued interest, if any, from June 3, 2014.
Maturity Date	2017 notes: June 5, 2017. 2024 notes: June 5, 2024.
Interest Rate	The 2017 notes will bear interest from June 3, 2014, or from the most recent interest payment date to which interest has been paid, at the rate of 1.450% per annum. The 2024 notes will bear interest from June 3, 2014, or from the most recent interest payment date to which interest has been paid, at the rate of 3.875% per annum.
Interest Payment Dates	June 5 and December 5 of each year, beginning on December 5, 2014.
Guarantors	The senior notes will be guaranteed on an unsecured and senior basis by each of our domestic wholly-owned subsidiaries that guarantees our obligations under our amended senior credit facility.
Ranking	The senior notes will be our general unsecured obligations and will (1) rank equally in right of payment with all of our existing and future unsecured senior debt, (2) be effectively junior to all of our existing and future secured debt to the extent of the value of the assets securing that secured debt, (3) be effectively junior to all of our non-guarantor subsidiaries existing and future debt and liabilities and (4) rank senior in right of payment to all of our future debt, if any, that is by its terms expressly subordinated to the senior notes. Each note guarantee is and will be a general unsecured obligation of each guarantor and will (1) rank equally in right of payment with all existing and future unsecured senior debt of such guarantor, (2) be effectively junior to all of such guarantor s existing and future secured debt to the extent of the value of the assets securing that secured debt and (3) rank senior in right of payment

to all existing and future

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debt of such guarantor, if any, that is by its terms expressly subordinated to such guarantor's note guarantee.

Use of Proceeds

We expect the net proceeds from this offering to be approximately \$988.2 million after deducting the underwriting discounts and commissions and our estimated offering expenses, as described in Underwriting. We intend to use the net proceeds from this offering to repay the entire outstanding principal amount of and accrued interest on our revolving credit facility, to repay up to \$550.0 million of the outstanding principal amount of our Term Loan A-4 and for general corporate purposes. In addition, we intend to call for redemption the entire \$500.0 million aggregate principal amount of our 7.875% senior notes due 2020, with such redemption intended to be effective on or about July 15, 2014. We expect to use additional borrowings under our revolving credit facility and any remaining net proceeds of this offering to fund the foregoing redemption. See Underwriting (conflicts of interest) Conflicts of interests.

Redemption

The senior notes will be redeemable at our option in whole or in part, at any time and from time to time, at a redemption price equal to the greater of 100% of the principal amount to be redeemed and a make-whole amount calculated as described in this prospectus supplement, in each case plus accrued and unpaid interest to, but excluding, the date of redemption; provided no make-whole amount will be paid for redemptions on the 2024 notes during the three months prior to their maturity.

Change of Control Triggering Event Upon the occurrence of a Change of Control Triggering Event (as defined herein), we must offer to purchase the senior notes at 101% of their principal amount, plus accrued and unpaid interest, if any, but excluding the date of the purchase. For more details, see the section Description of the senior notes Purchase of senior notes upon a Change of Control Triggering Event.

Covenants

We will issue the senior notes under an indenture with The Bank of New York Mellon Trust Company, N.A., as trustee. The indenture includes certain covenants, including limitations on our ability to:

create liens on certain of our assets;

enter into sale and lease-back transactions with respect to properties; and

merge or consolidate with another entity.

These covenants are subject to a number of important exceptions, limitations and qualifications that are described under Description of the senior notes Restrictive covenants.

Listing

The senior notes are new issues of securities with no established trading market. The senior notes are not, and are not expected to be,

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listed on any national securities exchange or included in any automated dealer quotation system.

Further Issuances

We may create and issue additional senior notes of either series ranking equally and ratably with the applicable series of senior notes offered by this prospectus supplement in all respects, so that such additional senior notes will be consolidated and form a single series with the applicable series of senior notes offered by this prospectus supplement.

Denominations

\$2,000 and integral multiples of \$1,000 in excess thereof.

Governing Law

The State of New York.

You should refer to the section entitled "Risk factors" beginning on page S-11 for an explanation of certain risks of investing in the senior notes.

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The following table presents our summary historical financial and other data. The condensed consolidated statements of earnings data for the three months ended March 31, 2014 and 2013 and the condensed consolidated balance sheet data as of March 31, 2014 have been derived from our unaudited condensed consolidated financial statements incorporated by reference in this prospectus supplement. The condensed consolidated statement of earnings data for each of the fiscal years in the three-year period ended December 31, 2013 and the condensed consolidated balance sheet data as of December 31, 2013 and 2012 are derived from our audited consolidated financial statements incorporated by reference in this prospectus supplement. The unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in our opinion, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the information set forth herein. The interim consolidated financial information is not necessarily indicative of the results that may be obtained for a full year. The information set forth below should be read in conjunction with the consolidated financial statements and related notes and Management's discussion and analysis of financial condition and results of operations included in our Annual Report on Form 10-K filed for the year ended December 31, 2013 (the 2013 Form 10-K) and our quarterly report on Form 10-Q filed for the three months ended March 31, 2014, each of which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

(in millions, except ratios)	Three months ended				
	March 31,		Year ended December 31,		
	2014	2013	2013	2012	2011
	(unaudited)				
Statement of earnings data:					
Processing and services revenues	\$ 1,520.3	\$ 1,478.0	\$ 6,070.7	\$ 5,807.6	\$ 5,625.6
Cost of revenues	1,050.0	1,008.0	4,085.6	3,946.9	3,919.1
Gross profit	470.3	470.0	1,985.1	1,860.7	1,706.5
Selling, general and administrative expenses	186.6	194.9	920.7	781.5	647.9
Impairment charges					9.1
Operating income	283.7	275.1	1,064.4	1,079.2	1,049.5
Other (expense)	(41.6)	(46.6)	(239.4)	(248.0)	(322.5)
Earnings from continuing operations before income taxes	242.1	228.5	825.0	831.2	727.0
Provision for income taxes	80.6	75.2	309.2	270.9	232.4
Earnings from continuing operations, net of tax	161.5	153.3	515.8	560.3	494.6
Earnings (loss) from discontinued operations, net of tax(1)	(0.4)	(3.9)	1.9	(79.2)	(13.5)
Net earnings	161.1	149.4	517.7	481.1	481.1
Net (earnings) attributable to noncontrolling interest	(6.6)	(5.3)	(24.6)	(19.9)	