

FIRST DATA CORP
Form 5
February 16, 2016

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
KRAVIS HENRY R

(Last) (First) (Middle)

C/O FIRST DATA CORPORATION, 225 LIBERTY STREET, 29TH FLOOR

(Street)

NEW YORK, NY 10281

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRST DATA CORP [FDC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date | 7. T |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | Title | |
|--|--|----------------------|-----------------|--------------------------------------|------------|--|------------------|------------------|----------------------|
| | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Units in Director Deferred Compensation Plan ⁽¹⁾ | ^ | 12/31/2015 | ^ | A4 | 1,248.44 | ^ | ^ ⁽¹⁾ | ^ ⁽¹⁾ | Class A Common Stock |
| Series A Voting Participating Convertible Preferred Stock ⁽²⁾ | \$ 11.063 ⁽²⁾ | 10/14/2015 | ^ | M ⁽³⁾ | ^ | 391,063.32 ⁽²⁾ ⁽³⁾ | ^ ⁽³⁾ | ^ ⁽³⁾ | Class B Common Stock |
| Class B Common Stock | ^ | 10/14/2015 | ^ | M ⁽³⁾ | 35,348,167 | ^ | ^ ⁽⁴⁾ | ^ ⁽⁴⁾ | Class B Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KRAVIS HENRY R C/O FIRST DATA CORPORATION 225 LIBERTY STREET, 29TH FLOOR NEW YORK, NY 10281 | ^ X | ^ X | ^ | ^ |

Signatures

/s/ Terence Gallagher, by power of attorney

02/16/2016

 Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This form reports the acquisition by Mr. Kravis of director deferred compensation. No KKR Affiliated Entities (as defined in footnote 5) have disposed of any First Data Corporation ("Issuer") securities. Each unit in the director deferred compensation plan represents the economic equivalent of one share of Class A common stock ("Class A Common Stock") of the Issuer. The units become payable in cash upon Mr. Kravis's termination of service as a director.

(2) Each share of Series A Voting Participating Convertible Preferred Stock (the "FDH Preferred Stock") of First Data Holdings Inc. ("FDH"), the Issuer's former direct parent, was, prior to the Recapitalization (defined below), mandatorily convertible into a number of shares of common stock of FDH equal to \$1,000 divided by approximately \$11.063 (reported on a post-split adjusted basis, to reflect the 3.16091-for-one reverse stock split in connection with the Recapitalization), or a total of 35,348,167 shares of common stock of FDH (reported on a post-split adjusted basis).

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(3) In connection with the merger of FDH with and into the Issuer in connection with the Issuer's initial public offering (the "HoldCo Merger"), all capital stock of FDH, including shares of FDH Preferred Stock, were recapitalized into shares of Class B Common Stock ("Class B Common Stock") of the Issuer (together with the HoldCo Merger, the "Recapitalization"). The number of shares of Class B Common Stock issued in respect of shares of FDH Preferred Stock was based on the number of shares of common stock of FDH which would have been received had the FDH Preferred Stock been mandatorily converted into shares of common stock of FDH upon the closing of the initial public offering pursuant to the terms of the FDH Preferred Stock.

(4) Shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time at the option of the holder with the prior consent of the Issuer, upon the election of the holders of a majority of the then-outstanding shares of Class B Common Stock, automatically upon any transfer, with certain exceptions, and upon certain other events.

(5) Securities held by New Omaha Holdings L.P. New Omaha Holdings LLC is the general partner of New Omaha Holdings L.P. KKR 2006 Fund L.P. is the sole member of New Omaha Holdings LLC. KKR Associates 2006 L.P. is the general partner of KKR 2006 Fund L.P. KKR 2006 GP LLC is the general partner of KKR 2006 Associates L.P. KKR Fund Holdings L.P. is the designated member of KKR 2006 GP LLC. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings L.P. is a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. (all such entities collectively, the "KKR Affiliated Entities"). Mr. Henry R. Kravis is a designated member of KKR Management LLC and has been designated as a manager of KKR 2006 GP LLC by KKR Fund Holdings L.P.

(6) The Reporting Person may be deemed to be the beneficial owner of a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.