

FISERV INC  
Form 8-K  
May 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): May 25, 2011**

**Fiserv, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Wisconsin**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**0-14948**  
**(Commission**  
  
**File Number)**

**39-1506125**  
**(IRS Employer**  
  
**Identification No.)**

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**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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Fiserv, Inc. held its annual meeting of shareholders on May 25, 2011. At that meeting, the shareholders voted on four matters: (i) the election of four directors to serve until the annual meeting of shareholders in 2014 and until his successor is elected and qualified; (ii) an advisory vote on the compensation of Fiserv's named executive officers; (iii) an advisory vote on the frequency of an advisory vote on the compensation of Fiserv's named executive officers; and (iv) the ratification of the appointment of Deloitte & Touche LLP as Fiserv's independent registered public accounting firm for the year ending December 31, 2011.

*Election of Directors*

The nominees for directors were elected by the following votes:

	For	Votes Cast Withheld	Broker Non-Votes
<b>Donald F. Dillon</b>	110,614,765	980,126	16,353,429
<b>Denis J. O'Leary</b>	111,262,040	332,851	16,353,429
<b>Glenn M. Renwick</b>	105,842,474	5,752,417	16,353,429
<b>Carl W. Stern</b>	111,234,261	360,630	16,353,429

*Advisory Vote on Named Executive Officer Compensation*

Fiserv's shareholders approved, on an advisory basis, the compensation of its named executive officers as disclosed in the 2011 proxy statement by the following votes:

For	Against	Votes Cast Abstain	Broker Non-Votes
104,584,096	6,766,350	244,445	16,353,429

*Advisory Vote on Frequency of Advisory Vote on Named Executive Officer Compensation*

Fiserv's shareholders approved, on an advisory basis, holding an advisory vote on the compensation of Fiserv's named executive officers every year. The votes were as follows:

Every Year	Every Two Years	Every Three Years	Abstain	Broker Non-Votes
102,676,272	540,770	8,191,624	186,225	16,353,429

After taking the results of the vote into consideration, Fiserv's board of directors has determined to include in Fiserv's proxy materials an advisory vote on the compensation of Fiserv's named executive officers every year until the next required vote on the frequency of shareholder advisory votes on the compensation of named executive officers.

*Independent Registered Public Accounting Firm*

The shareholders ratified the appointment of Deloitte & Touche LLP as Fiserv's independent registered public accounting firm for the year ending December 31, 2011 by the following votes:

For	Votes Cast Against	Abstain
126,321,867	1,414,471	211,982

**Item 8.01. Other Events.**

On January 3, 2011, Fiserv entered into an employment agreement with Mark Ernst. A copy of the agreement is filed herewith as Exhibit 10.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is being filed herewith:

Exhibit No.	Description
10.1	Employment Agreement, dated January 3, 2011, between Fiserv, Inc. and Mark A. Ernst

**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 hereunto duly authorized.

FISERV, INC.

Date: May 26, 2011

By: /s/ Thomas J. Hirsch  
Thomas J. Hirsch  
Executive Vice President,  
Chief Financial Officer,  
Treasurer and Assistant Secretary

**EXHIBIT INDEX**

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