

FISERV INC
Form S-8
November 10, 2004

As filed with the Securities and Exchange Commission on November 10, 2004

Registration No. 333 _____

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

**FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

FISERV, INC.
(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

39-1506125
(I.R.S. Employer
Identification No.)

255 Fiserv Drive
Brookfield, Wisconsin
(Address of principal executive offices)

53045
(Zip Code)

Fiserv, Inc. Employee Stock Purchase Plan
Australian Employee Stock Purchase Plan
Canadian Employee Stock Purchase Plan
Singapore Employee Stock Purchase Plan
The Fiserv Group Savings-Related Share Option Plan

(Full title of the plans)

Kenneth R. Jensen
Senior Executive Vice President,
Chief Financial Officer, Treasurer
and Assistant Secretary
Fiserv, Inc.
255 Fiserv, Inc.
Brookfield, Wisconsin 53045
(262) 879-5000
(Name, address and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount to be Registered (1)(2) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|--------------------------------|---|---|----------------------------|
| Common Stock, \$.01 par value, with attached Preferred Stock Purchase Rights | 2,000,000 shares and rights | \$35.53 (3) | \$71,060,000.00 (3) | \$9,003.31 |

- (1) Each share of Fiserv, Inc. Common Stock has attached thereto one Preferred Stock Purchase Right.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the anti-dilution provisions of the Fiserv, Inc. Employee Stock Purchase Plan.
- (3) Estimated pursuant to Rule 457(c) and (h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee based on the average of the high and low prices for Fiserv, Inc. Common Stock on The Nasdaq National Market on November 3, 2004. The value attributed to the Rights is reflected in the price of the Common Stock.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

On April 10, 2000 and October 29, 1999, Fiserv, Inc. (the Registrant), filed Registration Statements on Form S-8 (Reg. Nos. 333-34396 and 333-89957) to register 1,800,000 and 1,200,000 shares, respectively (each as adjusted to reflect the Registrant's three-for-two stock split effective August 2001), of the Registrant's Common Stock, par value \$.01 per share (the Common Stock), issuable under the Fiserv, Inc. Employee Stock Purchase Plan, Australian Employee Stock Purchase Plan, Canadian Employee Stock Purchase Plan, Singapore Employee Stock Purchase Plan and The Fiserv Group Savings-Related Share Option Plan (the Purchase Plans).

The purpose of this Registration Statement is to register 2,000,000 additional shares of the Common Stock in connection with the Purchase Plans.

Pursuant to General Instruction E of Form S-8, the contents of the Registrant's Registration Statements on Form S-8 (Reg. Nos. 333-34396 and 333-89957), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits filed herewith or incorporated herein by reference are set forth in the attached Exhibit Index.

*By: /s/ Kenneth R. Jensen
(Kenneth R. Jensen, as attorney-in-fact for the persons indicated)

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EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|---|
| 4.1 | Fiserv, Inc. Employee Stock Purchase Plan (filed as Exhibit 4.1 to the Company's Registration Statement on Form S-8 (Reg. No. 333-34396) and incorporated herein by reference). |
| 4.2 | Australian Employee Stock Purchase Plan (filed as Exhibit 4.2 to the Company's Registration Statement on Form S-8 (Reg. No. 333-34396) and incorporated herein by reference). |
| 4.3 | Canadian Employee Stock Purchase Plan (filed as Exhibit 4.3 to the Company's Registration Statement on Form S-8 (Reg. No. 333-34396) and incorporated herein by reference). |
| 4.4 | Singapore Employee Stock Purchase Plan (filed as Exhibit 4.4 to the Company's Registration Statement on Form S-8 (Reg. No. 333-34396) and incorporated herein by reference). |
| 4.5 | The Fiserv Group Savings-Related Share Option Plan (filed as Exhibit 4.5 to the Company's Registration Statement on Form S-8 (Reg. No. 333-34396) and incorporated herein by reference). |
| 4.6 | Restated Articles of Incorporation, as amended (filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference (File No. 0-14948)). |
| 4.7 | By-laws, as amended and restated (filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference (File No. 0-14948)). |
| 4.8 | Shareholder Rights Agreement (filed as Exhibit 4 to the Company's Current Report on Form 8-K dated February 23, 1998 and incorporated herein by reference (File No. 0-14948)). |
| 4.9 | First Amendment to Shareholder Rights Agreement (filed as Exhibit 4.3 to the Company's Registration Statement on Form S-8 dated April 7, 2000 and incorporated herein by reference (Reg. No. 333-34310)). |
| 4.10 | Second Amendment to Shareholder Rights Agreement (filed as Exhibit 4.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 0-14948)). |
| 5.1 | Opinion of Charles W. Sprague, Esq. |
| 23.1 | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of Charles W. Sprague, Esq. (included in Exhibit 5.1 hereto). |
| 24. | Powers of Attorney. |

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