

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-06**
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REPORTING OWNER

Neary James

CIK: **1323057**

Type: **4** | Act: **34** | File No.: **001-33747** | Film No.: **071296920**

Mailing Address

*C/O WARBURG PINCUS LLC
466 LEXINGTON AVENUE
NEW YORK NY 10017*

Business Address

212-878-0600

ISSUER

Metavante Technologies, Inc.

CIK: **1399768** | IRS No.: **390968604** | Fiscal Year End: **1231**

SIC: **6199** Finance services

Mailing Address

*4900 WEST BROWN DEER
ROAD
MILWAUKEE WI 53223*

Business Address

*4900 WEST BROWN DEER
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MILWAUKEE WI 53223
(414) 357-2290*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <u>Neary James</u>			2. Issuer Name and Ticker or Trading Symbol <u>Metavante Technologies, Inc. [MV]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2007</u>					
<u>C/O WARBURG PINCUS LLC, 466 LEXINGTON AVENUE</u>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <u>NEW YORK, NY 10017</u>								
(City)	(State)	(Zip)						

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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value per share	12/06/2007		A		1	A	\$ 0	1	D	
Common Stock, \$0.01 par value per share (1)								29,732,214 (1)	I (1)	See Footnote (1)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. See Exhibit 99.

Remarks:

Signatures

/s/ Stacey Bruckner, as Attorney-in-Fact

** Signature of Reporting Person

12/10/2007

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Explanation of Responses

On November 1, 2007 (the "Closing Date"), WPM, L.P., a Delaware limited partnership ("WPM"), purchased 29,732,214 shares of Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), of Metavante Technologies, Inc. (formerly known as Metavante Holding Company), a Wisconsin Corporation (the "Issuer"), for an aggregate purchase price of \$625 million, pursuant to an Investment Agreement, dated as of April 3, 2007, among the Issuer, M&I LLC (formerly known as Marshall & Ilsley Corporation), a Wisconsin limited liability company ("M&I"), Metavante Corporation, a Wisconsin corporation, Montana Merger Sub Inc., a Wisconsin corporation, and WPM (the "Investment Agreement").

In order to facilitate the structure of the transactions contemplated by the Investment Agreement, at 12:01 a.m. Eastern Daylight Time on the day following the Closing Date, each outstanding share of the Class A Common Stock automatically converted into one share of the Issuer's common stock, par value \$0.01 per share ("Common Stock"). At this time, the rights of WPM with respect to shares of converted Class A Common Stock ceased and WPM was deemed to have become the holder of an equivalent number of shares of Common Stock.

WPM is the direct record owner of 29,732,214 shares of Common Stock, which, as described above, automatically converted from 29,732,214 shares of Class A Common Stock at 12:01 a.m. Eastern Daylight Time on the day following the Closing Date. WPM GP, LLC, a Delaware limited liability company ("WPM GP"), is the sole general partner of WPM. Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"), is the sole member of WPM GP. Warburg Pincus IX LLC, a New York limited liability company ("WP IX LLC"), is the sole general partner of WP IX. Warburg Pincus Partners, LLC, a New York limited liability company ("WP Partners"), is the sole member of WP IX LLC. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages WP IX. Messrs. Charles R. Kaye and Joseph P. Landy are each Managing General Partners of WP and Co-Presidents and Managing Members of WP LLC. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of WPM GP, WP IX, WP IX LLC, WP Partners, WP, WP LLC, and Messrs. Kaye and Landy may be deemed to be the beneficial owners of any securities that may be deemed to be beneficially owned by WPM. Each of WPM GP, WP IX, WP IX LLC, WP Partners, WP, WP LLC, and Messrs. Kaye and Landy disclaim beneficial ownership of all shares of both the Issuer's Class A Common Stock and Common Stock except to the extent of any indirect pecuniary interest therein.

James C. Neary, the reporting person, who became a director of the Issuer on November 1, 2007, upon the completion of the transactions contemplated by the Investment Agreement, is a general partner of WP and a managing director and member of WP LLC. As such, Mr. Neary may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of

1934) in an indeterminate portion of the securities reported as beneficially owned by WPM. Mr. Neary disclaims beneficial ownership of such securities except to the extent of any indirect pecuniary interest therein. Mr. Neary does not directly own any shares of Class A Common Stock. As reported above, Mr. Neary directly owns 1 share of Common Stock.