

CERTEGY INC
Form 11-K
June 28, 2005
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 11-K

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File No. 001-16427

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Certegy Inc. 401(k) Plan.

- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: Certegy Inc., 100 2nd Avenue South, Suite 1100S, St. Petersburg, FL 33701.**
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AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Certegy Inc. 401(k) Plan

As of December 31, 2004 and 2003 and for the Year Ended December 31, 2004

with Report of Independent Registered Public Accounting Firm

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Certegy Inc. 401(k) Plan

Audited Financial Statements
and Supplemental Schedule

As of December 31, 2004 and 2003 and for the Year Ended December 31, 2004

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Report of Independent Registered Public Accounting Firm

Certegy Inc. Group Plans Committee

Certegy Inc. 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the Certegy Inc. 401(k) Plan as of December 31, 2004 and 2003, and the related statement of changes in net assets available for benefits for the year ended December 31, 2004. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2004 and 2003, and the changes in its net assets available for benefits for the year ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2004 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ ERNST & YOUNG LLP

Atlanta, Georgia

June 6, 2005

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Certegy Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31	
	2004	2003
Assets		
Investments, at fair value	\$ 70,288,751	\$ 58,933,560
Employer contribution receivable	1,648,264	1,469,308
Total assets	71,937,015	60,402,868
Net assets available for benefits	\$ 71,937,015	\$ 60,402,868

See accompanying notes.

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Certegy Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2004

Additions	
Investment income:	
Net appreciation in fair value of investments	\$ 5,643,958
Interest and dividends	1,300,782
	<u> </u>
Total investment income	6,944,740
Contributions:	
Participant	6,546,678
Employer	1,648,264
Rollovers from qualified plans	692,899
	<u> </u>
Total contributions	8,887,841
	<u> </u>
Total additions	15,832,581
Deductions	
Distributions to participants	(4,298,434)
	<u> </u>
Total deductions	(4,298,434)
	<u> </u>
Net increase	11,534,147
Net assets available for benefits:	
Beginning of year	60,402,868
	<u> </u>
End of year	\$ 71,937,015
	<u> </u>

See accompanying notes.

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Certegy Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2004

1. Description of the Plan

General

The following brief description of the Certegy Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for more complete information.

The Plan is a defined contribution plan, which became effective July 3, 2001 and is subject to the Employee Retirement Income Security Act of 1974, as amended. Generally, all U.S. salaried employees of the participating companies of Certegy and its subsidiaries are eligible to participate in the Plan upon hire.

Contributions

Each participant may make basic contributions of up to 2% of his/her total salary (base salary only for highly compensated employees) through payroll deductions on a pretax or an after-tax basis. The Company will match 100% of the first 2% of salary contributed by participants during the Plan year. Participants may also make contributions of the next 3% to 6% of total salary, as defined (plus contributions). The Company match on plus contributions is discretionary. The Company elected not to make any contributions relative to plus contributions in 2004. In addition, each non-highly compensated participant may elect to make supplemental contributions of 7% to 20% of gross pay on a pre-tax or an after-tax basis through payroll deductions, subject to certain limits. Supplemental contributions are not matched.

Matching contributions are net of any in-service after-tax withdrawals, lump-sum cash contributions, and roll-over contributions. Employer contributions may not exceed the

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Certegy Inc. 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Contributions (continued)

maximum amount which is deductible under the Internal Revenue Code (the Code) or such other federal income tax statutory provision as may be applicable. In addition, a participant must be actively employed by the Company on December 31 to receive the matching contribution for that Plan year, unless termination prior to December 31 is due to retirement, disability or death or a participant is age 65 or older upon termination. Matching contributions are automatically invested in the Certegy Stock Fund (CSF). However, once the initial contribution is made, the participant may transfer all or a part of the match from the CSF to any of the available investment options.

Contributions may be funded by the Company during the year and held as unallocated funds until contributions are determined as of the end of the Plan year. Earnings on these deposits are accumulated and may be used to reduce the total cash required for the Company contribution. The required Company match for 2004 of \$1,648,264 was funded in early 2005. The required Company match for 2003 of \$1,469,308 was funded in early 2004.

Vesting

Participants and Company contributions and earnings on contributions are at all times vested with those participants upon allocation.

Administration

During 2003, the trustee of the Plan was changed from Fidelity Management Trust Company to SunTrust Banks, Inc. (Trustee). Financial Administrative Services Corporation (FASCorp) performs participant record keeping and other administrative duties for the Plan. The Certegy Inc. Group Plans Committee is appointed by the Company s board of directors and oversees the Plan s operations.

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Certegy Inc. 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Investment Options

Participants may direct their elective deferrals in and among various investment options. Participants may change their investment elections and transfer money between investment options on a daily basis. The investment options consist of publicly traded mutual funds, including various mutual funds managed by SunTrust affiliates, as well as two collective trusts. In addition, participants may elect to invest their contributions in the Company's common stock through a unitized fund, which includes an investment in a money market fund for liquidity purposes. The balances for participants who previously invested in shares of Equifax common stock under the Equifax 401(k) Plan were transferred into the Frozen Equifax Stock Fund to which no further contributions can be made.

Benefits

Withdrawals from participant accounts may be made only for the following reasons: termination of employment, financial hardship, retirement, death, disability, or attainment of age 59 1/2. Upon occurrence of one of these events and upon election of the participant, the Plan will distribute to the participant a portion of the participant's entire account balance as specified in the Plan document. This lump-sum distribution is payable in cash, Company common stock, or a combination of the two at the participant's election.

If a participant's account balance is less than \$5,000 upon retirement or termination, a distribution of the participant's account will be made automatically.

The after-tax portion of a participant's account balance is available for withdrawal at any time. In-service withdrawals of the Company-matching portion of a participant's account are not allowed.

Participant Accounts

Individual accounts are maintained for each of the Plan's participants to reflect the participant's share of the Plan's earnings (losses), Company contributions, and the participant's contributions. Allocations of earnings (losses) are based on relative account balances and investment elections, as defined.

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Certegy Inc. 401(k) Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Loans to Participants

The Plan permits loans to be made to participants. Only one loan is permitted at a time, and the minimum loan amount is \$1,000. Loans may generally be taken up to 50% of a participant's account balance but not exceeding \$50,000. Loans are generally repaid through payroll deductions with a 5-year maximum limit, except for loans for home purchases which may have terms up to 15 years. Interest rates are set at the date of the loan at a rate equal to prime plus 1% on the first day of the calendar quarter in which the loan is taken. Loan fees for setup and maintenance are paid by the participant.

Plan Termination

Although the Company intends for the Plan to be permanent, the Plan provides that the Company has the right to discontinue contributions or terminate the Plan at any time. If the Plan is terminated, the Trustee will determine as of the termination date the value of the account balance of each participant, former participant, and beneficiary. The Trustee will then make a distribution in a time and manner solely determined by the Board of Directors of the Company.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan's management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

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Certegy Inc. 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Administrative Expenses

The Plan provides that all administrative expenses are paid by the Plan. However, the Company may, in its sole discretion, choose to pay all or part of these expenses. Accordingly, the Company paid all Plan expenses in 2004.

Valuation of Plan Investments

Investments of the Plan, except the SunTrust Retirement Stable Asset Fund and the SunTrust Retirement 500 Index, are carried at fair value as determined by quoted market prices. Participant loans are recorded at the principal amount outstanding plus accrued interest, which approximates fair value.

The SunTrust Retirement Stable Asset Fund and the SunTrust Retirement 500 Index are collective trusts that invest in guaranteed investment contracts and synthetic investment contracts and are valued at estimated fair value as determined by the Trustee.

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Certegy Inc. 401(k) Plan

Notes to Financial Statements (continued)

3. Investments

The fair values of individual investments that represent 5% or more of the Plan's net assets as of December 31, 2004 and 2003 are as follows:

	December 31	
	2004	2003
Certegy Inc. Common Stock	\$ 14,683,843	\$ 12,895,022
SunTrust Retirement 500 Index FD Class BSU-50B	7,033,276	6,394,887
Equifax Inc. Common Stock	6,555,057	7,433,577
STI Classic Small Cap Value Equity FD, TSU-SCE	5,801,153	3,589,026
Goldman Sachs Mid Value Fund-A	5,478,548	3,020,614
STI Classic Prime Quality Money Market TSU-PMM	4,866,319	4,895,463
STI Classic Life Vision Growth & Inc, T	4,132,318	3,759,037
SunTrust Retirement Stable Asset Fund		3,181,607

The net realized and unrealized appreciation in the fair value of investments, as determined by quoted market prices, for the year ended December 31, 2004 follows:

Common stock:	
Certegy Inc.	\$ 1,199,783
Equifax Inc.	904,840
Registered investment companies	2,740,645
Collective Trust Funds	798,690
	<u>\$ 5,643,958</u>

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Certegy Inc. 401(k) Plan

Notes to Financial Statements (continued)

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated July 26, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

5. Related-Party Transactions

All transactions in Certegy common stock held within the CSF are related-party transactions. The Plan held 383,993 and 366,806 shares of Certegy common stock, valued at \$14,683,843 and \$12,895,022 at December 31, 2004 and 2003, respectively.

6. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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Certegy Inc. 401(k) Plan

EIN: 58-2606325 Plan Number: 004

Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2004

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current	
		Cost	Value
* Certegy Inc.	Common stock, 383,993 shares	(1)	\$ 14,683,843
Equifax Inc.	Common stock, 218,863 shares	(1)	6,555,057
Collective Trust Funds:			
* SunTrust Investments	SunTrust Retirement Stable Asset Fund, 96,234 shares	(1)	3,375,445
* SunTrust Investments	SunTrust Retirement 500 Index FD Class BSU-50B, 770,382	(1)	7,033,276
Money Market Funds:			
* SunTrust Investments	STI Classic Prime Quality Money Market TSU- PMM, 4,866,319 shares	(1)	4,866,319
Shares of registered investment Companies:			
MFS Funds	MFS Massachusetts Investors Growth Fund, 154,399 shares	(1)	1,908,378
Putnam Funds	Putnam International Equity Fund-A, 34,467 shares	(1)	816,181
Templeton Funds	Templeton Foreign Fund, 91,435 shares	(1)	1,124,645
Goldman Sachs	Goldman Sachs MID Value Fund-A, 164,127 shares	(1)	5,478,548
* SunTrust Investments	STI Classic Small Cap Value Equity FD, TSU-SCE, 286,335 shares	(1)	5,801,153
* SunTrust Investments	STI Classic Life Vision Aggressive GWTH TSU- LVM, 37,065 shares	(1)	416,984
* SunTrust Investments	STI Classic Life Vision Moderate GRTH, TSU- LVB, 230,588 shares	(1)	2,451,154
* SunTrust Investments	STI Classic US Government Securities, T, 55,137 shares	(1)	580,591

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Certery Inc. 401(k) Plan

EIN: 58-2606325 Plan Number: 004

Schedule H, Line 4i

Schedule of Assets (Held at End of Year) (continued)

December 31, 2004

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current
			Value
MFS Funds	MFS New Discovery Fund, 36,755 shares	(1) \$	602,782
T. Rowe Price	T. Rowe Price MID-CAP Growth Fund-R, 64,259 shares	(1)	3,170,550
AllianceBernstein Funds	AllianceBernstein Growth & Income Fund, 414,309 shares	(1)	1,549,516
* SunTrust Investments	STI Classic Capital Appreciation Fund, TSU-CG, 87,644 shares	(1)	1,117,466
* SunTrust Investments	STI Classic Life Vision Growth & INC, T, 357,158 shares	(1)	4,132,318
MFS Funds	MFS Research Bond Fund, 292,625 shares	(1)	3,060,858
Participant loans	Varying maturities and interest rates from 5% to 10.5%		1,563,687
			\$ 70,288,751

* Represents a party-in-interest.

(1) Cost information has not been included because investments are participant-directed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned duly authorized officer.

Date: June 28, 2005

CERTEGY INC. 401(K) PLAN

/s/ RICHARD D. GAPEN

Richard D. Gapen
Representative of the Group Plans Committee
of Certegy Inc., Sponsor and Administrator of
the Plan

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EXHIBIT INDEX

Exhibit No.

23.1 Consent of the Independent Registered Public Accounting Firm

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