

FIRST DATA CORP
 Form 424B2
 September 13, 2004

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The information in this prospectus supplement and the accompanying prospectus is not complete and may be changed. A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission. We are not using this prospectus supplement or the accompanying prospectus to offer to sell these securities or to solicit offers to buy these securities in any place where the offer and sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 13, 2004

PROSPECTUS SUPPLEMENT
 (To Prospectus Dated July 18, 2003)

\$

First Data Corporation

% Notes due 20

% Notes due 20

Interest on the notes is payable on _____ and _____ of each year, beginning on _____, 2005. Interest on the notes will accrue from _____, 2004. The 20 _____ notes will mature on _____, 20_____. The 20 _____ notes will mature on _____, 20_____. We may redeem either series of notes in whole or in part at any time at the redemption prices set forth under "Description of the Notes - Optional Redemption" on page S-10 of this prospectus supplement. The notes will not be entitled to any sinking fund.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

	Price to Public	Underwriting Discounts	Proceeds to First Data (before expenses)
Per 20 Note	%	%	%
Total	\$	\$	\$
Per 20 Note	%	%	%
Total	\$	\$	\$

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

The underwriters expect to deliver the notes to purchasers on or about September _____, 2004.

Citigroup

**Wells Fargo Institutional
Brokerage and Sales**

September , 2004

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement contains the terms of this offering of notes. This prospectus supplement may add to, update or change the information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with information in the accompanying prospectus, this prospectus supplement will apply and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in "Where You Can Find More Information" in the accompanying prospectus.

No person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement or the accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this prospectus supplement or an offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus supplement and the accompanying prospectus, nor any sale made hereunder, shall under any circumstances create any implication that there has been no change in our affairs since the date of this prospectus supplement, or that the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus is correct as of any time subsequent to the date of such information.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. This prospectus supplement and the accompanying prospectus do not constitute an offer, or an invitation on our behalf or on behalf of the underwriters or any of them, to subscribe to or purchase any of the notes, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. See "Underwriting."

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this prospectus supplement and the accompanying prospectus, and in documents that are incorporated by reference in the accompanying prospectus, that are subject to risks and uncertainties. These statements are based on the beliefs and assumptions of our management. Generally, forward-looking statements include information concerning possible or assumed future actions, events or results of our operations.

These statements may be preceded by, followed by or include the words "may," "will," "should," "potential," "possible," "believes," "expects," "anticipates," "intends," "plans," "estimates," "hopes" or similar expressions. We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all forward-looking statements.

Forward-looking statements are not guarantees of performance. You should understand that the following important factors, among others, could affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in our forward-looking statements:

the effect of unanticipated developments that delay or negatively impact the integration of Concord EFS, Inc. according to our integration plans, including plans to integrate IT systems, eliminate duplicative overhead and costs, and retain customers and critical employees;

the ability to continue to grow at rates approximating recent levels for card-based payment transactions, consumer money transfer transactions and other product markets;

the successful conversions under service contracts with major clients;

the renewal of material contracts in our business units consistent with past experience;

the timely, successful and cost-effective implementation of processing systems to provide new products, improved functionality and increased efficiencies;

the successful and timely integration of significant businesses and technologies acquired by us and realization of anticipated synergies;

the continuing development and maintenance of appropriate business continuity plans for our processing systems based on the needs and risks relative to each such system;

consolidation among client financial institutions or other client groups which has a significant impact on our client relationships and any resulting material loss of business from our significant customers;

the ability to achieve planned revenue growth throughout the Company, including in the merchant alliance program which involves several joint ventures not under our sole control and each of which acts independently of the others, and to successfully manage pricing pressures through cost efficiencies and other cost management initiatives;

the ability to successfully manage the credit and fraud risks in our business units and the merchant alliances, particularly in the context of the developing e-commerce markets;

the anticipation of and response to technological changes, particularly with respect to e-commerce;

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the ability to attract and retain qualified key employees;

the effect of unanticipated changes in laws, regulations, credit card association rules or other industry standards affecting our businesses which require significant product redevelopment efforts, reduce the market for or value of its products or render products obsolete;

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the continuation of the existing interest rate environment so as to avoid increases in agent fees related to Payment Services' products and increases in interest on our borrowings;

the absence of significant changes in foreign exchange spreads on retail money transfer transactions, particularly in high-volume corridors, without a corresponding increase in volume or consumer fees;

the continued political stability in countries in which Western Union has material operations;

the implementation of Western Union agent agreements with governmental entities according to schedule and no interruption of relations with countries in which Western Union has or is implementing material agent agreements;

the effect of unanticipated developments relating to previously disclosed lawsuits, investigations or similar matters;

the effect of catastrophic events that could impact our or our major customers' operating facilities, communication systems and technology or that has a material negative impact on current economic conditions or levels of consumer spending;

the effect of a material breach of security of any of our systems; and

the ability to successfully manage the potential both for patent protection and patent liability in the context of rapidly developing legal framework for expansive software patent protection.

Because forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. You are cautioned not to place undue reliance on such statements, which speak only as of the date of this prospectus supplement or the accompanying prospectus or the date of any document incorporated by reference in the accompanying prospectus.

Except to the extent required by applicable law or regulation, we undertake no obligation to release publicly any revisions or updates to such forward-looking statements to reflect events or circumstances after the date of this prospectus supplement, the accompanying prospectus or the documents incorporated by reference in the accompanying prospectus or to reflect the occurrence of unanticipated events.

RECENT DEVELOPMENTS

On February 26, 2004, we completed the acquisition of Concord EFS, Inc. First Data and Concord each have distinct strengths in product lines and markets that in combination will provide financial institutions, retailers, and consumers with a broader spectrum of payment options; greater input into the future direction of the electronic payments industry; and access to new technologies and global markets. The results of Concord's operations are included in our consolidated statements of income for the three months ended June 30, 2004 and for 126 days of the six months ended June 30, 2004. See the income statement data set forth under "Selected Historical Financial Information" on page S-8 of this prospectus supplement.

Prior to the acquisition, on December 15, 2003, we announced an agreement with the U.S. Department of Justice that allowed us to complete our merger with Concord. We agreed to divest our 64% ownership of NYCE Corporation, an electronic funds transfer network. The net assets and results of operations of NYCE were reclassified as discontinued operations in the fourth quarter 2003, and all prior periods set forth under "Selected Historical Financial Information" on page S-8 of this prospectus supplement have been restated. We completed the sale of NYCE on July 30, 2004 to Metavante Corporation.

For further information regarding the Concord acquisition and NYCE divestiture, see our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2004 and June 30, 2004 and our Current Report on Form 8-K dated February 6, 2004, which are incorporated by reference in the accompanying prospectus.

On September 9, 2004, after it was determined that, in connection with certain income tax compliance services, affiliates of Ernst & Young LLP held employment tax related funds of a *de minimis* amount and made payment of such funds to the applicable tax authority in respect of ex-patriot and foreign employees of our subsidiaries in a small number of foreign countries, the Audit Committee of our Board of Directors met to consider the impact of these events on the independence of our external auditor, Ernst & Young LLP. These actions by affiliates of Ernst & Young LLP have been discontinued. Custody of the assets of an audit client is not permitted under the auditor independence rules in Regulation S-X of the Securities and Exchange Commission. Our Audit Committee and Ernst & Young LLP have considered the impact that the holding and paying of these funds may have had on Ernst & Young LLP's independence with respect to our company and have concluded that there has been no impairment of Ernst & Young LLP's independence. In making this determination, our Audit Committee considered the *de minimis* amount of funds involved, the ministerial nature of the actions, and that the subsidiaries involved were immaterial to our consolidated financial statements.

USE OF PROCEEDS

We estimate that our net proceeds from the sale of the notes, after giving effect to underwriting discounts but without giving effect to our estimated expenses of the offering, will be \$. We intend to use substantially all of the net proceeds from the sale to repay outstanding commercial paper maturing within days and having a weighted average interest rate of % at , 2004. The actual portion of net proceeds used to repay commercial paper will depend on the amount of commercial paper outstanding on the closing date of the sale of the notes. Any remaining net proceeds will be used for general corporate purposes and for repurchases of First Data common stock.

RATIOS OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratios of earnings to fixed charges for the periods indicated.

	Six Months Ended June 30,		Year Ended December 31,				
	2004	2003	2003	2002	2001	2000	1999
Ratio of earnings to fixed charges historical	16.5x	13.2x	13.01x	11.39x	8.25x	9.99x	12.54x

For purposes of computing the ratio of earnings to fixed charges, fixed charges consist of interest on debt, amortization of deferred financing costs and a portion of rentals determined to be representative of interest. Earnings consist of income before income taxes plus fixed charges.

SELECTED HISTORICAL FINANCIAL INFORMATION

The selected historical financial information set forth below has been derived from our historical consolidated financial statements incorporated by reference in the accompanying prospectus. We derived the annual historical information from our consolidated financial statements as of and for each of the years ended December 31, 1999 through 2003. The information as of and for the six months ended June 30, 2004 and 2003 is unaudited and has been derived from our unaudited interim financial statements and, in the opinion of our management, include all normal and recurring adjustments that are considered necessary for the fair presentation of the results for the interim period. The results of Concord's operations are included in the income statement data set forth below for 126 days of the six months ended June 30, 2004. In addition, the results of operations of NYCE are presented below as discontinued operations. See "Recent Developments" on page S-6 of this prospectus supplement. The information is only a summary and should be read in conjunction with our historical consolidated financial statements and related notes contained in our Annual Report on Form 10-K for the year ended December 31, 2003, our Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 and our Current Report on Form 8-K dated February 6, 2004, which are incorporated by reference in the accompanying prospectus, as well as other information that has been filed with the Securities and

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Exchange Commission. The historical results included below are not indicative of our future performance.

	As of and for the						
	Six Months Ended June 30,		Year Ended December 31,				
	2004	2003	2003	2002	2001	2000	1999
(in millions, except per share data)							
Income Statement Data:							
Revenues(a)	\$ 4,787.5	\$ 4,053.4	\$ 8,400.2	\$ 7,502.6	\$ 6,602.2	\$ 5,922.1	\$ 5,776.4
Expenses, net of other income/expense(a)	3,513.8	3,190.5	6,561.4	5,870.1	5,550.2	4,724.6	3,996.7
Income before income taxes, minority interest, equity earnings in affiliates, discontinued operations and cumulative effect of a change in accounting principle	1,273.7	862.9	1,838.8	1,632.5	1,052.0	1,197.5	1,779.7
Income taxes	345.5	236.9	436.9	422.3	333.0	378.7	625.7
Minority interest	(56.7)	(52.9)	(119.6)	(96.6)	(31.5)	(24.5)	(38.7)
Equity earnings in affiliates	72.3	67.8	138.7	118.6	183.9	135.3	84.4
Income from continuing operations	943.8	640.9	1,394.0	1,232.2	871.4	929.6	1,199.7
Income from discontinued operations net of taxes of \$9.6, \$5.8, \$17.6, \$9.9 and \$3.8 for the six months ended June 30, 2004 and 2003 and the year ended December 31, 2003, 2002 and 2001, respectively	5.7	5.5	14.7	5.7	3.2		
Cumulative effect of a change in accounting principle, net of \$1.6 income tax benefit					(2.7)(b)		
Net income	\$ 949.5	\$ 646.4	\$ 1,408.7	\$ 1,237.9	\$ 871.9	\$ 929.6	\$ 1,199.7
Depreciation and amortization	\$ 356.7	\$ 281.2	\$ 569.3	\$ 523.2	\$ 631.4	\$ 588.8	\$ 617.8
Per Share Data for Continuing Operations:							
Earnings per share basic(c)	\$ 1.15	\$ 0.86	\$ 1.89	\$ 1.63	\$ 1.12	\$ 1.14	\$ 1.40
Earnings per share diluted(c)	1.13	0.84	1.86	1.60	1.10	1.12	1.38
Cash dividends per share	0.04	0.04	0.08	0.07	0.04	0.04	0.04
Balance Sheet Data (At End of Period):							
Total assets	\$ 32,273.6	\$ 27,703.0	\$ 25,585.6	\$ 26,591.2	\$ 21,912.2	\$ 17,295.1	\$ 17,004.8
Settlement assets	15,363.1	17,377.1	15,119.3	16,688.5	13,166.9	9,816.6	9,585.6
Total liabilities	\$ 21,928.4	\$ 23,429.3	\$ 21,538.3	\$ 22,434.9	\$ 18,392.3	\$ 13,567.4	\$ 13,097.1
Settlement obligations	15,476.0	16,924.7	14,833.2	16,294.3	13,100.6	9,773.2	9,694.6
Borrowings	3,219.8	2,894.1	3,037.8	2,581.8	2,517.3	1,780.0	1,528.1
Convertible debt		536.6	537.2	552.7	584.8	50.0	50.0
Total stockholders' equity	\$ 10,345.2	\$ 4,273.7	\$ 4,047.3	\$ 4,156.3	\$ 3,519.9	\$ 3,727.7	\$ 3,907.7

(a) In January 2002, First Data adopted Emerging Issues Task Force ("EITF") 01-14, "Income Statement Characterization of Reimbursements Received for 'Out-of-Pocket' Expenses Incurred," (EITF 01-14) which requires that reimbursements received for "out-of-pocket" expenses be characterized as revenue. All periods presented have been restated for the adoption.

(b)

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Represents the transition adjustment for the adoption of Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities."

(c)

In March 2002, First Data's Board of Directors declared a 2-for-1 stock split of First Data's common stock to be effected in the form of a stock dividend. Shareholders of record on May 20, 2002 received one share of First Data's common stock for each share owned. The distribution of the shares occurred after the close of business on June 4, 2002. All per share amounts have been retroactively restated for all periods to reflect the impact of the stock split.

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DESCRIPTION OF THE NOTES

The following description of the particular terms of the notes supplements the description of the general terms and provisions of the "debt securities" set forth in the accompanying prospectus, to which reference is made. When we refer to "we," "us" or "our" in this section, we refer only to First Data Corporation and not to its subsidiaries.

General

The % Notes due 20 (the "20 notes") will mature on , 20 , and the % Notes due 20 (the "20 notes") will mature on , 20 . The notes will be issued in book-entry form only in denominations of \$1,000 and multiples of \$1,000. Interest on the notes will accrue from , 2004 at the respective rates per annum shown on the cover of this prospectus supplement and will be payable semi-annually on and , commencing , 2005, to the persons in whose names the notes are registered at the close of business on the preceding or , as the case may be.

The notes will be issued under an indenture dated as of March 26, 1993, as supplemented prior to the date of this prospectus supplement, including by the 2003 supplemental indenture dated as of June 9, 2003, and as further supplemented from time to time, between us and Wells Fargo Bank Minnesota, National Association, as trustee. Each of the 20 notes and the 20 notes will be a series of our "debt securities" (as that term is used in the accompanying prospectus), will be our unsecured obligations and will rank on a parity with our other unsecured and unsubordinated indebtedness (as indebtedness of First Data Corporation, the notes will be effectively subordinated to all indebtedness and liabilities of our subsidiaries).

Issuance of Additional Notes

We may, without the consent of the holders, increase the principal amount of either series of notes by issuing additional notes of such series in the future on the same terms and conditions, except for any differences in the issue price and interest accrued prior to the issue date of the additional notes, and with the same CUSIP number as the notes of such series offered hereby. The notes of either series offered by this prospectus supplement and any additional notes of such series would rank equally and ratably and would be treated as a single series for all purposes under the indenture.

Optional Redemption

The notes will be redeemable, in whole at any time or in part from time to time, at our option at a redemption price equal to the greater of (i) 100% of the principal amount of the notes to be redeemed, and (ii) as determined by the Quotation Agent (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the date of redemption), discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined below), plus basis points with respect to the 20 notes and basis points with respect to the 20 notes, plus, in each case, accrued interest thereon to the date of redemption.

"Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

"Comparable Treasury Issue" means the United States Treasury security selected by the Quotation Agent as having a maturity comparable to the remaining term of the notes to be redeemed that would

be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes.

"Comparable Treasury Price" means, with respect to any redemption date, (i) the average of four Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (ii) if the Trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

"Quotation Agent" means the Reference Treasury Dealer appointed by us.

"Reference Treasury Dealer" means (i) Citigroup Global Markets Inc., Wells Fargo Brokerage Services, LLC and two other Primary Treasury Dealers (as defined below) selected by us, and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a "Primary Treasury Dealer"), we will substitute therefor another Primary Treasury Dealer, and (ii) any other Primary Treasury Dealer selected by us.

"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

Notice of any redemption will be mailed at least 30 days but not more than 60 days before the redemption date to each holder of the notes to be redeemed. Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the notes or portions thereof called for redemption.

No Sinking Fund

The notes will not be entitled to any sinking fund.

Defeasance

The notes are subject to defeasance under the conditions described under "Description of Debt Securities Discharge, Legal Defeasance and Covenant Defeasance" beginning on page 13 of the accompanying prospectus and in the indenture.

Book-Entry System

The notes will be issued in the form of one or more fully registered global notes which will be deposited with, or on behalf of, The Depository Trust Company, New York, New York, and registered in the name of Cede & Co., as nominee of The Depository Trust Company. The provisions set forth under "Description of Debt Securities Book-Entry Debt Securities" beginning on page 15 of the accompanying prospectus will be applicable to the notes.

UNDERWRITING

Subject to the terms and conditions stated in the terms agreement applicable to each series of notes, which is dated the date of this prospectus supplement and which incorporates by reference the underwriting agreement basic provisions dated the date of this prospectus supplement (collectively, the "underwriting agreement"), each underwriter named below has severally agreed to purchase, and we have agreed to sell to that underwriter, the principal amount of each series of notes set forth opposite the underwriter's name.

Underwriter	Principal Amount of 20 notes	Principal Amount of 20 notes
Citigroup Global Markets Inc. Wells Fargo Brokerage Services, LLC	\$	\$
Total	\$	\$

The underwriting agreement provides that the obligations of the underwriters to purchase each series of notes are subject to approval of legal matters by counsel and to other conditions. The underwriters are obligated to purchase all the notes of a series if they purchase any of the notes of that series.

The underwriters propose to offer some of each series of notes directly to the public at the public offering price for that series set forth on the cover page of this prospectus supplement and some of the notes to dealers at the applicable public offering price less a concession not to exceed % of the principal amount of the 20 notes and % of the principal amount of the 20 notes. The underwriters may allow, and dealers may reallow, a concession not to exceed % of the principal amount of the 20 notes and % of the principal amount of the 20 notes on sales to other dealers. After the initial offering of the notes to the public, the underwriters may change the public offering prices and concessions.

In connection with the offering of each series of notes, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of that series of notes. Specifically, the underwriters may over allot in connection with the offering of each series of notes, creating a syndicate short position. In addition, the underwriters may bid for, and purchase, notes in the open market to cover syndicate short positions or to stabilize the price of each series of notes. Finally, the underwriting syndicate may reclaim selling concessions allowed for distributing the notes in the offerings of the notes, if the syndicate repurchases previously distributed notes in syndicate covering transactions, stabilization transactions or otherwise. Any of these activities may stabilize or maintain the market prices of the notes above independent market levels. The underwriters are not required to engage in any of these activities, and may end any of them at any time.

Each series of notes is a new issue of securities with no established trading market and will not be listed on any securities exchange. The underwriters have advised us that they intend to make a market for each series of notes, but they have no obligation to do so and may discontinue market making at any time without providing any notice. No assurance can be given as to the liquidity of any trading market for the notes.

Expenses associated with this offering, to be paid by us, are estimated to be \$500,000, excluding underwriters' discounts and commissions. The underwriters have agreed to reimburse us for a portion of these expenses.

In the ordinary course of their respective business, certain of the underwriters and their affiliates have engaged, and may in the future engage, in commercial banking, investment banking, financial advisory and/or other transactions with us and our affiliates. The offering of each series of notes is being conducted pursuant to Conduct Rule 2710(h) of the National Association of Securities

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Dealers Inc. Citicorp USA, Inc., an affiliate of Citigroup Global Markets Inc., is a syndication agent under our revolving credit agreement. Wells Fargo Brokerage Services, LLC, one of the underwriters, is an affiliate of Wells Fargo Bank Minnesota, National Association, the trustee under the indenture governing the notes.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, or to contribute to payments the underwriters may be required to make because of any of those liabilities.

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LEGAL MATTERS

The validity of the notes offered pursuant to this prospectus supplement will be passed upon for us by Sidley Austin Brown & Wood LLP, Chicago, Illinois, and for the underwriters by Simpson Thacher & Bartlett LLP, New York, New York. Other legal matters relating to the notes will be passed upon for us by Stanley J. Andersen, Esq., our Counsel. Mr. Andersen is the beneficial owner of 12,696 shares of our common stock.

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Prospectus

\$2,000,000,000

FIRST DATA CORPORATION

SECURITIES

First Data Corporation may offer from time to time, at prices and on terms to be determined at or prior to the time of sale, the following securities with an aggregate initial public offering price not to exceed \$2,000,000,000 (or the equivalent thereof if any securities are denominated in one or more foreign currencies or foreign currency units):

unsecured debt securities, consisting of debentures, notes and/or other unsecured evidences of indebtedness, in one or more series;

shares of our preferred stock, in one or more series; or

shares of our common stock.

We will describe the specific terms of these securities, together with the terms of the offering, the initial public offering price and our net proceeds from the sale thereof, in supplements to this prospectus. You should read both this prospectus and the applicable prospectus supplement before you invest.

Our common stock is listed on the New York Stock Exchange under the symbol "FDC."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We may sell these securities directly to purchasers, through agents we may designate from time to time or to or through underwriters. If any agents or underwriters are involved in the sale of securities, we will specify the names of those agents or underwriters and any applicable commission or discount in the applicable prospectus supplement. Our net proceeds from the sale of securities will be the initial public offering price of those securities less the applicable discount, in the case of an offering through an underwriter, or the purchase price of those securities less the applicable commission, in the case of an offering through an agent, and, in each case, less other expenses payable by us in connection with the issuance and distribution of those securities.

The date of this prospectus is July 18, 2003.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. You may read and copy any document we file at the SEC's public reference room at 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. Our SEC filings are also available to the public over the Internet on the SEC's web site at <http://www.sec.gov>. In addition, our common stock is listed on the New York Stock Exchange, and you may inspect copies of any documents we file with the SEC at the offices of The New York Stock Exchange, Inc., 20 Broad Street, New York, NY 10005.

The SEC allows us to "incorporate by reference" the information we file with it, which means that we can disclose important information to you by referring you to previously filed documents. The information incorporated by reference is considered to be part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the following documents we filed with the SEC (file number 001-11073) and any future filings that we make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 until we or any agents or underwriters sell all of the securities:

our Annual Report on Form 10-K for the year ended December 31, 2002;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2003;

our Current Reports on Form 8-K dated April 1, 2003, April 10, 2003 (only with respect to information under Item 5) and July 17, 2003 (only with respect to information under Item 5); and

the description of our common stock contained in our Registration Statement on Form 8-A dated March 24, 1992, together with any and all amendments and reports filed for the purpose of updating that description.

Any statement contained in this prospectus or in a document incorporated by reference in this prospectus shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus, the accompanying prospectus supplement or any subsequently filed document which is incorporated by reference in this prospectus modifies or supersedes that statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

This prospectus is part of, and does not contain all information set forth in, a Registration Statement on Form S-3 that we have filed with the SEC under the Securities Act of 1933, as amended, with respect to the securities we are offering. We refer you to the Registration Statement, including the exhibits thereto, for further information regarding our company and the securities offered by this prospectus.

You may request a copy of any of the documents listed above (other than exhibits to those documents that are not specifically incorporated by reference therein), at no cost, by writing or telephoning us at:

First Data Corporation
6200 South Quebec Street
Greenwood Village, Colorado 80111
Attention: Investor Relations
(303) 967-8000

FIRST DATA CORPORATION

We operate in four business segments: payment services, merchant services, card issuing services and emerging payments. The segments include the following businesses:

Payment Services:

Consumer-to-consumer money transfer: Offers money transfer services to people who periodically need to send or receive cash quickly to meet emergency situations or send funds to family and friends in other locations.

Consumer-to-business bill payment services: Includes services that facilitate transferring payments from consumers to utility companies, collection agencies, finance companies, mortgage lenders and other institutions.

Official checks and money orders: Issues official checks that serve as an alternative to a bank's own disbursement items such as teller's or bank checks and sells money orders through an agent network of financial institutions and other entities.

Stored Value Card: Develops, implements and manages prepaid stored-value card programs for retailers (that is, gift cards).

Merchant Services:

Merchant Acquiring: Facilitates the merchants' ability to accept credit and debit cards by authorizing, capturing and settling the merchants' credit and debit card transactions. Also provides point-of-sale devices and other equipment necessary to capture merchant transactions.

Check verification and guarantee services: Through reference to First Data's database, verifies that a checkwriter does not have a history of writing bad checks or guarantees that checks presented to merchants for payment will be collectible.

ATM and PIN-based processing: Operates an ATM network and provides processing services such as authorization and settlement to issuers of PIN-based debit cards.

Gaming Services: Owns and manages ATMs in gaming establishments, provides credit card cash advance and debit card cash access services to customers of gaming establishments and guarantees or verifies check transactions for such establishments.

Card Issuing Services:

Card Issuing and Processing: Provides credit, debit, retail and oil card outsourcing services to financial institutions and other issuers of credit and debit cards. Services include embossing, mailing and activating new credit cards; processing cardholder transactions and producing and mailing monthly cardholder statements.

Card processing software: Licenses and provides maintenance for its card processing software to international banks, retailers and third party processors.

Emerging Payments:

Government payments: Provides services to facilitate electronic tax payments to governmental agencies, provides systems and professional services to governmental agencies, and provides taxation systems and data to businesses.

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Mobile payments: Develops mobile payment products and software for the wireless payments market.

Enterprise payments: Delivers accounts receivable and payable systems and processing services to businesses.

RECENT DEVELOPMENTS

On April 1, 2003, First Data and Monaco Subsidiary Corporation, our wholly owned subsidiary, entered into an Agreement and Plan of Merger with Concord EFS, Inc., pursuant to which Monaco will be merged with and into Concord and Concord will become a wholly owned subsidiary of First Data. Concord, an electronic transaction processor, acquires, routes, authorizes, captures and settles virtually all types of electronic payment and deposit access transactions for financial institutions and merchants nationwide. Consummation of the merger is subject to various conditions, including approval by the stockholders of First Data and Concord and the receipt of all requisite antitrust, banking and other regulatory approvals.

If the merger is completed, Concord shareholders will receive 0.40 of a share of First Data common stock for each share of Concord common stock, and cash in lieu of fractional shares. Our shareholders will continue to own their existing First Data shares. We estimate that we may issue up to approximately 218 million shares of First Data common stock to Concord shareholders as contemplated by the merger agreement, which includes approximately 23 million shares of First Data common stock issuable pursuant to Concord stock options to be assumed by First Data and converted into options to purchase First Data common stock. Upon completion of the merger, First Data's shareholders immediately prior to the merger will own approximately 79% of our outstanding shares on a fully diluted basis, and Concord's former shareholders will own approximately 21% of our outstanding shares on a fully diluted basis. This information is based on the number of First Data and Concord shares and options outstanding on April 30, 2003.

On May 21, 2003 we filed a preliminary joint proxy statement and prospectus on Form S-4 with the SEC with respect to the merger.

USE OF PROCEEDS

Unless we indicate otherwise in the applicable prospectus supplement, we expect to use our net proceeds from the sale of the securities for general corporate purposes. We will describe in the applicable prospectus supplement any specific allocation of the proceeds to a particular purpose that we have made at the date of that prospectus supplement.

RATIOS OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratios of earnings to fixed charges for the periods indicated. We have not issued any preferred stock to date; therefore, the ratios of earnings to combined fixed charges and preferred stock dividends are the same as the ratios of earnings to fixed charges set forth below.

	Year Ended December 31,					Three Months Ended March 31,	
	1998(1)	1999(2)	2000(3)	2001(4)	2002(5)	2002(6)	2003
Ratio of earnings to fixed charges	5.70x	12.54x	9.99x	8.18x	11.09x	8.83x	11.48x

- (1) Earnings includes restructuring, net loss on business divestitures and impairment charges of \$319.1 million.
- (2) Earnings includes net restructuring, business divestitures, litigation and impairment benefit of \$715.8 million.
- (3) Earnings includes net restructuring, business divestitures, litigation and impairment benefit of \$71.3 million.
- (4) Earnings includes net restructuring, business divestitures and impairment charges of \$184.8 million.
- (5) Earnings includes net restructuring, business divestitures, litigation and regulatory settlements and impairment charges of \$63.8 million.
- (6) Earnings include restructuring charges and investment losses of \$14.6 million.

The computation of the ratio of earnings to fixed charges is based on applicable amounts for us and our consolidated subsidiaries. "Earnings" consist of income before income taxes (which includes minority interest and equity earnings in affiliates) plus fixed charges. We have included minority interest and equity earnings in affiliates in earnings because of the frequency with which such earnings are distributed in cash. "Fixed charges" consist of interest on debt, amortization of deferred financing costs and a portion of rentals that we determine to be representative of interest.

DESCRIPTION OF DEBT SECURITIES

We will issue the debt securities in one or more series. Debt securities will be issued under an indenture dated as of March 26, 1993, as supplemented by the 2003 supplemental indenture dated as of June 9, 2003 and as further supplemented from time to time, between us and Wells Fargo Bank Minnesota, National Association, as trustee.

We have summarized selected provisions of the indenture below. However, because this summary is not complete, it is subject to and is qualified in its entirety by reference to the indenture, a copy of which we have incorporated by reference as an exhibit to the Registration Statement of which this prospectus is a part. Capitalized terms used below have the meanings specified in the indenture. Section references below are to the indenture, as supplemented.

General

The debt securities will be our unsecured obligations. The indebtedness represented by the debt securities will rank on a parity with our other unsecured and unsubordinated indebtedness.

We primarily conduct our operations through our subsidiaries. Our rights and the rights of our creditors, including the holders of the debt securities, to participate in the distribution of assets of any of our subsidiaries upon the liquidation or reorganization of that subsidiary or otherwise will be subject to the prior claims of the subsidiary's creditors, except to the extent that we may be a creditor with recognized claims against the subsidiary. As a result, the debt securities will be effectively subordinated to existing and future liabilities of our subsidiaries.

We may issue the debt securities in one or more series, as authorized from time to time by our Board of Directors, any committee of our Board or any duly authorized officer. The indenture does not limit the aggregate principal amount of debt securities that we may issue thereunder. (Section 3.01)

We will describe in a supplement to this prospectus the particular terms of any debt securities being offered, any modifications of or additions to the general terms of the debt securities and any U.S. Federal income tax considerations that may be applicable in the case of offered debt securities. Accordingly, you should read both the prospectus supplement relating to the particular debt securities being offered and the general description of debt securities set forth in this prospectus before investing.

The applicable prospectus supplement will describe specific terms relating to the series of debt securities being offered. These terms will include some or all of the following:

the title of the series of debt securities;

the aggregate principal amount and authorized denominations (if other than \$1,000 and integral multiples of \$1,000);

the initial public offering price;

the original issue and stated maturity date or dates;

the interest rate or rates (which may be fixed or floating), if any, the method by which the rate or rates will be determined and the interest payment and regular record dates;

the manner and place of payment of principal and interest, if any;

if other than U.S. dollars, the currency or currencies in which payment of the initial public offering price and/or principal and interest, if any, may be made;

whether (and if so, when and at what price) we may be obligated to repurchase the debt securities;

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whether (and if so, when and at what price) the debt securities can be redeemed by us or the holder;

under what circumstances, if any, we will pay additional amounts on the debt securities to non-U.S. holders in respect of taxes;

whether the debt securities will be issued in registered or bearer form (with or without coupons) and, if issued in the form of one or more global securities, the depository for such securities;

where the debt securities can be exchanged or transferred;

whether the debt securities may be issued as original issue discount securities, and if so, the amount of discount and the portion of the principal amount payable upon declaration of acceleration of the maturity thereof;

whether (and if so, when and at what rate) the debt securities will be convertible into shares of our common stock;

whether there will be a sinking fund;

provisions, if any, for the defeasance of the debt securities;

any addition to, or modification or deletion of, any events of default or covenants contained in the indenture relating to the debt securities; and

any other terms of the series. (Section 3.01)

If we issue original issue discount securities, we will also describe in the applicable prospectus supplement the U.S. Federal income tax consequences and other special considerations applicable to those securities.

The indenture does not limit our ability to incur additional indebtedness, nor does it afford holders of debt securities protection in the event of a highly leveraged or similar transaction involving our company. However, the indenture provides that neither we nor any of our subsidiaries may subject certain of our property or assets to any mortgage or other encumbrance unless the debt securities are secured equally and ratably with or prior to that other secured indebtedness. See " Certain Covenants of Debt Securities" below. Reference is made to the applicable prospectus supplement for information with respect to any additions to, or modifications or deletions of, the events of default or covenants described below.

We are not required to issue all of the debt securities of a series at the same time, and debt securities of the same series may vary as to interest rate, maturity and other provisions. Unless otherwise provided, a series may be reopened for issuance of additional debt securities of that series. (Section 3.01)

Denominations, Exchange, Registration and Transfer

Unless otherwise specified in the applicable prospectus supplement, the debt securities of any series will be issued only as registered securities, in global or certificated form and in denominations of \$1,000 and any integral multiple thereof, and will be payable only in U.S. dollars. (Section 3.02) For more information regarding debt securities issued in global form, see " Book-Entry Debt Securities" below. Unless otherwise indicated in the applicable prospectus supplement, any debt securities we issue in bearer form will have coupons attached. (Section 2.01)

Registered debt securities of any series will be exchangeable for other registered debt securities of the same series in the same aggregate principal amount and having the same stated maturity date and other terms and conditions. If so provided in the applicable prospectus supplement, to the extent permitted by law, debt securities of any series issued in bearer form which by their terms are registrable

as to principal and interest may be exchanged, at the option of the holders, for registered debt securities of the same series in the same aggregate principal amount and having the same stated maturity date and other terms and conditions, upon surrender of those securities at the corporate trust office of the trustee or at any other office or agency designated by us for the purpose of making any such exchanges. Except in certain limited circumstances, debt securities issued in bearer form with coupons surrendered for exchange must be surrendered with all unmatured coupons and any matured coupons in default attached thereto. (Section 3.05)

The exchange of debt securities issued in bearer form for registered debt securities will be subject to the provisions of U.S. income tax laws and regulations applicable to the debt securities in effect at the time of the exchange. (Section 3.05)

Unless otherwise specified in the applicable prospectus supplement, in no event may registered debt securities, including registered debt securities received upon exchange of debt securities issued in bearer form, be exchanged for debt securities issued in bearer form. (Section 3.05)

Upon surrender for registration of transfer of any registered debt security of any series at the office or agency maintained for that purpose, we will execute, and the trustee will authenticate and deliver, in the name of the designated transferee, one or more new registered debt securities of the same series in the same aggregate principal amount of authorized denominations and having the same stated maturity date and other terms and conditions. We may not impose any service charge, other than any required tax or other governmental charge, on the transfer or exchange of debt securities. (Section 3.05)

We are not required (1) to register, transfer or exchange debt securities of any series during the period from the opening of business 15 days before the day a notice of redemption relating to debt securities of that series selected for redemption is sent to the close of business on the day that notice is sent, or (2) to register, transfer or exchange any debt security so selected for redemption, except for the unredeemed portion of any debt security being redeemed in part. (Section 3.05)

Certain Covenants of Debt Securities

Unless otherwise specified in the applicable prospectus supplement, the following covenants apply to the debt securities:

Limitation on Mortgages and Liens. Neither we nor any of our subsidiaries may create or assume, except in favor of us or one of our wholly owned subsidiaries, any mortgage, pledge, lien or encumbrance upon any Principal Facility (as defined below under " Certain Definitions"), any stock of any subsidiary or any indebtedness of any subsidiary to us or to any other subsidiary without equally and ratably securing any debt securities then outstanding. However, this limitation does not apply to certain permitted encumbrances as described in the indenture, including:

purchase money mortgages entered into within specified time limits, and liens extending, renewing or refunding those purchase money mortgages;

liens on acquired property existing at the time of the acquisition;

certain tax, materialmen's, mechanics' and judgment liens, liens arising by operation of law and other similar liens;

liens in connection with certain government contracts;

certain mortgages, pledges, liens or encumb