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FIRST DATA CORP
Form S-3MEF
February 21, 2001

As filed with the Securities and Exchange Commission on February 21, 2001.
Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FIRST DATA CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-0731996
(I.R.S. employer
identification number)

5660 New Northside Drive
Suite 1400
Atlanta, Georgia 30328-5800
(770) 857-0001
(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

Michael T. Whealy
Executive Vice President, Chief Administrative Officer
and General Counsel
First Data Corporation
5660 New Northside Drive
Suite 1400
Atlanta, Georgia 30328-5800
(770) 857-0001

(Name and address including zip code, and telephone
number, including area code, of agent for service)

Copies to:

Thomas A. Rossi, Esq.
First Data Corporation
11718 Nicholas Street
Stop Code M-10
Omaha, Nebraska 68154

Fredrick C. Lowinger, Esq.
Sidley & Austin
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603

Approximate date of commencement of proposed sale to the public: From time
to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following

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box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. 333-24667

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	R
Debt Securities				
Common Stock (3).....	\$105,000,000	100%	\$105,000,000	
Preferred Stock (3).....				

- (1) Such indeterminate number or amount of debt securities, common stock and preferred stock as may from time to time be issued at indeterminate prices. Plus an additional amount of debt securities issued with an original issue discount such that the aggregate initial public offering price of all securities registered hereby will not exceed \$105,000,000 in U.S. dollars or the U.S. dollar equivalent in foreign currency or currency units.
- (2) Estimated solely for the purpose of calculating the registration fee. The aggregate initial public offering price of the securities registered hereby will not exceed \$105,000,000 in U.S. dollars or the U.S. dollar equivalent in foreign currency or currency units.
- (3) Also includes such presently indeterminable number of shares of common stock and preferred stock as may be issued upon conversion or exchange of any debt securities or preferred stock that provide for conversion into or exchange for other securities. No separate consideration will be received for the common stock or preferred stock issuable upon such conversion or exchange.

EXPLANATORY STATEMENT

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This registration statement on Form S-3 is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both promulgated under the Securities Act of 1933, as amended, to register an additional \$105,000,000 maximum aggregate offering price of debt securities, common stock and preferred stock of First Data Corporation. The contents of the registration statement on Form S-3 (Registration No. 333-24667), which registration statement was previously filed with the Securities and Exchange Commission on May 1, 1997, are incorporated by reference into this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska, on February 20, 2001.

FIRST DATA CORPORATION

By: /s/ THOMAS A. ROSSI

Thomas A. Rossi
Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ HENRY C. DUQUES ----- Henry C. Duques	Chairman of the Board and Chief Executive Officer	February 20, 2001
/s/ KIMBERLY S. PATMORE ----- Kimberly S. Patmore	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 20, 2001
/s/ THOMAS L. MOORE ----- Thomas L. Moore	Vice President and Corporate Controller (Principal Accounting Officer)	February 20, 2001
/s/ CHARLES T. FOTE ----- Charles T. Fote	Director	February 20, 2001
/s/ COURTNEY F. JONES ----- Courtney F. Jones	Director	February 20, 2001
/s/ ROBERT J. LEVENSON ----- Robert J. Levenson	Director	February 20, 2001

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/s/	JAMES D. ROBINSON III	Director	February 20, 2001

	James D. Robinson III		
/s/	CHARLES T. RUSSELL	Director	February 20, 2001

	Charles T. Russell		
/s/	BERNARD L. SCHWARTZ	Director	February 20, 2001

	Bernard L. Schwartz		

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/s/	JOAN E. SPERO	Director	February 20, 2001

	Joan E. Spero		
/s/	GAREN K. STAGLIN	Director	February 20, 2001

	Garen K. Staglin		
/s/	ARTHUR F. WEINBACH	Director	February 20, 2001

	Arthur F. Weinbach		

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EXHIBIT INDEX

Exhibit
Number

5.1	Opinion of Thomas A. Rossi, Esq.
15	Letter re: Unaudited Interim Financial Information.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Thomas A. Rossi, Esq. (included in Exhibit 5.1).