

ACI WORLDWIDE, INC.
Form 4
September 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEASLEY PHILIP G

2. Issuer Name and Ticker or Trading Symbol
ACI WORLDWIDE, INC. [ACIW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3520 KRAFT ROAD, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/03/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

NAPLES, FL 34105

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	09/03/2014		M		59,654	A	\$ 7.55
							1,206,926 ⁽¹⁾
Common Stock	09/03/2014		S		59,654	D	\$ 19.6716
							1,147,272 ⁽²⁾
Common Stock	09/03/2014		M		200,000	A	\$ 7.55
							1,347,272
Common Stock	09/03/2014		S		200,000	D	\$ 19.5564
							1,147,272 ⁽³⁾
	09/04/2014		M		13,753	A	\$ 7.55
							1,161,025

Common
Stock

Common Stock 09/04/2014 S 13,753 D \$ 19.61 1,147,272 D

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

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 control number.

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Nur Sha
Non-Qualified Stock Option (right to buy)	\$ 7.55 ⁽⁴⁾	09/03/2014		M	59,654 ₍₄₎	⁽⁵⁾ 03/09/2015	Common Stock 59
Non-Qualified Stock Option (right to buy)	\$ 7.55 ⁽⁴⁾	09/03/2014		M	200,000 ₍₄₎	⁽⁵⁾ 03/09/2015	Common Stock 20
Non-Qualified Stock Option (right to buy)	\$ 7.55 ⁽⁴⁾	09/04/2014		M	13,753 ₍₄₎	⁽⁵⁾ 03/09/2015	Common Stock 13

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEASLEY PHILIP G 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105	X		CEO and President	

Signatures

By: /s/ Dennis Byrnes, Attorney in Fact For: Philip G. Heasley

09/05/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The amount of securities owned has also been updated to include 318 shares acquired under the Company's 1999 Employee Stock Purchase Plan, as amended.

The sale price ranged from \$19.61 to \$19.69, with a weighted average sale price of \$19.67. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) The sale price ranged from \$19.43 to \$19.64, with a weighted average sale price of \$19.56. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The number of options and the exercise price reflect the 3-for-1 stock split effective July 10, 2014. Specifically, the number of options reported is three times the number previously reported and the exercise price is one-third of the exercise price previously reported.
- (4) The options were granted pursuant to the ACI Worldwide, Inc. 2005 Equity and Performance Incentive Plan.

Remarks:

The shares identified herein were sold under Mr. Heasley's Rule 10b5-1 plan. Such shares were sold pursuant to the cashless exercise plan.

As of the date of this report, Mr. Heasley's beneficial ownership of the securities reported herein is 2,284,156 shares, consisting of 2,284,156 shares of common stock.

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

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