

S1 CORP /DE/  
Form SC TO-T/A  
October 03, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**AMENDMENT NO. 5**

**Tender Offer Statement Under Section 14(d)(1)**  
**or Section 13(e)(1) of the Securities Exchange Act of 1934**

**S1 CORPORATION**

**(Name of Subject Company (Issuer))**

**ACI WORLDWIDE, INC.**

**ANTELOPE INVESTMENT CO. LLC**

**(Name of Filing Persons (Offerors))**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**78463B101**

(CUSIP Number of Class of Securities)

**Dennis P. Byrnes, Esq.**

**Executive Vice President, General Counsel and Secretary**

**ACI Worldwide, Inc.**

**6060 Coventry Drive**

**Elkhorn, Nebraska 68022**

**(402) 778-2183**

**Dennis P. Byrnes, Esq.**

**President**

**Antelope Investment Co. LLC**

**c/o ACI Worldwide, Inc.**

**6060 Coventry Drive**

**Elkhorn, Nebraska 68022**

**(402) 778-2183**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

**Robert A. Profusek, Esq.**

**Jones Day**

**222 East 41st Street**

**New York, New York 10017**

**Tel.: (212) 326-3939**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
\$514,735,093.50

**Amount of Filing Fee\*\***  
\$59,760.75

- \* Estimated for purposes of calculating the filing fee only. Pursuant to Rules 0-11(a)(4) and 0-11(d) under the Securities Exchange Act of 1934, as amended, the market value of the securities to be received was calculated as the product of (i) 59,267,138 shares of S1 Corporation common stock (the sum of (x) 54,983,593 shares of S1 Corporation common stock outstanding as of September 29, 2011 and (y) 4,283,545 shares of S1 Corporation subject to outstanding options or the grant of rights to purchase S1 Corporation common stock, less (z) 1,107,000 shares of S1 Corporation common stock beneficially owned by ACI Worldwide, Inc.), and (ii) the average of the high and low sales prices of shares of S1 common stock as reported on the NASDAQ Stock Market on September 26, 2011 (\$8.685). The calculation of the filing fee is based on S1 Corporation's representation of its capitalization as of September 29, 2011.
- \*\* The amount of filing fee is calculated in accordance with Rule 0-11(a)(2) under the Securities Exchange Act of 1934, equals 0.00011610 multiplied by the transaction value.
- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid:	\$18,295.14	Form or registration no.:	Form S-4
Filing Party:	ACI Worldwide, Inc.	Date Filed:	August 30, 2011
Amount previously paid:	\$44,308.53	Form or registration no.:	Schedule TO
Filing Party:	ACI Worldwide, Inc.	Date Filed:	August 30, 2011

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

- x third-party tender offer subject to Rule 14d-1.  
 .. issuer tender offer subject to Rule 13e-4.  
 .. going-private transaction subject to Rule 13e-3.  
 .. amendment to Schedule 13D under Rule 13d-2.
- Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

This Amendment No. 5 (this Amendment) to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the SEC) on August 30, 2011, as amended by Amendment No. 1 thereto filed on September 7, 2011, Amendment No. 2 thereto filed on September 15, 2011, Amendment No. 3 thereto filed on September 21, 2011 and Amendment No. 4 thereto filed on September 28, 2011 (as amended, the Schedule TO) by ACI Worldwide, Inc., a Delaware corporation (ACI), and Antelope Investment Co. LLC, a Delaware limited liability company and wholly-owned subsidiary of ACI (Offeror). This Schedule TO relates to the third-party tender offer by Offeror to exchange all of the issued and outstanding shares of common stock, par value \$0.01 per share (the S1 Shares), of S1 Corporation, a Delaware corporation (S1) for 0.3148 shares of ACI common stock, par value \$0.005 per share (the ACI Shares), or \$10.00 in cash for each S1 Share (less applicable withholding taxes and without interest) (the Exchange Offer).

ACI has filed Amendment No. 2 to its Registration Statement on Form S-4 (File No. 333-176557) relating to the Exchange Offer (as amended, the Registration Statement). The terms and conditions of the Exchange Offer are set forth in the prospectus/offer to exchange (Prospectus/Offer to Exchange) filed pursuant to Rule 424(b)(3) on September 29, 2011 and the related letter of election and transmittal (the Letter of Election and Transmittal) which is filed as an exhibit to the Registration Statement.

#### **ITEMS 1 THROUGH 9, AND ITEM 11.**

All information contained in the Prospectus/Offer to Exchange and the Letter of Election and Transmittal, and any prospectus supplement or any other supplement thereto related to the Exchange Offer, is hereby expressly incorporated herein by reference with respect to Items 1 through 9 and Item 11 of the Schedule TO, except that such information is amended and supplemented to the extent specifically provided herein

#### **ITEM 4. TERMS OF THE TRANSACTION.**

Item 4 of the Schedule TO is hereby amended and supplemented as follows:

In connection with the execution of the Transaction Agreement, dated as of October 3, 2011, among ACI, Offeror and S1 (the Transaction Agreement), the price per S1 Share to be paid pursuant to the Exchange Offer has been increased from 0.2800 ACI Shares or \$10.00 in cash for each S1 Share (less applicable withholding taxes and without interest) to 0.3148 ACI Shares or \$10.00 in cash for each S1 Share (less applicable withholding taxes and without interest). All references in the Prospectus/Offer to Exchange, the Letter of Election and Transmittal, the Notice of Guaranteed Delivery, the Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees and the Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees to the offer price of 0.2800 ACI Shares or \$10.00 in cash for each S1 Share (less applicable withholding taxes and without interest) are hereby amended to refer to 0.3148 ACI Shares or \$10.00 in cash for each S1 Share (less applicable withholding taxes and without interest).

ACI, Offeror and S1 plan to file an amendment and supplement to the Prospectus/Offer to Exchange, an amended and restated Letter of Election and Transmittal and other related materials, reflecting the revised terms and conditions of the Exchange Offer pursuant to the Transaction Agreement, as promptly as reasonably practicable.

#### **ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.**

#### **ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.**

Items 5 and 6 of the Schedule TO are hereby amended and supplemented as follows:

On October 3, 2011, ACI, Offeror and S1 entered into the Transaction Agreement, under which Offeror is offering to acquire all of the outstanding S1 Shares at the increased offer price of 0.3148 ACI Shares or \$10.00 in cash for each S1 Share (less applicable withholding taxes and without interest) and, following which, Offeror will be merged with and into S1, with S1 surviving the merger as an indirect wholly-owned subsidiary of ACI.

ACI and S1 issued a joint press release on October 3, 2011, announcing the execution of the definitive Transaction Agreement.

**ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following:

- (a)(5)(O) Joint press release of ACI and S1, dated October 3, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on October 3, 2011)
- (a)(5)(P) Employee Letter, dated October 3, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on October 3, 2011)
- (a)(5)(Q) S1 Offeree Letter, dated October 3, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on October 3, 2011)
- (d)(1) Transaction Agreement, by and among ACI Worldwide, Inc., Antelope Investment Co. LLC and S1 Corporation, dated October 3, 2011 (incorporated by reference to ACI's Current Report on Form 8-K filed on October 3, 2011)

**ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to the Schedule TO is true, complete and correct.

**ACI WORLDWIDE, INC.**

By: /s/ Dennis P. Byrnes

Name: Dennis P. Byrnes

Title: Executive Vice President, General Counsel

and Secretary

**ANTELOPE INVESTMENT CO. LLC**

By: /s/ Dennis P. Byrnes

Name: Dennis P. Byrnes

Title: President

Date: October 3, 2011

**EXHIBIT INDEX**

(a)(1)(A)	Intentionally Omitted
(a)(1)(B)	Form of Letter of Election and Transmittal*
(a)(1)(C)	Form of Notice of Guaranteed Delivery*
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(a)(4)(A)	Offer to Exchange/Prospectus (incorporated by reference to Amendment No. 2 to the Registration Statement on Form S-4 filed on September 21, 2011)
(a)(5)(A)	Press Release and Proposal Letter to S1, dated July 26, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on July 26, 2011)
(a)(5)(B)	Proposal Slides, dated July 26, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on July 26, 2011)
(a)(5)(C)	ACI Employee Letter, dated July 26, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on July 26, 2011)
(a)(5)(D)	ACI Partner Letter, dated July 26, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on July 26, 2011)
(a)(5)(E)	ACI Earnings Call and Discussion on Proposal to Acquire S1, dated July 26, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on July 26, 2011)
(a)(5)(F)	Press Release, dated August 2, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on August 2, 2011)
(a)(5)(G)	Press Release, dated August 15, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on August 15, 2011)
(a)(5)(H)	Press Release, dated August 25, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on August 25, 2011)
(a)(5)(I)	ACI Letter to S1 Shareholders, dated August 25, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on August 25, 2011)
(a)(5)(J)	ACI Proxy Statement on Schedule 14A, dated August 25, 2011 (incorporated by reference to ACI's filing on August 25, 2011)
(a)(5)(K)	Investor Presentation, dated September 7, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on September 7, 2011)
(a)(5)(L)	Press Release, dated September 7, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on September 7, 2011)
(a)(5)(M)	Prospectus Disclosure (incorporated by reference to ACI's filing pursuant to Rule 425 on September 15, 2011)
(a)(5)(N)	Press Release, dated September 27, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on September 27, 2011)
(a)(5)(O)	Joint press release of ACI and S1, dated October 3, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on October 3, 2011)
(a)(5)(P)	Employee Letter, dated October 3, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on October 3, 2011)
(a)(5)(Q)	S1 Offeree Letter, dated October 3, 2011 (incorporated by reference to ACI's filing pursuant to Rule 425 on October 3, 2011)
(b)	Commitment Letter, dated August 29, 2011, from Wells Fargo Securities, LLC and Wells Fargo Bank, National Association**
(d)(1)	Transaction Agreement, by and among ACI Worldwide, Inc., Antelope Investment Co. LLC and S1 Corporation, dated October 3, 2011 (incorporated by reference to ACI's Current Report on Form 8-K filed on October 3, 2011)
(g)	Not Applicable
(h)	Not Applicable

\* Incorporated by reference to the ACI Registration Statement on Form S-4 filed on August 30, 2011.

\*\* Previously filed with Schedule TO on August 30, 2011.