

ACI WORLDWIDE, INC.

Form 4

December 17, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BYRNES DENNIS**

(Last) (First) (Middle)

3520 KRAFT ROAD, SUITE 300

(Street)

NAPLES, FL 34105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ACI WORLDWIDE, INC. [ACIW]

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

12/12/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, CAO, General Counsel & Sec

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/17/2013                              |                                                             | M                                    | 10,000                                                                  | A \$ 17.62                                                                                                         | 67,163                                                                  | D                                                                 |
| Common<br>Stock                       | 12/17/2013                              |                                                             | S                                    | 10,000                                                                  | D \$ 63.0002                                                                                                       | 57,163                                                                  | D                                                                 |

(1)

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  
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SEC 1474  
(9-02)

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**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 Underlying Security (Instr. 3 and 4) |                 |              |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------|-----------------|--------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                  | Expiration Date | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 17.62                                               | 12/17/2013                           |                                                    | M                              |                                                                                         | 10,000                                                   |     | <u>(2)</u>                                        | 10/07/2014      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 61.54                                               | 12/12/2013                           |                                                    | A                              |                                                                                         | 13,180                                                   |     | <u>(3)</u>                                        | 12/12/2023      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                        |
|-------------------------------------------------------------------|--------------------------------------|
|                                                                   | Director10% OwnerOfficerOther        |
| BYRNES DENNIS<br>3520 KRAFT ROAD<br>SUITE 300<br>NAPLES, FL 34105 | EVP,<br>CAO,General<br>Counsel & Sec |

## Signatures

Dennis P Byrnes 12/17/2013

\*\*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 sale price ranged from \$63.00 to \$63.01, with a weighted average sale price of \$63.000232. 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 options were granted pursuant to the ACI Worldwide, Inc. 1999 Stock Option Plan, as amended. The options vested pro rata on an annual basis over a three-year period with the first installment becoming exercisable one year after the grant date. All options that were exercised were vested prior to exercise.

(3) The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vest in equal annual installments over a three year period beginning with the first anniversary of the date of grant.

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

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