

ACI WORLDWIDE, INC.
Form 4
November 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
Shay John M Jr

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)
11/25/2014

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

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	Price		
Common Stock	11/25/2014		M	14,492	A	\$ 5.6633	46,031 ⁽¹⁾	D
Common Stock	11/25/2014		S	14,492	D	\$ 19.7283 ⁽²⁾	31,539	D
Common Stock	11/25/2014		M	30,000	A	\$ 10.87	61,539	D
Common Stock	11/25/2014		S	30,000	D	\$ 19.7283 ⁽²⁾	31,539	D
Common Stock	11/25/2014		M	15,000	A	\$	46,539	D

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Stock					12.4733		
Common Stock	11/25/2014	S	15,000	D	\$ 19.7283 (2)	31,539	D
Common Stock	11/26/2014	M	15,508	A	\$ 5.6633	47,047	D
Common Stock	11/26/2014	S	15,508	D	\$ 19.5081 (3)	31,539	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	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.6633 (4)	11/25/2014		M	14,492 (4)	(5) 06/11/2018	Common Stock	14,492 (4)	
Non-Qualified Stock Option (right to buy)	\$ 5.6633 (4)	11/26/2014		M	15,508 (4)	(5) 06/11/2018	Common Stock	15,508 (4)	
Non-Qualified Stock Option (right to buy)	\$ 10.87 (4)	11/25/2014		M	30,000 (4)	(5) 07/24/2017	Common Stock	30,000 (4)	
Non-Qualified Stock Option (right to buy)	\$ 12.4733 (4)	11/25/2014		M	15,000 (4)	(5) 05/25/2016	Common Stock	15,000 (4)	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Shay John M Jr
3520 KRAFT ROAD
SUITE 300
NAPLES, FL 34105

X

Signatures

By: /s/ Dennis Byrnes, Attorney in Fact For: John M.
Shay, Jr

11/26/2014

__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) Effective July 10, 2014, the common stock of ACI Worldwide, Inc. split 3-for-1, resulting in the reporting person's ownership of 21,026 additional shares of common stock.

The sale price ranged from \$19.60 to \$19.885, with a weighted average sale price of \$19.728297. The reporting person hereby undertakes
- (2) 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.

The sale price ranged from \$19.46 to \$19.61, with a weighted average sale price of \$19.508076. The reporting person hereby undertakes
- (3) 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.
- (4) 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.
- (5) The options were granted pursuant to the ACI Worldwide, Inc. 2005 Equity and Performance Incentive Plan, as amended.

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.