

ACI WORLDWIDE, INC.
Form 4
August 11, 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

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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 *
STOKELY JOHN E

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)
08/07/2014

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 (A) or (D) Price | | |
| Common Stock | 08/07/2014 | | M | | 18,000 A \$ 5.6633 | 49,539 | D |
| Common Stock | 08/07/2014 | | S | | 18,000 D \$ 18.4327 | 31,539 ⁽¹⁾ | D |
| Common Stock | 08/07/2014 | | M | | 30,000 A \$ 10.87 | 61,539 | D |
| Common Stock | 08/07/2014 | | S | | 30,000 D \$ 18.4327 | 31,539 | D |
| Common Stock | 08/07/2014 | | M | | 30,000 A \$ 10.8733 | 61,539 | D |
| | 08/07/2014 | | S | | 30,000 D | 31,539 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|
| Common Stock | | | | | \$ | 18.4327 | |
| Common Stock | 08/07/2014 | M | 24,000 | A | \$ 7.55 | 55,539 | D |
| Common Stock | 08/07/2014 | S | 24,000 | D | \$ 18.4327 | 31,539 | D |
| Common Stock | 08/08/2014 | M | 30,000 | A | \$ 9.6667 | 61,539 | D |
| Common Stock | 08/08/2014 | S | 30,000 | D | \$ 18.4471 | 31,539 | D |
| Common Stock | 08/08/2014 | M | 30,000 | A | \$ 6.1033 | 61,539 | D |
| Common Stock | 08/08/2014 | S | 30,000 | D | \$ 18.4471 | 31,539 | D |
| Common Stock | 08/08/2014 | M | 30,000 | A | \$ 5.04 | 61,539 | D |
| Common Stock | 08/08/2014 | S | 30,000 | D | \$ 18.4471 | 31,539 | D |
| Common Stock | 08/08/2014 | M | 12,000 | A | \$ 5.6633 | 43,539 | D |
| Common Stock | 08/08/2014 | S | 12,000 | D | \$ 18.4471 | 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 | \$ 5.04 ⁽²⁾ | 08/08/2014 | | M | 30,000 ⁽²⁾ | ⁽³⁾ | 06/10/2019 | Common Stock | 30,000 ⁽²⁾ |

| | | | | | | | | | |
|---|--------------------|------------|---|----------------|-----|------------|--------------|----------------|--|
| (right to buy) | | | | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 5.6633 (4) | 08/07/2014 | M | 18,000 (4) | (3) | 06/11/2018 | Common Stock | 18,000 (4) | |
| Non-Qualified Stock Option (right to buy) | \$ 5.6633 (4) | 08/08/2014 | M | 12,000 (4) | (3) | 06/11/2018 | Common Stock | 12,000 (4) | |
| Non-Qualified Stock Option (right to buy) | \$ 6.1033 (5) | 08/08/2014 | M | 30,000 (5) | (6) | 06/09/2020 | Common Stock | 30,000 (5) | |
| Non-Qualified Stock Option (right to buy) | \$ 7.55 (7) | 08/07/2014 | M | 24,000 (7) | (3) | 03/09/2015 | Common Stock | 24,000 (7) | |
| Non-Qualified Stock Option (right to buy) | \$ 9.6667 (8) | 08/08/2014 | M | 30,000 (8) | (3) | 06/15/2021 | Common Stock | 30,000 (8) | |
| Non-Qualified Stock Option (right to buy) | \$ 10.87 (9) | 08/07/2014 | M | 30,000 (9) | (3) | 07/24/2017 | Common Stock | 30,000 (9) | |
| Non-Qualified Stock Option (right to buy) | \$ 10.8733 (10) | 08/07/2014 | M | 30,000 (10) | (6) | 03/07/2016 | Common Stock | 30,000 (10) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STOKELY JOHN E 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105 | X | | | |

Signatures

By: /s/ Dennis Byrnes, Attorney in Fact For: John E. Stokely

08/11/2014

**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.
- (2) This option was previously reported as covering 10,000 shares at an exercise price of \$15.12 per share, but was adjusted to reflect the 3-for-1 stock split effective July 10, 2014.

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- (3) The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vested on the the day immediately prior to the date of the next annual meeting of stockholders of the Company following the date of grant. All options that were exercised were vested prior to exercise.
- (4) This option was previously reported as covering 10,000 shares at an exercise price of \$16.99 per share, but was adjusted to reflect the 3-for-1 stock split effective July 10, 2014.
- (5) This option was previously reported as covering 10,000 shares at an exercise price of \$18.31 per share, but was adjusted to reflect the 3-for-1 stock split effective July 10, 2014.
- (6) The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vested on the first anniversary of the date of grant. All options that were exercised were vested prior to exercise.
- (7) This option was previously reported as covering 8,000 shares at an exercise price of \$22.65 per share, but was adjusted to reflect the 3-for-1 stock split effective July 10, 2014.
- (8) This option was previously reported as covering 10,000 shares at an exercise price of \$29.00 per share, but was adjusted to reflect the 3-for-1 stock split effective July 10, 2014.
- (9) This option was previously reported as covering 10,000 shares at an exercise price of \$32.61 per share, but was adjusted to reflect the 3-for-1 stock split effective July 10, 2014.
- (10) This option was previously reported as covering 10,000 shares at an exercise price of \$32.62 per shares, but was adjusted to reflect the 3- for-1 stock split effective July 10, 2014.

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.