

ACI WORLDWIDE, INC.

Form 4

September 05, 2014

**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  
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2005  
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response... 0.5

(Print or Type Responses)

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

(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)  
09/03/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

CEO and President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 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)
Common Stock	09/03/2014		M	59,654	A \$ 7.55	1,206,926 <sup>(1)</sup>	D
Common Stock	09/03/2014		S	59,654	D \$ 19.6716 <sup>(2)</sup>	1,147,272	D
Common Stock	09/03/2014		M	200,000	A \$ 7.55	1,347,272	D
Common Stock	09/03/2014		S	200,000	D \$ 19.5564 <sup>(3)</sup>	1,147,272	D
	09/04/2014		M	13,753	A \$ 7.55	1,161,025	D

Common  
Stock

Common Stock	09/04/2014	S	13,753	D	\$ 19.61	1,147,272	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.55 <sup>(4)</sup>	09/03/2014		M		59,654 <u>(4)</u>		<sup>(5)</sup>	03/09/2015	Common Stock	59,654
Non-Qualified Stock Option (right to buy)	\$ 7.55 <sup>(4)</sup>	09/03/2014		M		200,000 <u>(4)</u>		<sup>(5)</sup>	03/09/2015	Common Stock	200,000
Non-Qualified Stock Option (right to buy)	\$ 7.55 <sup>(4)</sup>	09/04/2014		M		13,753 <u>(4)</u>		<sup>(5)</sup>	03/09/2015	Common Stock	13,753

## 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.

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