

ACI WORLDWIDE, INC.

Form 4

December 18, 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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MCGRODDY JAMES**

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)  
12/16/2013

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

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

NAPLES, FL 34105

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2013		M	10,000 A	\$ 18.31 14,000	D	
Common Stock	12/16/2013		S	10,000 D	\$ 62.799 4,000 (1)	D	
Common Stock	12/16/2013		M	10,000 A	\$ 15.12 14,000	D	
Common Stock	12/16/2013		S	10,000 D	\$ 62.799 4,000 (1)	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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 15.12	12/16/2013		M	10,000	<u>(2)</u> 06/10/2019	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 18.31	12/16/2013		M	10,000	<u>(3)</u> 06/09/2020	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRODDY JAMES 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105	X			

## Signatures

By: /s/ Theodore Rodriguez, Atty in Fact For: James C. McGroddy

12/18/2013

\_\_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).

- The sale price ranged from \$62.70 to \$63.03, with a weighted average sale price of \$62.795980. The reporting person hereby undertakes
- (1) 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 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

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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 vested on the first anniversary of the date of grant. All options that were exercised were vested prior to exercise.

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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