

ACI WORLDWIDE, INC.

Form 4

November 28, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shay John M Jr

(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)
11/25/2014

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)

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	11/25/2014		M	14,492 A	\$ 5.6633 46,031 ⁽¹⁾	D	
Common Stock	11/25/2014		S	14,492 D	\$ 19.7283 31,539 ⁽²⁾	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 31,539 ⁽²⁾	D	
Common	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.

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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 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.
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