

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

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 *
STOKELY JOHN E

(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)
08/07/2014

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)
			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

Edgar Filing: ACI WORLDWIDE, INC. - Form 4

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)
Non-Qualified Stock Option	\$ 5.04 ⁽²⁾	08/08/2014		M	30,000 ⁽²⁾	⁽³⁾ 06/10/2019	Common Stock

Edgar Filing: ACI WORLDWIDE, INC. - Form 4

- (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.