

ONLINE RESOURCES CORP

Form 3

March 12, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

ACI WORLDWIDE, INC.

(Last)

(First)

(Middle)

3520 KRAFT RD, SUITE 300

(Street)

NAPLES, FL 34105

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/11/2013

3. Issuer Name and Ticker or Trading Symbol

ONLINE RESOURCES CORP [ORCC]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director

____ Officer

(give title below)

☒ 10% Owner

____ Other

(specify below)

5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock, par value \$0.0001 per share
(1)

28,588,101 (2)

I

See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACI WORLDWIDE, INC. 3520 KRAFT RD SUITE 300 NAPLES, FL 34105	Â	Â X	Â	Â
Ocelot Acquisition Corp. 3520 KRAFT RD SUITE 300 NAPLES, FL 34105	Â	Â X	Â	Â

Signatures

/s/ Dennis P. Byrnes, Executive Vice President, Chief Administrative Officer, General Counsel and Secretary for ACI Worldwide, Inc.

03/12/2013

__Signature of Reporting Person

Date

/s/ Dennis P. Byrnes, President for Ocelot Acquisition Corp.

03/12/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This form is a joint filing by ACI Worldwide, Inc., a Delaware corporation ("ACI"), and Ocelot Acquisition Corp., a Delaware corporation and direct wholly owned subsidiary of ACI ("Merger Sub").

(2) Shares of common stock, par value \$0.0001 per share (the "Shares"), of Online Resources Corporation ("ORCC") acquired pursuant to the tender offer effected pursuant to the Transaction Agreement, dated as of January 30, 2013, by and among ACI, Merger Sub and ORCC.

(3) Shares are held by Merger Sub. As Merger Sub is a direct wholly owned subsidiary of ACI, ACI may be deemed to have acquired indirect beneficial ownership of the Shares.

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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