

ACI WORLDWIDE, INC.

Form 4

March 07, 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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2005  
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response... 0.5

(Print or Type Responses)

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

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/2014

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☒ Other (specify  
below)  
CEO and President / CEO and President

(Street)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/05/2014		M	25,100	A \$ 22.65 361,530	D	
Common Stock	03/05/2014		S	25,100	D \$ 63.0343 336,430 <sup>(2)</sup> <u>(1)</u>	D	
Common Stock	03/06/2014		M	3,012	A \$ 22.65 339,442	D	
Common Stock	03/06/2014		S	3,012	D \$ 63.0461 336,430 <sup>(3)</sup> <u>(3)</u>	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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 22.65	03/05/2014		M	25,100	(4) 03/09/2015	Common Stock	25,100
Non-Qualified Stock Option (right to buy)	\$ 22.65	03/06/2014		M	3,012	(4) 03/09/2015	Common Stock	3,012

## 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	CEO and President

## Signatures

By: /s/ Dennis Byrnes, Attorney in Fact For: Philip G. Heasley

03/07/2014

\_\_\_\_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 sale price ranged from \$63.00 to \$63.08, with a weighted average sale price of \$63.034255. 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) Mr. Heasley's ownership of 336,430 shares represents a net increase in ownership of 27,639 shares since February 23, 2014.

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- The sale price ranged from \$63.00 to \$63.06, with a weighted average sale price of \$63.046076. 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 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.

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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