

ACI WORLDWIDE, INC.
Form 4
May 11, 2016

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

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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 *
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)
05/09/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
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)
			Code	V	Amount	(D)	Price
Common Stock	05/09/2016		M		30,956	A	\$ 8.8767 1,415,359 ⁽¹⁾
Common Stock	05/09/2016		S		30,956	D	\$ 20.1908 1,384,403 ₍₂₎
Common Stock	05/10/2016		M		73,864	A	\$ 8.8767 1,458,267
Common Stock	05/10/2016		S		73,864	D	\$ 20.2778 1,384,403 ₍₃₎
	05/11/2016		M		26,850	A	\$ 8.8767 1,411,253

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Common Stock							
Common Stock	05/11/2016	S	26,850	D	\$ 20.2415 <u>(4)</u>	1,384,403	D
Common Stock	05/11/2016	M	61,151	A	\$ 9.6467	1,445,554	D
Common Stock	05/11/2016	S	61,151	D	\$ 20.1987 <u>(5)</u>	1,384,403	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.8767	05/09/2016		M	30,956	<u>(6)</u>	12/01/2020	Common Stock	30,956
Non-Qualified Stock Option (right to buy)	\$ 8.8767	05/10/2016		M	73,864	<u>(6)</u>	12/01/2020	Common Stock	73,864
Non-Qualified Stock Option (right to buy)	\$ 8.8767	05/11/2016		M	26,850	<u>(6)</u>	12/01/2020	Common Stock	26,850
Non-Qualified Stock Option (right to buy)	\$ 9.6467	05/11/2016		M	61,151	<u>(6)</u>	12/08/2021	Common Stock	61,151

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	

Signatures

By: Dennis Byrnes, Attorney in Fact For: Philip G. Heasley 05/11/2016

__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 amount of securities owned has been updated to include 534 shares acquired under the Company's 1999 Employee Stock Purchase Plan, as amended.
- (2) The sale price ranged from \$20.12 to \$20.295, with a weighted average sale price of \$20.19082. 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.
- (3) The sale price ranged from \$20.04 to \$20.40, with a weighted average sale price of \$20.27775. 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.
- (4) The sale price ranged from \$20.09 to \$20.46, with a weighted average sale price of \$20.241502. 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.
- (5) The sale price ranged from \$20.08 to \$20.33, with a weighted average sale price of \$20.198715. 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.
- (6) The options were granted pursuant to the ACI Worldwide, Inc. 2005 Equity and Performance Incentive Plan, as amended.

Remarks:

The shares identified herein were sold pursuant to the cashless exercise of options granted to Mr. Heasley on December 1, 2011. As of the date of this report, Mr. Heasley's beneficial ownership of the securities reported herein is 2,127,222 shares, consisting of 2,127,222 shares.

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.