

Edgar Filing: S1 CORP /DE/ - Form 425

S1 CORP /DE/

Form 425

July 26, 2011

Filed by ACI Worldwide, Inc. pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 Subject Company: S1 Corporation
Commission File No.: 000-24931

ACI Proposal to S1

July 26, 2011

July 26, 2011

Private Securities Litigation Reform Act of 1995

Safe Harbor For Forward-Looking Statements

This press release contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. All opinions, forecasts, projections, future plans or other statements other than statements of historical fact, are

forward-looking statements and include words or phrases such as believes, will, expects, anticipates, intends,

estimates, our view, we see, would and words and phrases of similar impact. The forward-looking statements are made

pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995. We can give no assurance that such expectations will prove to have been correct. Actual results could differ materially as a result of a variety of risks and uncertainties, many of which are outside of the control of management. These risks and

uncertainties include, but are not limited to the following: (1) that a transaction with S1 Corporation (S1) may not be completed on a timely basis and on favorable terms, (2) negative effects on our business or S1 s business resulting from the pendency of

the merger, g , (3) that we may not achieve the synergies and other expected benefits within the expected time or in the amounts we anticipate, (4) that we may not be able to promptly and effectively integrate the merged businesses after closing. Other

factors that could materially affect our business and actual results of operations are discussed in our most recent 10-Ks as well as other filings with the SEC available at the Securities and Exchange Commission (SEC) website at www.sec.gov. Forwardlooking

statements speak only as of the date they are made, and we undertake no obligation to publicly update or revise any of

them in light of new information, future events or otherwise. Available Information

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. After any merger agreement is finalized with S1 or an exchange offer is commenced, ACI Worldwide, Inc.

(ACI) will file with the SEC a registration statement on Form S-4 containing a prospectus and other documents with respect to the proposed acquisition of S1 and would then mail a prospectus to S1 shareholders. INVESTORS AND SECURITY HOLDERS

OF S1 AND ACI ARE URGED TO READ THE APPLICABLE PROSPECTUS AND OTHER DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL

CONTAIN IMPORTANT INFORMATION.

Investors and security holders will be able to obtain free copies of the registration statements and prospectuses (when available) and other documents filed with the SEC by ACI through the website maintained by the SEC at <http://www.sec.gov>. Copies of the

documents filed with the SEC by ACI will be available free of charge on ACI s internet website at www.aciworldwide.com or by

contacting ACI s Investor Relations Department at 646-348-6706 July 26, 2011

Table of Contents

Transaction Overview Strategic Rationale & Benefits of the Transaction

Key Events 3 July 26, 2011

Transaction Highlights

We believe that ACI's proposal is superior to the S1-Fundtech merger. We believe that this transaction would:

Provide greater scale and global reach to serve a large and growing marketplace

Add complementary product capabilities and customer base. Create significant cost savings to drive earnings accretion and margin

expansion. Maintain a strong balance sheet with significant liquidity and substantial

free cash flow 4 July 26, 2011

Proposed Acquisition of S1

Proposed Price \$9.50 per S1 share 33% to S1's last trading price on July 25, 2011

P e i 32% t 90 d V l W i ht d A P i 60% cash

Consideration 40% stock (tax free) to day Volume Weighted Average Price

23% to 52-week high

Premium

Cash and stock election, subject to proration S1 shareholders ~ 15%

Pro Forma Ownership 1 ACI shareholders ~ 85% Customary regulatory approvals

Key Conditions S1 shareholder approval No financing condition

Financing Financing commitment from Wells Fargo Bank, N.A. **Expected Closing** Q4 2011

5 1) Based on fully diluted shares outstanding; based on ACI's share price as of July 25, 2011

July 26, 2011

Superior Value for S1 Shareholders

We believe that we have made a financially and strategically superior proposal compared to Fundtech transaction

Substantial premium and immediate cash value to S1 shareholders

Opportunity to participate in the long-term value creation inherent in a combined ACI-S1 through stock election

S1 Three Year Stock Price Performance

\$7.00 \$9.50

price ACI s Proposal Price: \$9.50

\$7.13 1 \$4.50

Share P \$2.00

Jul-08 Dec-08 Apr-09 Aug-09 Dec-09 May-10 Sep-10 Jan-11 Jun-11

ACI s proposal represents a significant

if S1 h h ld 6 July 26, 2011

ACI has a Strong Record of Driving Shareholder Value

3 Year Stock Price Performance 1 ACI CY Monthly Recurring Revenue Mix \$374

\$418 \$406 \$418 43% 40%

32% Recurring Revenue Non-Recurring Revenue

180 220

ue ACIW SONE Bank / Payment Technology

91.1% 2 (\$ in millions)

68% 59% 57% 60%

41% 60

100 140

Relative Val **26.0%**

(10.3%) CY2007 CY2008 CY2009 CY2010

20 Jul-08 Dec-08 May-09 Oct-09 Mar-10 Aug-10 Jan-11 Jun-11

ACI Adjusted EBITDA and Margin ACI 60 Month Backlog

Strong stock performance over the past three years,

significantly outperforming the peer group

Strong growth in recurring revenue, driven by focus

on establishing long-term relationships with customer base \$73

\$88 \$102

Adjusted EBITDA EBITDA Margin g

\$1,566 \$1,517

\$1,213 \$1,388 \$1,407

(\$ in millions) (\$ in millions) \$27

\$52 12.5%

18.0% 21.0% 22.4%

7.2% CY2007 CY2008 CY2009 CY2010 CY2011E CY2006 CY2007 CY2008 CY2009 CY2010

Year-over-Year margin expansion demonstrates

scale and cost management

Continued growth in backlog yields

increased forward revenue visibility Source: Company guidance, public company filings and CapitalIQ

1) Based on closing price as of July 22, 2011 2) Includes EPAY, FICO, FIS, FISV, FNDD, GPN, JKHY, LSE:MSY, ORCC and TSS 7 July 26, 2011

ACI and S1 Side-by-Side Comparison

ACI S1

Global

Operations

Operates in ~90 countries including US,

UK, India, Singapore and Romania

Operates in 50 countries including

US, South Africa, India and UK

Employees

(2010YE)

Total: 2,134

Inc. R&D: 750

Total: 1,670

Inc. R&D: 360

Revenue Americas: 53%

Americas: 73%

Breakdown

(2010)

EMEA: 36%

Asia/Pacific: 11%

EMEI: 14%

Africa: 7%

Asia/Pacific: 6%

2010 \$418 million \$209 million

Revenue

8 o o 2010 Adjusted

EBITDA

\$88 million \$10 million

Customers 800+ customers 3,000+ customers

Avg. Revenue

per Customer \$523,000 \$69,000

Combined company will have increased scale and capabilities

Source: Public filings, company investor presentations 8 July 26, 2011

Table of Contents

Transaction Overview Strategic Rationale & Benefits of the Transaction

Key Events 9 July 26, 2011

ACI / S1 Compelling Strategic Rationale

Full-service global provider of enterprise payments software

Combined company with \$650 million of pro forma 3/31/2011 LTM revenue and \$110 million of pro forma 3/31/2011 LTM Adjusted EBITDA, before synergies

Highly complementary products and extends customer base

Would provide a rich set of capabilities and a broad portfolio of products to customers across the entire electronic payments spectrum Expanded customer base would create cross selling opportunities

Enhanced global position

Expands presence in key emerging markets Creates ~\$100 million in revenue hosting business

Brings global reach to ACI s payments solutions for Retailers

Strong financial profile

Solid balance sheet with substantial liquidity and significant free cash flows

Significant cost saving opportunities

Significant cost saving opportunities expected by leveraging global cost structure, resulting in meaningful margin expansion

The combination is expected to be accretive in 2012

10 July 26, 2011

Combined Company with Enhanced Scale in Enterprise Payments

(\$ in millions) \$14,055

\$11,712

Enterprise Value

The combined

company will benefit from its

\$3,534 \$3,395 \$2,792 \$2,366

\$1,694 \$1,453 \$1,182 \$740 *increased scale*

, \$343 \$211 \$224 FIS FISV TSS GPN JKHY LSE:MSY Pro

Forma FICO ACIW EPAY SONE FNDDT ORCC

LTM Revenue, Adjusted EBITDA and Margin²

LTM Adjusted EBITDA LTM Revenue LTM Adjusted EBITDA Margin \$1,765 \$1,734

22% 21% 19% 32%

24% 30%

27% 17%

22% 16%

33% *\$650 million and*

\$110 million PF

Revenue and

Adjusted EBITDA

business with \$5,418 \$4,173

1,631 1,371

418 468 298

110 151 \$651 \$619 \$561

\$435 \$216 \$177 \$150 \$146

122 97 13 36 28 24 \$945

6% 24%

1 3

attractive margin profile

outlook 1

Source: Public filings and CapitalIQ 1) Exchange rate of £1 = \$1.6294 as of July 25, 2011. Pro Forma for the divestiture of Allscripts

2) LTM numbers for the period ending 3/31/2011 except FICO (2/28/2011), GPN (2/28/2011) and LSE:MYS (11/30/2010)

3) Does not include cost savings July 26, 2011

ACI / S1 Providing a Rich Set of Capabilities

Enterprise Payments Suite

Online Banking Wholesale

Payments Retail Payments

Merchant

Retailer

Payments

Fraud

Management

Tools &

Infrastructure

US Online Banking

Mobile

Transaction Banking

Card and Account

Management

Retail Payment

Management

Authentication

North American

Payments

Loyalty in-store

Proactive Risk

Management

Case Management

Analytics

Payments

Authentication, Infrastructure

Authorization,

Acquiring, Clearing

and Settlement

Loyalty, Branch

Community Banking

Consumer New End Market

Trade

Global

Tier 2 and

Tier 3 FIs

Global

ACI S1

12 July 26, 2011

*The acquisition of S1 would provide complementary products
to ACI s robust portfolio of payment solutions*

**Greater Scale to Address Large & Growing
Worldwide Payment Opportunity**

12,989 14,184

1,057 5.8% 5YR CAGR (2011-16)= 9.6%

2011 ESTIMATED SHARE

BPO (eg. processors)

FundTech

Bottomline

NICE (Actimize)

BAE (Norkom & Detica)

Clear2Pay

Dovetail

SERVICEABLE SOFTWARE

INDUSTRY SPEND IN 2016 = \$14.2B

(\$ in millions) **8 949**

9,864 10,881

11,914 898

957 1,005

INTUIT (Digital Insights)

S1 2011 Estimated Share of 3%

SAS

IT SERVICES

FIS

16% 38%

46% 8,949

10.6% 796

844 7,695

8,456 9,307

IBM

ACI 2011 Estimated Share of 5%

FAIR ISAAC (FICO)

SOFTWARE

Online Banking and Cash Management

10.5% 10 2%

5,625 6,259

6,965 688

760 834

916 Retail Banking

Payments Wholesale

Banking Payments **OTHER 10.2%**

7.7% 7.2%

556 604

381 987

619 644

429 1,068

691 483

1,155 744

510 1,247

796 562

1,335 854

619 1,430

Merchant Retailer Payments

(Homegrown &

Regional)

Tools and Infrastructure

Fraud Management

Source: IDC Financial Insights 2011, ACI Internal Analysis Source: IDC Financial Insights, June 2011; Company reports and ACI analysis

13 July 16, 2011

Strong Pro Forma Financial Profile

23 \$645 \$628

\$690 \$600

\$800 ACIW SONE

Revenue

(\$ in millions) 406 418 455

239 209 235

\$200 \$400

\$0 2009A Revenue 2010A Revenue 2011E Revenue

Adjusted EBITDA (% Margin)

(\$ in millions) ACIW SONE 46 10

26 \$119

\$98 \$128

\$80 \$120

\$160 (19.4%) (5.0%)

(11.1%) 73

88 102

\$0 \$40

2009A Adj. EBITDA **Combined Adjusted** 2010A Adj. EBITDA 2011E Adj. EBITDA

EBITDA Margin 18.5% 15.6% 18.6%

(18.0%) (21.0%) (22.4%)

Source: Public filings, 2011E based on midpoint of public guidance

Strong pro forma cash flow profile quickly de-levers to maintain

strong, flexible balance sheet for continued growth and investment **14** July 16, 2011

Combined Company Will Realize Significant Cost Savings

We believe that the combination of ACI and S1 will deliver cost savings more than twice those contemplated in the proposed S1-Fundtech merger

These cost savings would bring the combined business in line with ACI's historical margins

Multiple expected sources of cost savings include corporate and public company costs, SG&A, product management, hosting infrastructure and facilities

We expect the transaction to be accretive in 2012

We believe that a combined ACI-S1 will benefit from leveraging a global

15 July 26, 2011

Table of Contents

Transaction Overview Strategic Rationale & Benefits of the Transaction

Key Events **16** July 26, 2011

Key Events

S1 Board to make superior offer determination under the Fundtech merger agreement

Fundtech merger agreement terminated in favor of ACI transaction ACI and S1 enter into a merger agreement

Receipt of S1 shareholder approval Customary regulatory approvals

ACI committed to make a transaction a reality Expected transaction close Q4 2011

17 July 26, 2011

Summary

We believe that ACI's proposal is superior to the S1-Fundtech merger. We believe that this transaction would:

Provide greater scale and global reach to serve a large and growing marketplace

Add complementary product capabilities and customer base. Create significant cost savings to drive earnings accretion and margin

expansion. Maintain a strong balance sheet with significant liquidity and substantial

free cash flow 18 July 26, 2011

Non-GAAP Financial Measures

ACI also includes backlog estimates which are all software license fees, maintenance fees and services specified in executed contracts, as well as revenues from assumed contract renewals to the extent that we believe recognition of the related revenue will occur within the corresponding backlog period. We have historically included assumed renewals in backlog estimates based upon automatic renewal provisions in the executed contract and our historic experience with customer renewal rates.

Backlog is considered a non-GAAP financial measure as defined by SEC Regulation G. Our 60-month backlog estimate represents expected revenues from existing customers using the following key assumptions: Maintenance fees are assumed to exist for the duration of the license term for those contracts in

which the committed maintenance term is less than the committed license term. License and facilities management arrangements are assumed to renew at the end of their committed term at a rate consistent with our historical experiences. Non-recurring license arrangements are assumed to renew as recurring revenue streams.

Foreign currency exchange rates are assumed to remain constant over the 60-month backlog period for those contracts stated in currencies other than the U.S. dollar.

Our pricing policies and practices are assumed to remain constant over the 60-month backlog period.

19 July 26, 2011

Non-GAAP Financial Measures

results are inherently unreliable Our backlog estimates Estimates of future financial unreliable. require substantial judgment and are based on a number of assumptions as described above. These assumptions may turn out to be inaccurate or wrong, including for reasons outside

of management s control. For example, our customers may attempt to renegotiate or terminate their contracts for a number of reasons, including mergers, changes in their financial condition, or general changes in economic conditions in the customer s industry

or geographic location, or we may experience delays in the development or delivery of products or services specified in customer contracts which may cause the actual renewal rates and amounts to differ from historical experiences. Changes in foreign currency

exchange rates may also impact the amount of revenue actually recognized in future periods.

Accordingly, there can be no assurance that contracts included in backlog estimates will actually generate the specified revenues or that the actual revenues will be generated

within the corresponding 60-month period. Backlog should be considered in addition to, rather than as a substitute for, reported revenue and deferred revenue.

ACI also includes Adjusted EBITDA, which is defined as operating income (loss) plus depreciation and amortization and non-cash compensation. Adjusted EBITDA is considered a non-GAAP financial measure as defined by SEC Regulation G. Adjusted EBITDA

should be considered in addition to, rather than as a substitute for, operating income (loss).

Adjusted EBITDA

(millions) 2007 2008 2009 2010 Net income (loss) (\$13.8) \$10.6 \$19.6 \$27.2

Plus:

Calendar Year Ended December 31,

Income tax expense 7.7 17.0 13.5 21.5 Net interest expense 2.6 2.4 1.8 1.3

Net other expense (income) 3.8 (8.2) 6.7 3.6 Depreciation expense 6.0 6.5 6.3 6.7

Amortization expense 14.8 15.5 17.4 19.7 20

Non-cash compensation expense 5.8 7.9 7.6 7.8

Adjusted EBITDA \$26.9 \$51.7 \$72.9 \$87.8

July 26, 2011