

ACI WORLDWIDE, INC.
Form 4
March 20, 2015

FORM 4

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

OMB APPROVAL

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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 *
Frate Daniel J

(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)
03/17/2015

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)
Group President

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 | 03/17/2015 | | M | | 1,393 | A | \$ 14.27 |
| Common Stock | 03/17/2015 | | S | | 1,092 <u>(1)</u> | D | \$ 20.3937 <u>(2)</u> |
| Common Stock | 03/17/2015 | | M | | 66,732 | A | \$ 15.07 |
| Common Stock | 03/17/2015 | | S | | 54,130 <u>(1)</u> | D | \$ 20.3937 <u>(2)</u> |
| | 03/18/2015 | | M | | 35,622 | A | \$ 14.27 |

Common
Stock

| | | | | | | | |
|-----------------|------------|---|----------------------|---|-----------------------------|---------|---|
| Common Stock | 03/18/2015 | S | 28,039 <u>(1)</u> | D | \$ 20.5499 <u>(3)</u> | 104,295 | D |
|-----------------|------------|---|----------------------|---|-----------------------------|---------|---|

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

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(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) | \$ 14.27 | 03/17/2015 | | M | 1,393 | <u>(4)</u> 12/03/2022 | Common Stock | 1,393 | |
| Non-Qualified Stock Option (right to buy) | \$ 14.27 | 03/18/2015 | | M | 35,622 | <u>(4)</u> 12/03/2022 | Common Stock | 35,622 | |
| Non-Qualified Stock Option (right to buy) | \$ 15.07 | 03/17/2015 | | M | 66,732 | <u>(4)</u> 09/13/2022 | Common Stock | 66,732 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Frate Daniel J 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105 | | | Group President | |

Signatures

By: /s/ Dennis Byrnes, Attorney in Fact For: Daniel Frate

03/20/2015

__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) Represents shares sold by Mr. Frate to pay the tax liability and option cost related to his sale-to-cover stock option exercise.

The sale price ranged from \$20.35 to \$20.48, with a weighted average sale price of \$20.39367. The reporting person hereby undertakes to

(2) 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.

The sale price ranged from \$20.39 to \$20.65, with a weighted average sale price of \$20.549901. 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.

The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vested in

(4) equal annual installments over a three-year period beginning with the first anniversary of the date of grant. All options that were exercised were vested prior to exercise.

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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