

TRANSACTION SYSTEMS ARCHITECTS INC
Form S-8 POS
May 27, 2005

As filed with the Securities and Exchange Commission on May 27, 2005.

Registration No. 333-113550

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TRANSACTION SYSTEMS ARCHITECTS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-0772104
(I.R.S. Employer
Identification No.)

224 South 108th Avenue
Omaha, Nebraska
(Address of principal executive offices)

68154
(Zip Code)

Transaction Systems Architects, Inc.
1999 Employee Stock Purchase Plan
(Full title of the plan)

Dennis P. Byrnes, Esq.
Senior Vice President, General Counsel and Secretary
Transaction Systems Architects, Inc.
224 South 108th Avenue
Omaha, Nebraska 68154
(402) 334-5101
(Name, address, telephone number, including area code, of agent for service)

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This Post-Effective Amendment No. 1 is being filed to file an updated Exhibit 3.1, Exhibit 4.1 and Exhibit 23.1 to the Registration Statements (as defined in Part II below). The updated Exhibit 4.1 reflects an amendment to the Transaction Systems Architects, Inc. 1999 Employee Stock Purchase Plan (the "Plan") adopted by the Registrant's Board of Directors to eliminate the "look-back" provisions formerly found in Sections 7.02 and 7.03 of the Plan.

Prior to the above-referenced amendment, the Plan's "look-back" provisions provided, in effect, that the purchase price paid by participants for the Registrant's common stock was 85% of the lower of the common stock's fair market value on either (1) the first business day of the Participation Period (as defined in the Plan) or (2) the last business day of the Participation Period. As amended (i.e., in the absence of the "look-back" provisions), the Plan provides that the purchase price paid by participants for the Registrant's common stock, effective with respect to the Participation Period beginning May 1, 2005 and those thereafter, will be 85% of the common stock's fair market value on the last business day of a Participation Period.

This Post-Effective Amendment No. 1 to the Registration Statements shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933, as amended.

PART II

Part II of the Registration Statements (No. 333-73027, No. 333-59630 and No. 333-113550) on Form S-8, filed by the Registrant with the Securities and Exchange Commission on February 26, 1999, April 27, 2001 and March 12, 2004, respectively (collectively, the "Registration Statements"), are hereby amended by adding the following amended exhibits.

Item 8. Exhibits

| Exhibit No. | Description |
|-------------|--|
| ----- | ----- |
| 3.1 | Amended and Restated Certificate of Incorporation of Registrant (filed on January 26, 2005 as Annex A to the Registrant's Proxy Statement for its 2005 Annual Meeting (File No. 000-25346) and incorporated herein by reference) |
| 4.1 | Transaction Systems Architects, Inc. 1999 Employee Stock Purchase Plan, as amended February 20, 2001, March 9, 2004 and March 8, 2005 filed on May 10, 2005 as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 000-25346) and |

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incorporated herein by reference)

23.1 * Consent of Independent Registered Public Accounting Firm

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Form S-8 Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Omaha, Nebraska on May 25, 2005.

TRANSACTION SYSTEMS ARCHITECTS, INC.

By: /s/ Philip G. Heasley

Philip G. Heasley
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statements has been signed below by the following persons in the capacities indicated on date indicated.

| Name ----- | Title ----- | Date ----- |
|---|--|---------------|
| /s/ Philip G. Heasley ----- Philip G. Heasley | President, Chief Executive Officer and Director (Principal Executive Officer) | May 25, 2005 |
| /s/ David R. Bankhead ----- David R. Bankhead | Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) | May 25, 2005 |
| /s/ Donald P. Newman ----- Donald P. Newman | Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer) | May 25, 2005 |
| /s/ Harlan F. Seymour ----- | Chairman of the Board and Director | May 25, 2005 |

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Harlan F. Seymour

| | | |
|-------------------------|----------|--------------|
| /s/ Roger K. Alexander | Director | May 25, 2005 |
| ----- | | |
| Roger K. Alexander | | |
| | | |
| /s/ John D. Curtis | Director | May 25, 2005 |
| ----- | | |
| John D. Curtis | | |
| | | |
| /s/ Gregory D. Derkacht | Director | May 25, 2005 |
| ----- | | |
| Gregory D. Derkacht | | |
| | | |
| /s/ Jim D. Kever | Director | May 25, 2005 |
| ----- | | |
| Jim D. Kever | | |
| | | |
| /s/ John E. Stokely | Director | May 25, 2005 |
| ----- | | |
| John E. Stokely | | |

EXHIBIT INDEX

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