

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO  
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)

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TRANSACTION SYSTEMS ARCHITECTS, INC.  
(Name of Subject Company (Issuer) and Filing Person (Offeror))

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OPTIONS TO PURCHASE CLASS A COMMON STOCK, PAR VALUE \$0.005 PER SHARE,  
GRANTED TO ELIGIBLE EMPLOYEES AND ELIGIBLE DIRECTORS UNDER THE  
ACI HOLDING, INC. 1994 STOCK OPTION PLAN AND THE  
TRANSACTION SYSTEMS ARCHITECTS, INC.  
1996 STOCK OPTION PLAN AND 1999 STOCK OPTION PLAN  
(Title of Class of Securities)

893416107  
(CUSIP Number of Class of Securities)

David P. Stokes  
Vice President-Legal and Secretary  
Transaction Systems Architects, Inc.  
224 South 108th Avenue  
Omaha, Nebraska 68154  
(402) 334-5101

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of Filing Person)

-----  
Copy to:  
Albert G. McGrath, Jr.  
Baker & McKenzie  
2001 Ross Avenue, Suite 2300  
Dallas, Texas 75201  
(214) 978-3000

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/ / Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the  
statement relates:

/ / third party tender offer subject to Rule 14d-1.

/X/ issuer tender offer subject to Rule 13e-4.

/ / going-private transaction subject to Rule 13e-3.

/ / amendment to Schedule 13D under Rule 13d-2.

/ / Check the following box if the filing is a final amendment reporting the  
results of the tender offer.

This Amendment No. 1 amends and supplements the Tender Offer Statement on  
Schedule TO (the "Tender Offer Statement") filed by Transaction Systems  
Architects, Inc., a Delaware corporation ("TSA"), relating to the offer by  
TSA to exchange certain outstanding employee and director options to purchase  
shares of its common stock under the ACI Holding, Inc. 1994 Stock Option Plan  
and the Transaction Systems Architects, Inc. 1996 Stock Option Plan and 1999  
Stock Option Plan for new options to purchase shares of its common stock,  
upon the terms and subject to the conditions set forth in the Offer to  
Exchange, dated August 1, 2001 and in the related Acceptance Letter, copies

of which were attached as Exhibits (a)(1) and (a)(2), respectively, to the Tender Offer Statement.

ITEM 10. FINANCIAL STATEMENTS.

Item 10 of the Tender Offer Statement is amended to add the following sentence: The information set forth in Exhibit (a)(9) identified in Item 12 and attached hereto is also incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Tender Offer Statement is hereby amended as follows:

- A. Paragraph (K) on page 4 of Exhibit (a)(2) is hereby deleted in its entirety and will not be enforced by TSA with respect to any Acceptance Letters that have been or will be tendered to TSA.
- B. References to Exhibits (a)(9), (a)(10), (a)(11), (a)(12), (a)(13), (a)(14), and (a)(15), which are attached hereto, are added as follows:
  - (a)(9) Supplemental Information Concerning Offer to Exchange.
  - (a)(10) Form of Cover Letter to Employees and Directors Accompanying Supplemental Information Concerning Offer to Exchange.
  - (a)(11) Form of Cover Letter to Employees in Australia Accompanying Supplemental Information Concerning Offer to Exchange.
  - (a)(12) Form of Cover Letter to Employees in Canada Accompanying Supplemental Information Concerning Offer to Exchange.
  - (a)(13) Form of Cover Letter to Employees in Singapore Accompanying Supplemental Information Concerning Offer to Exchange.
  - (a)(14) Form of Cover Letter to Employees in The Netherlands Accompanying Supplemental Information Concerning Offer to Exchange.
  - (a)(15) Form of Reminder E-mail - August , 2001.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TRANSACTION SYSTEMS ARCHITECTS, INC.

/s/ Dwight G. Hanson

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Dwight G. Hanson,  
Chief Financial Officer and Senior  
Vice President

DATE: August 13, 2001

INDEX TO EXHIBITS

EXHIBIT NUMBER DESCRIPTION ----- -----
(a)(9) Supplemental Information Concerning Offer to Exchange.
(a)(10) Form of Cover Letter to Employees and Directors

Accompanying  
Supplemental  
Information  
Concerning  
Offer to  
Exchange.

(a)(11)

Form of  
Cover

Letter to  
Employees  
in

Australia

Accompanying  
Supplemental  
Information  
Concerning  
Offer to  
Exchange.

(a)(12)

Form of  
Cover

Letter to  
Employees  
in Canada

Accompanying  
Supplemental  
Information  
Concerning  
Offer to  
Exchange.

(a)(13)

Form of  
Cover

Letter to  
Employees  
in

Singapore

Accompanying  
Supplemental  
Information  
Concerning  
Offer to  
Exchange.

(a)(14)

Form of  
Cover

Letter to  
Employees  
in The

Netherlands

Accompanying  
Supplemental  
Information  
Concerning  
Offer to  
Exchange.

(a)(15)

Form of

Reminder E-

mail -

August ,

2001.

Transaction Systems Architects, Inc.  
 224 South 108th Avenue  
 Omaha, Nebraska 68154

August 13, 2001

To: All Eligible Employees and Eligible Directors of Transaction Systems Architects, Inc. ("TSA") under the Offer to Exchange, dated August 1, 2001

Re: Supplemental Information Concerning the Offer to Exchange

This memorandum provides supplemental information concerning the Offer to Exchange, as follows. Pursuant to this supplement, we are amending Section 9 of the Offer to Exchange ("Information Concerning TSA") to add certain summary financial information concerning TSA. This supplement does not alter the terms and conditions previously set forth in the Offer to Exchange, and should be read in conjunction with the Offer to Exchange.

\* \* \* \* \*

The following tables set forth selected financial and operating data of TSA. The selected historical statement of operations data for the years ended September 30, 1999 and 2000 and the selected historical balance sheet data as of September 30, 1999 and 2000 have been derived from the audited financial statements included in our annual report on Form 10-K for the year ended September 30, 2000. The selected historical statement of operations data for the nine months ended June 30, 2000 and June 30, 2001 and the selected historical balance sheet data as of June 30, 2001 are unaudited and will be included in our quarterly report for the quarter ended June 30, 2001. The information presented below should be read together with our financial statements and related notes filed as an Exhibit to our annual report on Form 10-K and our other SEC filings referred to in Section 16 ("Additional Information").

Selected Financial Data

(in accordance with U.S. generally accepted accounting principles)  
 (in thousands of U.S. dollars except per share amounts)

(Unaudited)

For the year ended	For the nine month period	September 30, ended	June 30, 2000	1999	2001	2000
Results of						
Operations						
Total						
revenues						
\$303,565						
\$354,794						
\$224,799						
\$221,408						
Operating						
income						
(loss)						
1,742						
70,260						
(24,614)						
533 Net						
income						
(loss)						
2,111						
44,700						
(39,471)						
1,183 Net						
income						

(loss) per	
common	
share -	
basic	0.07
	1.41
	(1.17)
0.04 -	
diluted	
0.07	1.38
	(1.17)
	0.04

As at	
September	
30, As at	
June 30,	
2000	1999
2001	-----
-----	-----

Financial	
Position	
Current	
assets	
\$173,773	
\$179,816	
\$168,580	
Noncurrent	
assets	
156,379	
143,502	
172,772	
Current	
liabilities	
105,267	
85,675	
105,718	
Noncurrent	
liabilities	
14,525	
12,474	
12,869	
Book value	
per common	
share	6.65
	7.01
	6.34

In addition, our earnings of \$44.7 million covered our fixed charges of \$401,000 by a ratio of 111.47% for the fiscal year ended September 30, 1999 and our earnings of \$2.11 million covered our fixed charges of \$912,000 by a ratio of 2.31% for the fiscal year ended September 30, 2000. However, our earnings of \$(39.471) million for the nine months ended June 30, 2001 were inadequate to cover our fixed charges of \$(1.717) million for that period.

AMENDMENT TO  
TRANSACTION SYSTEMS ARCHITECTS, INC.  
OFFER TO EXCHANGE OPTIONS GRANTED UNDER THE  
ACI HOLDING, INC. 1994 STOCK OPTION PLAN AND THE  
TRANSACTION SYSTEMS ARCHITECTS, INC.  
1996 STOCK OPTION PLAN AND 1999 STOCK OPTION PLAN  
FOR NEW OPTIONS  
THE OFFER AND WITHDRAWAL RIGHTS EXPIRE  
AT 11:59 P.M., OMAHA, NEBRASKA TIME, ON AUGUST 28, 2001,  
UNLESS TRANSACTION SYSTEMS ARCHITECTS, INC. EXTENDS THE OFFER

Dear Option Holder:

As you are aware, Transaction Systems Architects, Inc. commenced its stock option exchange program on August 1, 2001. Today, important supplemental information concerning the Offer to Exchange, dated August 1, 2001 is being distributed to you. Please review this supplemental information. In addition, if you have not already done so, please review the Offer to Exchange.

If you decide to tender options pursuant to the Offer to Exchange, you must properly complete, sign, and submit the related Acceptance Letter for receipt by us NO LATER THAN 11:59 P.M., Omaha, Nebraska time, TUESDAY, AUGUST 28, 2001, by external mail. DELIVERY BY FACSIMILE, E-MAIL, OR ANY FORM OF INTEROFFICE MAIL WILL NOT BE ACCEPTED.

You should direct any questions about the offer or requests for assistance or additional copies of the Offer to Exchange or the Acceptance Letter to:

Eric Nipp  
Transaction Systems Architects, Inc.  
224 South 108th Avenue  
Omaha, Nebraska 68154  
Telephone No.: (402) 778-1911  
E-mail Address: nippe@tsain.com

To tender your options for exchange, properly complete and sign the Acceptance Letter in accordance with instructions, and send the Acceptance Letter and any other required documents to us by external mail to:

Mary Ramsdell  
Transaction Systems Architects, Inc.  
224 South 108th Avenue  
Omaha, Nebraska 68154

We recommend that you use a courier service or registered mail with return receipt requested. Delivery by facsimile, e-mail, or any form of interoffice mail with NOT be accepted.

Transaction Systems Architects, Inc.

August 13, 2001

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Offers to eligible employees in Australia to participate in the stock option exchange program were accompanied by the principle Offer to Exchange document and supplementary document entitled "Addendum for Employees in Australia". If you are eligible to participate in the stock option exchange program and wish to participate, you will need to complete the Acceptance Letter attached to the Offer to Exchange.

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Offers to eligible employees in Canada to participate in the stock option exchange program were accompanied by the principle Offer to Exchange document and supplementary document entitled "Addendum for Employees in Canada". If you are eligible to participate in the stock option exchange program and wish to participate, you will need to complete the Acceptance Letter attached to the Offer to Exchange.

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Offers to eligible employees in Singapore to participate in the stock option exchange program were accompanied by the principle Offer to Exchange document and supplementary document entitled "Addendum for Employees in Singapore". If you are eligible to participate in the stock option exchange program and wish to participate, you will need to complete the Acceptance Letter attached to the Offer to Exchange.

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Offers to eligible employees in The Netherlands to participate in the stock option exchange program were accompanied by the principle Offer to Exchange document and supplementary document entitled "Addendum for Employees in The Netherlands". If you are eligible to participate in the stock option exchange program and wish to participate, you will need to complete the Acceptance Letter attached to the Offer to Exchange.

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Transaction Systems Architects, Inc.

August 13, 2001

Date: , August , 2001

To: Option Holders  
Subject: Stock Option Exchange Program Offer Expiration Date Approaches!

Just a reminder to eligible employees and eligible directors who are considering participating in the stock option exchange program that the executed Acceptance Letter must be received by external mail NO LATER THAN 11:59 P.M., Omaha, Nebraska time, on Tuesday, August 28, 2001. Remember, once the offer expires, there will NOT be any other opportunity to submit an acceptance or a withdrawal in connection with the stock option exchange program.

The program was described in the Offer to Exchange dated August 1, 2001 that was distributed to each eligible employee and eligible director. Also, for those eligible employees located in Australia, Canada, Singapore and The Netherlands, the Offer to Exchange was accompanied by supplementary documents entitled "Addendum for Employees in Australia", "Addendum for Employees in Canada", "Addendum for Employees in Singapore", and "Addendum for Employees in The Netherlands", respectively.

For more information on the stock option exchange program, refer to the package of materials you received by e-mail or regular mail or contact the following person:

Eric Nipp  
Transaction Systems Architects, Inc.  
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Telephone No: (402) 778-1911  
E-mail Address: [nippe@tsainc.com](mailto:nippe@tsainc.com)