Table of contents

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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2026

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Or

For the transition period from to

Commission File Number 0-25346

ACI WORLDWIDE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**47-0772104**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
6060 Coventry Drive Elkhorn, Nebraska	**68022**
(Address of principal executive offices)	**(Zip code)**

(402) 390-7600
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of the Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 2, 2026, there were 100,194,536 shares of the registrant's common stock outstanding.

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.005 par value	**ACIW**	**Nasdaq Global Select Market**

TABLE OF CONTENTS

		Page
	PART I – FINANCIAL INFORMATION	
Item 1	Financial Statements (unaudited)	
	Condensed Consolidated Balance Sheets as of September 30, 2026, and December 31, 2025	3
	Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2026 and 2025	4
	Condensed Consolidated Statements of Comprehensive Income (Loss) for the Three and Nine Months Ended September 30, 2026 and 2025	5
	Condensed Consolidated Statements of Stockholders' Equity for the Three and Nine Months Ended September 30, 2026 and 2025	7
	Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2026 and 2025	8
	Notes to Condensed Consolidated Financial Statements	9
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	26
Item 3	Quantitative and Qualitative Disclosures About Market Risk	40
Item 4	Controls and Procedures	40
	PART II – OTHER INFORMATION	
Item 1	Legal Proceedings	41
Item 1A	Risk Factors	41
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	41
Item 3	Defaults Upon Senior Securities	42
Item 4	Mine Safety Disclosures	42
Item 5	Other Information	42
Item 6	Exhibits	42
	Signature	43

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited and in thousands, except share and per share amounts)

	September 30, 2026	December 31, 2025
ASSETS		
Current assets		
Cash and cash equivalents	$ 218,780	$ 196,462
Receivables, net of allowances of $3,430 and $1,269, respectively	428,312	445,866
Settlement assets	473,593	397,346
Prepaid expenses	37,502	29,876
Other current assets	27,477	19,564
Total current assets	1,185,664	1,089,114
Noncurrent assets		
Accrued receivables, net	356,655	391,719
Property and equipment, net	36,735	37,363
Operating lease right-of-use assets	24,838	28,733
Software, net	60,442	77,523
Goodwill	1,230,956	1,231,128
Intangible assets, net	130,809	147,062
Deferred income taxes, net	73,401	73,124
Other noncurrent assets	25,391	29,141
TOTAL ASSETS	$ 3,124,891	$ 3,104,907
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 56,830	$ 64,931
Settlement liabilities	473,078	396,034
Employee compensation	45,053	56,142
Current portion of long-term debt	40,989	40,941
Deferred revenue	79,650	73,637
Other current liabilities	65,489	73,958
Total current liabilities	761,089	705,643
Noncurrent liabilities		
Deferred revenue	13,144	13,620
Long-term debt	775,966	776,667
Deferred income taxes, net	38,269	38,514
Operating lease liabilities	18,068	22,609
Other noncurrent liabilities	25,190	28,776
Total liabilities	1,631,726	1,585,829
Commitments and contingencies		
Stockholders' equity		
Preferred stock; $0.01 par value; 5,000,000 shares authorized; no shares issued at September 30, 2026, and December 31, 2025	—	—
Common stock; $0.005 par value; 280,000,000 shares authorized; 140,525,055 shares issued at September 30, 2026, and December 31, 2025	702	702
Additional paid-in capital	774,147	761,523
Retained earnings	1,927,376	1,824,743
Treasury stock, at cost, 40,061,589 and 37,812,984 shares at September 30, 2026, and December 31, 2025, respectively	(1,100,467)	(964,752)
Accumulated other comprehensive loss	(108,593)	(103,138)
Total stockholders' equity	1,493,165	1,519,078
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 3,124,891	$ 3,104,907

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited and in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Revenues				
Software as a service and platform as a service	$ 258,340	$ 246,916	$ 805,059	$ 755,257
License	94,801	161,957	251,637	303,161
Maintenance	50,981	51,420	153,457	150,483
Services	22,689	22,066	72,830	69,281
Total revenues	426,811	482,359	1,282,983	1,278,182
Operating expenses				
Cost of revenue (1)	231,404	223,138	708,713	671,316
Research and development	50,129	42,567	142,121	122,582
Selling and marketing	29,576	30,710	90,415	91,637
General and administrative	41,681	34,098	116,381	99,341
Depreciation and amortization	21,656	24,140	70,849	72,226
Total operating expenses	374,446	354,653	1,128,479	1,057,102
Operating income	52,365	127,706	154,504	221,080
Other income (expense)				
Interest expense	(12,559)	(14,811)	(36,736)	(44,021)
Interest income	3,481	3,676	12,679	11,674
Other, net	(1,093)	1,551	1,095	18,898
Total other income (expense)	(10,171)	(9,584)	(22,962)	(13,449)
Income before income taxes	42,194	118,122	131,542	207,631
Income tax expense	9,665	26,872	28,909	45,309
Net income	$ 32,529	$ 91,250	$ 102,633	$ 162,322
Income per common share				
Basic	$ 0.32	$ 0.88	$ 1.01	$ 1.56
Diluted	$ 0.32	$ 0.88	$ 1.01	$ 1.54
Weighted average common shares outstanding				
Basic	100,823	103,245	101,412	104,316
Diluted	101,316	103,895	101,939	105,264

(1) The cost of revenue excludes charges for depreciation but includes amortization of purchased and developed software for resale.

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(unaudited and in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Net income	$ 32,529	$ 91,250	$ 102,633	$ 162,322
Other comprehensive income (loss):				
Foreign currency translation adjustments	(702)	(4,318)	(5,455)	18,212
Total other comprehensive income (loss)	(702)	(4,318)	(5,455)	18,212
Comprehensive income	$ 31,827	$ 86,932	$ 97,178	$ 180,534

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(unaudited and in thousands, except share amounts)

	Three Months Ended September 30, 2026					
	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance as of June 30, 2026	$ 702	$ 761,821	$ 1,894,847	$ (1,052,735)	$ (107,891)	$ 1,496,744
Net income	—	—	32,529	—	—	32,529
Other comprehensive loss	—	—	—	—	(702)	(702)
Stock-based compensation	—	18,359	—	—	—	18,359
Shares issued and forfeited, net, under stock plans	—	(6,033)	—	6,903	—	870
Repurchase of 934,810 shares of common stock	—	—	—	(50,448)	—	(50,448)
Repurchase of stock-based compensation awards for tax withholdings	—	—	—	(4,187)	—	(4,187)
Balance as of September 30, 2026	$ 702	$ 774,147	$ 1,927,376	$ (1,100,467)	$ (108,593)	$ 1,493,165

	Three Months Ended September 30, 2025					
	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance as of June 30, 2025	$ 702	$ 733,542	$ 1,669,157	$ (910,960)	$ (98,943)	$ 1,393,498
Net income	—	—	91,250	—	—	91,250
Other comprehensive loss	—	—	—	—	(4,318)	(4,318)
Stock-based compensation	—	17,381	—	—	—	17,381
Shares issued and forfeited, net, under stock plans	—	(5,576)	—	6,894	—	1,318
Repurchase of 359,522 shares of common stock	—	—	—	(16,319)	—	(16,319)
Repurchase of stock-based compensation awards for tax withholdings	—	—	—	(3,628)	—	(3,628)
Balance as of September 30, 2025	$ 702	$ 745,347	$ 1,760,407	$ (924,013)	$ (103,261)	$ 1,479,182

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(unaudited and in thousands, except share amounts)

	Nine Months Ended September 30, 2026					
	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance as of December 31, 2025	$ 702	$ 761,523	$ 1,824,743	$ (964,752)	$ (103,138)	$ 1,519,078
Net income	—	—	102,633	—		102,633
Other comprehensive loss	—	—	—	—	(5,455)	(5,455)
Stock-based compensation	—	53,978	—	—	—	53,978
Shares issued and forfeited, net, under stock plans	—	(41,354)	—	45,383	—	4,029
Repurchase of 3,432,030 shares of common stock	—	—	—	(157,841)	—	(157,841)
Repurchase of stock-based compensation awards for tax withholdings	—	—	—	(23,257)	—	(23,257)
Balance as of September 30, 2026	$ 702	$ 774,147	$ 1,927,376	$ (1,100,467)	$ (108,593)	$ 1,493,165

	Nine Months Ended September 30, 2025					
	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance as of December 31, 2024	$ 702	$ 731,927	$ 1,598,085	$ (784,914)	$ (121,473)	$ 1,424,327
Net income	—	—	162,322	—	—	162,322
Other comprehensive income	—	—	—	—	18,212	18,212
Stock-based compensation	—	45,419	—	—	—	45,419
Shares issued and forfeited, net, under stock plans	—	(31,999)	—	35,730	—	3,731
Repurchase of 3,073,321 shares of common stock	—	—	—	(150,975)	—	(150,975)
Repurchase of stock-based compensation awards for tax withholdings	—	—	—	(23,854)	—	(23,854)
Balance as of September 30, 2025	$ 702	$ 745,347	$ 1,760,407	$ (924,013)	$ (103,261)	$ 1,479,182

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited and in thousands)

	Nine Months Ended September 30,	
	2026	**2025**
Cash flows from operating activities:		
Net income	$ 102,633	$ 162,322
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation	10,647	9,528
Amortization	60,388	62,698
Amortization of operating lease right-of-use assets	7,106	7,245
Amortization of deferred debt issuance costs	1,223	1,691
Deferred income taxes	3,968	1,133
Stock-based compensation expense	53,978	45,419
Gain on sale of equity investment	—	(25,927)
Other	1,999	1,992
Changes in operating assets and liabilities:		
Receivables	47,732	(34,316)
Accounts payable	732	9,998
Accrued employee compensation	(10,908)	(9,454)
Deferred revenue	5,340	(17,625)
Other current and noncurrent assets and liabilities	(30,726)	(13,648)
Net cash flows from operating activities	254,112	201,056
Cash flows from investing activities:		
Purchases of property and equipment	(12,593)	(7,730)
Purchases of software	(24,524)	(18,643)
Proceeds from sale of equity investment	—	46,021
Net cash flows from investing activities	(37,117)	19,648
Cash flows from financing activities:		
Proceeds from issuance of common stock	2,649	2,503
Proceeds from exercises of stock options	1,352	1,262
Repurchase of stock-based compensation awards for tax withholdings	(23,257)	(23,854)
Repurchases of common stock	(156,794)	(150,023)
Redemption of 2026 Notes	—	(400,000)
Proceeds from revolving credit facility	70,000	290,000
Repayment of revolving credit facility	(40,000)	(120,000)
Proceeds from term portion of credit agreement	—	200,000
Repayment of term portion of credit agreement	(31,875)	(29,375)
Payments on or proceeds from other debt, net	(11,266)	(11,965)
Payments for debt issuance costs	—	(134)
Net increase (decrease) in settlement assets and liabilities	(6,237)	6,339
Net cash flows from financing activities	(195,428)	(235,247)
Effect of exchange rate fluctuations on cash	(6,283)	2,936
Net increase (decrease) in cash and cash equivalents	15,284	(11,607)
Cash and cash equivalents, including settlement deposits, beginning of period	258,996	265,018
Cash and cash equivalents, including settlement deposits, end of period	$ 274,280	$ 253,411
Reconciliation of cash and cash equivalents to the Consolidated Balance Sheets		
Cash and cash equivalents	$ 218,780	$ 199,268
Settlement deposits	55,500	54,143
Total cash and cash equivalents, including settlement deposits	$ 274,280	$ 253,411
Supplemental cash flow information		
Income taxes paid	$ 48,860	$ 44,948
Interest paid	$ 35,566	$ 50,625

The accompanying notes are an integral part of the condensed consolidated financial statements.

1. Condensed Consolidated Financial Statements

The unaudited condensed consolidated financial statements include the accounts of ACI Worldwide, Inc. and its wholly-owned subsidiaries (collectively, the "Company"). All intercompany balances and transactions have been eliminated. The condensed consolidated financial statements as of September 30, 2026, and for the three and nine months ended September 30, 2026 and 2025, are unaudited and reflect all adjustments of a normal recurring nature, which are, in the opinion of management, necessary for a fair presentation, in all material respects, of the financial position and operating results for the interim periods. The condensed consolidated balance sheet as of December 31, 2025, is derived from the audited financial statements.

The condensed consolidated financial statements contained herein should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2025, filed on February 26, 2026. Results for the three and nine months ended September 30, 2026, are not necessarily indicative of results that may be attained in the future.

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") requires management to make judgments, estimates, and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are affected by management's application of accounting policies, as well as uncertainty in the current economic environment. Actual results could differ from those estimates.

Other Current Liabilities

The components of other current liabilities are included in the following table (in thousands):

	September 30, 2026	December 31, 2025
Vendor financed licenses	$ 13,914	$ 11,866
Sales tax payable	12,676	10,761
Operating lease liabilities	9,393	8,856
Other	29,506	42,475
Total other current liabilities	$ 65,489	$ 73,958

Settlement Assets and Liabilities

Individuals and businesses settle their obligations to the Company's various Biller clients using credit or debit cards or via automated clearing house ("ACH") payments. The Company creates a receivable for the amount due from the credit or debit card processor and an offsetting payable to the client. Upon confirmation that the funds have been received, the Company settles the obligation to the client. Due to timing, in some instances, the Company may (1) receive the funds into bank accounts controlled by and in the Company's name that are not disbursed to its clients by the end of the day, resulting in a settlement deposit on the Company's books and (2) disburse funds to its clients in advance of receiving funds from the credit or debit card processor, resulting in a net settlement receivable position.

Off Balance Sheet Settlement Accounts

The Company also enters into agreements with certain Biller clients to process payment funds on their behalf. When an ACH or automated teller machine network payment transaction is processed, a transaction is initiated to withdraw funds from the designated source account and deposit them into a settlement account, which is a trust account maintained for the benefit of the Company's clients. A simultaneous transaction is initiated to transfer funds from the settlement account to the intended destination account. These "back to back" transactions are designed to settle at the same time, usually overnight, such that the Company receives the funds from the source at the same time as it sends the funds to their destination. However, due to the transactions being with various financial institutions there may be timing differences that result in float balances. These funds are maintained in accounts for the benefit of the client which is separate from the Company's corporate assets. As the Company does not take ownership of the funds, these settlement accounts are not included in the Company's balance sheet. The Company is entitled to interest earned on the fund balances. The collection of interest on these settlement accounts is considered in the Company's determination of its fee structure for clients and represents a portion of the payment for services performed by the Company. The amount of settlement funds as of September 30, 2026, and December 31, 2025, was $203.2 million and $238.4 million, respectively.

Fair Value

The fair values of cash and cash equivalents approximate the carrying values due to the short period of time to maturity (Level 2 of the fair value hierarchy).

Goodwill

In accordance with the Accounting Standards Codification ("ASC") 350, *Intangibles – Goodwill and Other*, the Company assesses goodwill for impairment annually during the fourth quarter of its fiscal year using October 1 balances or when there is evidence that events or changes in circumstances indicate that the carrying amount of the asset may not be recovered. The Company evaluates goodwill at the reporting unit level using the discounted cash flow valuation model and allocates goodwill to these reporting units using a relative fair value approach. During this assessment, management relies on a number of factors, including operating results, business plans, and anticipated future cash flows. As of September 30, 2026, the Company's goodwill balance of $1.2 billion was allocated $813.9 million to Payment Software and $417.0 million to Biller.

Recoverability of goodwill is measured using a discounted cash flow model incorporating discount rates commensurate with the risks involved. Use of a discounted cash flow model is common practice in impairment testing in the absence of available transactional market evidence to determine the fair value. The calculated fair value was substantially in excess of the current carrying value for all reporting units based upon the October 1, 2025, annual impairment test and there have been no indications of impairment in the subsequent periods.

Acquisition

On October 1, 2026, the Company completed the acquisition of certain assets of Cranium Ventures Pte. Ltd. and Cranium Services Sdn. Bhd. (collectively "Cranium") for $24.0 million in cash consideration, plus potential contingent consideration of up to $20.0 million based on specific transaction volume thresholds. Cranium was a privately held developer of cloud-native card payment switching technology. The acquisition is expected to accelerate the Company's ACI Connetic for Cards strategy.

The initial accounting for the acquisition is incomplete, including the valuation of contingent consideration and the Company has not yet determined the fair values of the assets acquired and liabilities assumed or the resulting goodwill, if any.

Equity Method Investment

In July 2019, the Company invested $18.3 million for a 30% non-controlling financial interest in a payment technology and services company in India. The Company accounted for this investment using the equity method in accordance with ASC 323, *Investments - Equity Method and Joint Ventures,* and recorded its share of earnings and losses in the investment on a one-quarter lag basis. In March 2025, the Company sold its 30% interest for $46.0 million. The Company recognized a gain on the sale of $25.9 million, which is recorded in other, net in the condensed consolidated statements of operations.

Recently Adopted Accounting Pronouncements

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments—Credit Losses (Topic 326)*, to simplify the estimation of expected credit losses for certain short-term receivables and contract assets arising from revenue transactions. The ASU introduces a practical expedient that allows entities to assume current economic conditions will persist through the reasonable and supportable forecast period for eligible assets. The Company adopted ASU 2025-05 as of January 1, 2026, which did not have a material impact on the condensed consolidated financial statements.

Recently Issued Accounting Pronouncements Not Yet Effective

In November 2024, the FASB issued ASU 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses.* The amendments in this update will require entities to provide disaggregated disclosures of specific expense categories underlying certain income statement expense line items on an annual and interim basis. ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and early application is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently assessing the impact that the adoption of ASU 2024-03 will have on its financial statement footnote disclosures.

In September 2025, the FASB issued ASU 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*. The amendments in this update modernize the accounting guidance for internal-use software by replacing the previous stage-based model with a principles-based framework. Under the new guidance, cost capitalization begins when (1) management has authorized and committed to funding the software project and (2) it is probable that the project will be completed and the software will be used for its intended purpose. The update also supersedes the existing rules for website development costs, incorporating them into the internal-use software framework. ASU 2025-06 is effective for annual periods beginning after December 15, 2027, and early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2025-06 will have on its financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-11, which updates interim reporting guidance under Topic 270 by introducing a principles-based framework for determining the form and content of interim financial statements. The amendments clarify that interim reports should focus on significant changes since the last annual period and require disclosure of material events and transactions occurring during interim periods. The update also eliminates outdated language, aligns certain interim disclosure requirements with annual reporting, and provides guidance on applying materiality to interim disclosures. ASU 2025-11 is effective for interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of this guidance on its interim financial statements and related disclosures.

2. Revenue

In accordance with ASC 606, *Revenue From Contracts With Customers*, revenue is recognized upon transfer of control of promised products and/or services to customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those products and services. Revenue is recognized net of any taxes collected from customers and subsequently remitted to governmental authorities. See Note 9, *Segment Information,* for additional information, including disaggregation of revenue based on primary solution category.

Total receivables represent amounts billed and amounts earned that are to be billed in the future (i.e., accrued receivables). Included in accrued receivables are services, software as a service ("SaaS"), and platform as a service ("PaaS") revenues earned in the current period but billed in the following period and amounts due under multi-year software license arrangements with extended payment terms for which the Company has an unconditional right to invoice and receive payment subsequent to invoicing.

Total receivables, net is comprised of the following (in thousands):

	September 30, 2026	December 31, 2025
Billed receivables	$ 173,837	$ 203,506
Allowance for credit losses	(3,430)	(1,269)
Billed receivables, net	170,407	202,237
Current accrued receivables, net	257,905	243,629
Long-term accrued receivables, net	356,655	391,719
Total accrued receivables, net	614,560	635,348
Total receivables, net	$ 784,967	$ 837,585

No customer accounted for more than 10% of the Company’s consolidated receivables balance as of September 30, 2026 and December 31, 2025.

Deferred revenue includes amounts due or received from customers for software licenses, maintenance, services, and/or SaaS and PaaS services in advance of recording the related revenue.

Changes in deferred revenue were as follows (in thousands):

Balance, December 31, 2025	$	87,257
Deferral of revenue		107,172
Recognition of deferred revenue		(102,079)
Foreign currency translation		444
Balance, September 30, 2026	$	92,794

Revenue allocated to remaining performance obligations represents contracted revenue that will be recognized in future periods, which is comprised of deferred revenue and amounts that will be invoiced and recognized as revenue in future periods. This does not include:

- Revenue that will be recognized in future periods from capacity overages that are accounted for as a usage-based royalty.
- SaaS and PaaS revenue from variable consideration that will be recognized in accordance with the ‘right to invoice’ practical expedient or meets the allocation objective.

Revenue allocated to remaining performance obligations was $702.4 million as of September 30, 2026, of which the Company expects to recognize approximately 50% over the next 12 months and the remainder thereafter.

During the three and nine months ended September 30, 2026, revenue recognized by the Company from performance obligations satisfied in previous periods was not significant.

3. Debt

As of September 30, 2026, the Company had $230.0 million and $590.6 million outstanding under its Revolving Credit Facility and Term Loans, respectively, with up to $367.8 million of unused borrowings under the Revolving Credit Facility portion of the Credit Agreement, as amended, and up to $2.2 million of unused borrowings under the Letter of Credit agreements. The amount of unused borrowings actually available varies in accordance with the terms of the agreement.

Credit Agreement

On February 26, 2024, ACI Worldwide, Inc. (the “Company”) entered into a Refinance Amendment (the “Amendment”) to the Second Amended and Restated Credit Agreement, dated as of April 5, 2019 (as amended, restated, supplemented or otherwise modified from time to time, including by the Amendment, the “Credit Agreement”) among the Company, the subsidiary borrowers from time to time party thereto, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent and a lender, BofA Securities, Inc., PNC Capital Markets LLC, Wells Fargo Securities, LLC, and TD Securities (USA) LLC, as Joint Lead Arrangers and Joint Bookrunners, and the other financial institutions party thereto.

The Amendment (i) provides a senior secured term loan facility (the “Term Loan Facility”) in an aggregate principal amount of $500 million, (ii) provides a senior secured revolving credit facility (the “Revolving Loan Facility” and together with the Term Loan Facility, the “Credit Facilities”) of up to $600 million, and (iii) extends the maturity date of the Facilities to February 26, 2029 (the “Maturity Date”), provided that if any of the Company’s 5.750% Senior Notes due 2026 are outstanding on the date that is 91 days before the maturity thereof (the “Springing Maturity Date”), and the Company does not have sufficient liquidity as of such date, the Maturity Date will be the Springing Maturity Date. The Revolving Loan Facility includes a $35 million sublimit for the issuance of standby letters of credit and a $20 million sublimit for swingline loans. Amounts repaid under the Revolving Facility may be reborrowed.

On June 18, 2025, the Company entered into a Lender Addition and Acknowledgement Agreement with Bank of America, N.A., under the Credit Facility for an Incremental Term Loan of $200.0 million. This Incremental Term Loan is subject to all the terms and provisions of the Credit Facility.

Borrowings under the Credit Facilities bear interest at a rate equal to, at borrower's option, either (A) a base rate determined by reference to the highest of (1) the rate of interest per annum publicly announced by Bank of America as its prime rate, (2) the federal funds effective rate plus 0.5%, (3) term Secured Overnight Financing Rate ("SOFR") plus 1%, and (4) 1% or (B) term

SOFR for applicable interest period relevant to such borrowing, in each case plus an applicable margin. The applicable margin for borrowings under the Credit Facilities is, based on the calculation of the applicable consolidated total leverage ratio, between 0.5% to 1.5% with respect to base rate borrowings and between 1.5% and 2.5% with respect to term SOFR rate borrowings. Interest is due and payable monthly. The interest rate in effect for the Credit Facility as of September 30, 2026, was 5.74%.

The Company is also required to pay customary fees under the Credit Facilities, including (a) a commitment fee related to the unutilized commitments under the Revolving Credit Facility, (b) letter of credit fees including fronting fees and commissions on the maximum amount available to be drawn under all outstanding letters of credit, and (c) agency fees.

The Company's subsidiaries, ACI Worldwide Corp. and ACI Payments, Inc. are co-borrowers under the Credit Agreement. The obligations of the borrowers under the Credit Facilities and the obligations of the Company and its subsidiaries under cash management arrangements entered into with lenders under the Credit Facilities (or affiliates thereof) are jointly and severally guaranteed by the Company and all of its existing and future material domestic subsidiaries, subject to certain exclusions. The obligations of the borrowers in respect of the Credit Facilities are secured by first-priority security interests in substantially all assets of the borrowers, including 100% of the capital stock of each domestic subsidiary of the borrower and 65% of the voting capital stock of each foreign subsidiary that is directly owned by a borrower, in each case subject to certain exclusions set forth in the Credit Agreement.

The Credit Agreement contains customary negative covenants that, among other things, restrict the Company's ability to incur additional indebtedness, grant additional liens, and make certain acquisitions, investments, asset dispositions, and restricted payments. In addition, the Credit Agreement contains financial covenants that require the Company to maintain, as of the end of any fiscal quarter, (i) a consolidated total net leverage ratio of less than or equal to 4.25 to 1.00, (ii) a consolidated senior secured net leverage ratio of less than or equal to 3.75 to 1.00, and (iii) a minimum consolidated interest coverage ratio of greater than or equal to 3.00 to 1.00, in each case subject to certain exclusions as set forth in the Credit Agreement.

The Credit Agreement also contains certain customary affirmative covenants and events of default. If an event of default, as specified in the Credit Agreement, shall occur and be continuing, the Company may be required to repay all amounts outstanding under the Credit Facilities.

Senior Notes

On August 21, 2018, the Company completed a $400.0 million offering of the 2026 Notes at an issue price of 100% of the principal amount in a private placement for resale to qualified institutional buyers. The 2026 Notes bore interest at an annual rate of 5.750%, payable semi-annually in arrears on February 15 and August 15 of each year, which commenced on February 15, 2019. The 2026 Notes were scheduled to mature on August 15, 2026. On June 18, 2025, the Company redeemed the 2026 Notes in full as provided for under the terms.

Maturities on debt outstanding as of September 30, 2026, are as follows (in thousands):

Fiscal Year Ending December 31,		
Remainder of 2026	$	10,625
2027		42,500
2028		45,000
2029		722,500
2030		—
Thereafter		—
Total	$	820,625

As of September 30, 2026, and at all times during the period, the Company was in compliance with its financial debt covenants.

Total debt is comprised of the following (in thousands):

	September 30, 2026	December 31, 2025
Term loans	$ 590,625	$ 622,500
Revolving credit facility	230,000	200,000
Debt issuance costs	(3,670)	(4,892)
Total debt	816,955	817,608
Less: current portion of term loans	42,500	42,500
Less: current portion of debt issuance costs	(1,511)	(1,559)
Total long-term debt	$ 775,966	$ 776,667

Overdraft Facility

In 2019, the Company and ACI Payments, Inc. entered into an uncommitted overdraft facility with Bank of America, N.A. The overdraft facility bears interest at the federal funds effective rate plus 2.25% based on the Company's average outstanding balance and the frequency in which overdrafts occur. The overdraft facility acts as a secured loan under the terms of the Credit Agreement to provide an additional funding mechanism for timing differences that can occur in the bill payment settlement process. Amounts outstanding on the overdraft facility are included in other current liabilities in the condensed consolidated balance sheet. As of September 30, 2026 and December 31, 2025, there was $75.0 million available and no amount outstanding on the overdraft facility.

Other

The Company finances certain multi-year license agreements for internal-use software. Upon execution, these arrangements are treated as a non-cash investing and financing activity for purposes of the condensed consolidated statements of cash flows. As of September 30, 2026, $4.2 million was outstanding on these agreements, which is included in other current liabilities in the condensed consolidated balance sheet. As of December 31, 2025, $9.5 million was outstanding on these agreements, of which $4.8 million and $4.7 million is included in other current liabilities and other noncurrent liabilities, respectively, in the condensed consolidated balance sheet.

4. Software and Other Intangible Assets

The carrying amount and accumulated amortization of the Company's software assets subject to amortization at each balance sheet date are as follows (in thousands):

	September 30, 2026			December 31, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Balance	Gross Carrying Amount	Accumulated Amortization	Net Balance
Software for internal use	$477,847	$ (418,383)	$59,464	$471,173	$ (394,851)	$76,322
Software for resale	106,051	(105,073)	978	106,594	(105,393)	1,201
Total software	$583,898	$ (523,456)	$60,442	$577,767	$ (500,244)	$77,523

Amortization of software for internal use is computed using the straight-line method over an estimated useful life of generally three to eight years. Software for internal use amortization expense recorded during the three months ended September 30, 2026 and 2025, totaled $12.7 million and $15.7 million, respectively. Software for internal use amortization expense recorded during the nine months ended September 30, 2026 and 2025, totaled $44.2 million and $46.9 million, respectively. These software amortization expense amounts are reflected in depreciation and amortization in the condensed consolidated statements of operations.

Amortization of software for resale is computed using the greater of (a) the ratio of current gross revenues to the total of current and future gross revenues expected to be derived from the software or (b) the straight-line method over the remaining estimated useful life of generally five to ten years. Software for resale amortization expense recorded during the three and nine months ended September 30, 2026 totaled $0.1 million and $0.2 million, respectively. There was no software for resale amortization expense recorded during the three and nine months ended September 30, 2025. These software amortization expense amounts are reflected in cost of revenue in the condensed consolidated statements of operations.

The carrying amount and accumulated amortization of the Company’s other intangible assets subject to amortization at each balance sheet date are as follows (in thousands):

	September 30, 2026			December 31, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Balance	Gross Carrying Amount	Accumulated Amortization	Net Balance
Customer relationships	$ 448,513	$ (317,704)	$ 130,809	$ 453,414	$ (306,352)	$ 147,062
Trademarks and trade names	17,468	(17,468)	—	22,235	(22,235)	—
Total other intangible assets	$ 465,981	$ (335,172)	$ 130,809	$ 475,649	$ (328,587)	$ 147,062

Other intangible assets amortization expense recorded during both the three months ended September 30, 2026 and 2025, totaled $5.3 million. Other intangible assets amortization expense recorded during the nine months ended September 30, 2026 and 2025, totaled $16.0 million and $15.8 million, respectively. Customer relationships amortization expense amounts are reflected in depreciation and amortization in the condensed consolidated statements of operations.

Based on capitalized intangible assets as of September 30, 2026, estimated amortization expense amounts in future fiscal years are as follows (in thousands):

Fiscal Year Ending December 31,	Software Amortization	Other Intangible Assets Amortization
Remainder of 2026	$ 10,649	$ 5,323
2027	28,705	20,984
2028	14,559	18,577
2029	4,904	17,959
2030	1,451	17,710
Thereafter	174	50,256
Total	$ 60,442	$ 130,809

5. Stock-Based Compensation Plans

Employee Stock Purchase Plan

Shares issued under the 2017 Employee Stock Purchase Plan during the nine months ended September 30, 2026 and 2025, totaled 66,971 and 59,163, respectively.

Stock Options

A summary of stock option activity is as follows:

	Number of Shares	Weighted Average Exercise Price ($)	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value of In-the-Money Options ($)
Outstanding as of December 31, 2025	107,200	$ 20.11		
Exercised	(67,200)	20.11		
Outstanding as of September 30, 2026	40,000	$ 20.12	0.39	$ 1,150,400
Exercisable as of September 30, 2026	40,000	$ 20.12	0.39	$ 1,150,400

The total intrinsic value of stock options exercised during the nine months ended September 30, 2026 and 2025, was $1.7 million and $2.3 million, respectively. There were no stock options granted during the nine months ended September 30, 2026 or 2025.

Performance Share Awards

During the nine months ended September 30, 2026, pursuant to the Company's 2020 Equity and Incentive Compensation Plan, the Company granted performance share awards with a total shareholder return component ("TSRs"). These performance share awards are earned, if at all, based upon achievement, over a specified period that must not be less than one year and is typically a three-year performance period. The awards have operating performance goals that include (i) adjusted EBITDA metrics and (ii) revenue growth rates as determined by the Company with a TSR multiplier up to plus or minus 20%. Up to 200% of the performance shares could be earned upon achievement of the performance goals, including the multiplier. On a quarterly basis, management evaluates the probability that the threshold performance goals will be achieved, if at all, and the anticipated level of attainment to determine the amount of compensation expense to record in the consolidated financial statements.

A summary of nonvested TSRs is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2025	1,058,606	$ 43.22
Granted	499,639	46.44
Vested	(731,472)	41.38
Forfeited	(49,957)	46.81
Change in payout rate	258,095	42.16
Nonvested as of September 30, 2026	1,034,911	$ 45.63

During the nine months ended September 30, 2026, a total of 731,472 TSRs granted in fiscal 2023 vested and achieved a payout rate of 115% based on the Company's total shareholder return as compared to a group of peer companies over a three-year performance period. The Company withheld 258,680 of those shares to pay the employee's portion of the minimum payroll withholding taxes.

The fair value of TSRs granted during the nine months ended September 30, 2026 and 2025, were estimated on the date of grant using the Monte Carlo simulation model, acceptable under ASC 718, *Compensation - Stock Compensation*, using the following weighted average assumptions:

	Nine Months Ended September 30,	
	2026	**2025**
Expected life (years)	3.1	2.3
Risk-free interest rate	3.6 %	4.0 %
Expected volatility	33.7 %	33.2 %
Expected dividend yield	—	—

Restricted Share Units

A summary of nonvested restricted share unit awards ("RSUs") is as follows:

	Number of Shares	**Weighted Average Grant Date Fair Value**
Nonvested as of December 31, 2025	1,710,592	$ 44.14
Granted	1,453,430	43.00
Vested	(881,763)	40.01
Forfeited	(176,211)	41.18
Nonvested as of September 30, 2026	2,106,048	$ 45.33

During the nine months ended September 30, 2026, a total of 881,763 RSUs vested. The Company withheld 277,703 of those shares to pay the employees' portion of the minimum payroll withholding taxes. Certain RSUs vest upon retirement eligibility, but settle on the original contractual settlement date. These awards are reflected as vested when retirement eligibility is achieved and remain outstanding but unsettled until delivery occurs.

As of September 30, 2026, there was unrecognized compensation expense of $84.9 million related to RSUs and $29.9 million related to TSRs, which the Company expects to recognize over a weighted average period of 2.1 years.

The Company recorded stock-based compensation expense recognized under ASC 718 for the three months ended September 30, 2026 and 2025, of $18.4 million and $17.4 million, respectively, with corresponding tax benefits of $3.1 million and $2.5 million, respectively. The Company recorded stock-based compensation expense recognized under ASC 718 for the nine months ended September 30, 2026 and 2025, of $54.0 million and $45.4 million, respectively, with corresponding tax benefits of $8.7 million and $6.9 million, respectively.

6. Common Stock and Treasury Stock

In 2005, the Board approved a stock repurchase program authorizing the Company, as market and business conditions warrant, to acquire its common stock and periodically authorizes additional funds for the program. In October 2025, the Board approved the repurchase of the Company's common stock of up to $500.0 million, in place of the remaining purchase amounts previously authorized.

The Company repurchased 3,432,030 shares for $157.8 million during the nine months ended September 30, 2026. Under the program to date, the Company has repurchased 70,479,614 shares for approximately $1.4 billion. As of September 30, 2026, the maximum remaining amount authorized for purchase under the stock repurchase program was $298.5 million.

Subsequent to September 30, 2026, the Company has repurchased additional shares under the repurchase program.

7. Earnings Per Share

Basic earnings per share is computed in accordance with ASC 260, *Earnings Per Share*, based on weighted average outstanding common shares. Diluted earnings per share is computed based on basic weighted average outstanding common shares adjusted for the dilutive effect of stock options, RSUs, and certain contingently issuable shares for which performance targets have been achieved.

The following table reconciles the weighted average share amounts used to compute both basic and diluted earnings per share (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Weighted average shares outstanding:				
Basic weighted average shares outstanding	100,823	103,245	101,412	104,316
Add: Dilutive effect of stock options, RSUs, and contingently issuable shares	493	650	527	948
Diluted weighted average shares outstanding	101,316	103,895	101,939	105,264

The diluted earnings per share computation excludes 1.4 million and 1.7 million options to purchase shares, RSUs, and contingently issuable shares during the three months ended September 30, 2026 and 2025, respectively, as their effect would be anti-dilutive. The diluted earnings per share computation excludes 1.8 million and 1.7 million options to purchase shares, RSUs, and contingently issuable shares during the nine months ended September 30, 2026 and 2025, respectively, as their effect would be anti-dilutive.

Common stock outstanding as of September 30, 2026, and December 31, 2025, was 100,463,466 and 102,712,071, respectively.

8. Other, Net

Other, net is comprised of the following items (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Foreign currency transaction gains (losses)	$ (1,093)	$ 1,551	$ 1,095	$ (5,936)
Gain on sale of equity investment	—	—	—	25,927
Loss on extinguishment of debt	—	—	—	(1,093)
Total other, net	$ (1,093)	$ 1,551	$ 1,095	$ 18,898

The loss on extinguishment of debt represents the loss on redemption of the 2026 Notes as discussed in Note 3, *Debt.*

9. Segment Information

The Company reports financial performance based on its operating segments, Payment Software, which includes bank and merchant customers, and Biller. The Company analyzes Segment Adjusted EBITDA as a measure of segment profitability.

The Company's Chief Executive Officer is also the chief operating decision maker. The CODM, together with other senior management personnel, focus their review on consolidated financial information and the allocation of resources based on operating results, including revenues and Segment Adjusted EBITDA, for each segment, separate from corporate operations. No operating segments have been aggregated to form the reportable segments.

Payment Software. Payment Software drives payments orchestration for banks and merchants. ACI provides payment solutions to large and mid-sized banks globally for retail banking, digital, and other payment services. These solutions transform banks' complex payment environments to speed time to market, reduce costs, and deliver a consistent experience to customers across channels while enabling them to prevent and rapidly react to fraudulent activity. In addition, they enable banks to meet the requirements of different payments schemes and to quickly create differentiated products to meet consumer, business, and merchant demands. ACI's support of merchants globally includes Tier 1 and Tier 2 merchants (in-store and online), payment service providers, independent selling organizations, value-added resellers, and acquirers who service them. These customers operate in a variety of verticals, including general retail, grocery, hospitality, dining, travel and ticketing, and others. The Company's solutions provide merchants with a secure, omnichannel payments platform that gives them flexibility and independence. The Company also offers secure solutions to online-only merchants that provide consumers with a convenient and seamless way to shop.

Biller. Within the Biller segment, ACI provides electronic bill presentment and payment services to companies operating in the consumer finance, insurance, healthcare, higher education, utility, government, mortgage, subscription provider, and telecommunications categories. The solutions enable these customers to support a wide range of payment options and types as well as provide a convenient consumer payments experience that helps billers optimize growth and operational efficiencies while improving customer experience. ACI also provides fraud abuse protection to its Biller customers leveraging its proven AI, human, and data capabilities.

Revenue is attributed to the reportable segments based upon customer and product. Expenses are attributed to the reportable segments in one of three methods: (1) direct costs of the segment, (2) labor costs that can be attributed based upon time tracking for individual projects, or (3) costs that are allocated. Allocated costs are generally marketing and sales related activities.

Segment Adjusted EBITDA is the measure reported to the CODM for purposes of making decisions on allocating resources and assessing the performance of the Company's segments, including budget and forecast-to-actual variances, and, therefore, Segment Adjusted EBITDA is presented in conformity with ASC 280, *Segment Reporting.* Segment Adjusted EBITDA is defined as earnings from operations before interest, income tax expense (benefit), depreciation and amortization ("EBITDA") adjusted to exclude net other income (expense).

Corporate and unallocated expenses includes global facilities and information technology costs and long-term product roadmap expenses in addition to corporate overhead costs that are not allocated to reportable segments. The overhead costs relate to human resources, finance, legal, accounting, and merger and acquisition activity. These costs along with depreciation and amortization and stock-based compensation are not considered when management evaluates segment performance.

The following is selected financial data for the Company's reportable segments for the periods indicated (in thousands):

	Three Months Ended September 30, 2026		
	Payment Software	Biller	Total
Revenue	$ 216,382	$ 210,429	$ 426,811
Less:			
Interchange [a]	—	144,315	144,315
Global technology and innovation [b]	73,024	13,504	86,528
Other segment items [c]	36,326	19,041	55,367
Segment Adjusted EBITDA	$ 107,032	$ 33,569	$ 140,601
Reconciliation of income before income taxes			
Depreciation and amortization			(21,718)
Stock-based compensation expense			(18,359)
Corporate and unallocated expenses			(48,159)
Interest, net			(9,078)
Other, net			(1,093)
Income before income taxes			$ 42,194

	Three Months Ended September 30, 2025		
	Payment Software	Biller	Total
Revenue	$ 284,022	$ 198,337	$ 482,359
Less:			
Interchange [a]	—	135,253	135,253
Global technology and innovation [b]	69,339	12,525	81,864
Other segment items [c]	33,017	18,473	51,490
Segment Adjusted EBITDA	$ 181,666	$ 32,086	$ 213,752
Reconciliation of income before income taxes			
Depreciation and amortization			(24,140)
Stock-based compensation expense			(17,381)
Corporate and unallocated expenses			(44,525)
Interest, net			(11,135)
Other, net			1,551
Income before income taxes			$ 118,122

	Nine Months Ended September 30, 2026		
	Payment Software	Biller	Total
Revenue	$ 626,210	$ 656,773	$ 1,282,983
Less:			
Interchange [a]	—	456,172	456,172
Global technology and innovation [b]	211,402	38,105	249,507
Other segment items [c]	100,834	60,213	161,047
Segment Adjusted EBITDA	$ 313,974	$ 102,283	$ 416,257
Reconciliation of income before income taxes			
Depreciation and amortization			(71,035)
Stock-based compensation expense			(53,978)
Corporate and unallocated expenses			(136,740)
Interest, net			(24,057)
Other, net			1,095
Income before income taxes			$ 131,542

	Nine Months Ended September 30, 2025		
	Payment Software	Biller	Total
Revenue	$ 664,090	$ 614,092	$ 1,278,182
Less:			
Interchange [a]	—	417,144	417,144
Global technology and innovation [b]	199,183	37,763	236,946
Other segment items [c]	93,402	56,419	149,821
Segment Adjusted EBITDA	$ 371,505	$ 102,766	$ 474,271
Reconciliation of income before income taxes			
Depreciation and amortization			(72,226)
Stock-based compensation expense			(45,419)
Corporate and unallocated expenses			(135,546)
Interest, net			(32,347)
Other, net			18,898
Income before income taxes			$ 207,631

(a) Interchange – Interchange costs include all payment card interchange fees, amounts payable to banks, and payment card processing fees associated with providing services to Biller customers.

(b) Global Technology & Innovation – (“GTI”) costs include the costs of maintaining software products, as well as the costs required to deliver, install, and support software at customer sites. It also includes maintenance costs, which are the efforts associated with providing the customer with upgrades, 24-hour help desk, post go-live (remote) support, and production-type support for software that was previously installed at a customer location. GTI includes costs to provide SaaS and PaaS services including our data center operations. Service costs, including human resource and other incidental costs such as travel and training required for both pre go-live and post go-live support, are included. Such efforts include project management, delivery, product customization and implementation, installation support, consulting, configuration, and on-site support. GTI also includes research and development expenses which are primarily human resource costs related to the creation of new products, improvements made to existing products, as well as compatibility with new operating system releases and generations of hardware.

(c) Other segment items – other includes selling and marketing, product management, third-party royalties and other cost of goods sold excluding interchange. Selling and marketing costs, which are the costs related to selling our products to current and prospective customers as well as the costs related to promoting the Company, its products and the research efforts required to measure customers' future needs and satisfaction levels. Selling costs are primarily the human resource and travel costs related to the effort expended to license our products and services to current and potential clients within defined territories and/or industries as well as the management of the overall relationship with customer accounts. Selling costs also include the costs associated with assisting distributors in their efforts to sell our products and services in their respective local markets. Product management costs are primarily the human resource costs related to developing and documenting our product requirements.

Assets are not allocated to segments, and the Company's CODM does not evaluate operating segments using discrete asset information.

The following is revenue by primary solution category for the Company's reportable segments for the periods indicated (in thousands):

	Three Months Ended September 30, 2026		
	Payment Software	Biller	Total
Primary Solution Categories			
Bill payments	$ —	$ 210,429	$ 210,429
Merchant payments	47,584	—	47,584
Payments intelligence	9,945	—	9,945
Real-time payments	34,257	—	34,257
Issuing and acquiring	124,596	—	124,596
Total	$ 216,382	$ 210,429	$ 426,811

	Three Months Ended September 30, 2025		
	Payment Software	Biller	Total
Primary Solution Categories			
Bill payments	$ —	$ 198,337	$ 198,337
Merchant payments	50,951	—	50,951
Payments intelligence	15,077	—	15,077
Real-time payments	34,679	—	34,679
Issuing and acquiring	183,315	—	183,315
Total	$ 284,022	$ 198,337	$ 482,359

	Nine Months Ended September 30, 2026		
	Payment Software	Biller	Total
Primary Solution Categories			
Bill payments	$ —	$ 656,773	$ 656,773
Merchant payments	135,735	—	135,735
Payments intelligence	35,434	—	35,434
Real-time payments	89,544	—	89,544
Issuing and acquiring	365,497	—	365,497
Total	$ 626,210	$ 656,773	$ 1,282,983

	Nine Months Ended September 30, 2025		
	Payment Software	Biller	Total
Primary Solution Categories			
Bill payments	$ —	$ 614,092	$ 614,092
Merchant payments	128,265	—	128,265
Payments intelligence	39,812	—	39,812
Real-time payments	99,888	—	99,888
Issuing and acquiring	396,125	—	396,125
Total	$ 664,090	$ 614,092	$ 1,278,182

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Payment Software				
Software as a service and platform as a service	$ 47,911	$ 48,579	$ 148,286	$ 141,165
License	94,801	161,957	251,637	303,161
Maintenance	50,981	51,420	153,457	150,483
Services	22,689	22,066	72,830	69,281
Total	$ 216,382	$ 284,022	$ 626,210	$ 664,090
Biller				
Software as a service and platform as a service	$ 210,429	$ 198,337	$ 656,773	$ 614,092
Total	$ 210,429	$ 198,337	$ 656,773	$ 614,092

The following is the Company's revenue by geographic location for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue				
United States	$ 263,689	$ 253,443	$ 812,540	$ 766,052
Other	163,122	228,916	470,443	512,130
Total	$ 426,811	$ 482,359	$ 1,282,983	$ 1,278,182

The following is the Company’s long-lived assets by geographic location for the periods indicated (in thousands):

	September 30, 2026	December 31, 2025
Long-lived Assets		
United States	$ 1,059,187	$ 1,106,051
Other	806,639	836,618
Total	$ 1,865,826	$ 1,942,669

No single customer accounted for more than 10% of the Company's consolidated revenue during the three and nine months ended September 30, 2026 and 2025. No other country outside the United States accounted for more than 10% of the Company's consolidated revenues during the three and nine months ended September 30, 2026 and 2025.

10. Income Taxes

For the three and nine months ended September 30, 2026, the Company's effective tax rate was 23% and 22%, respectively. The Company reported a tax charge on pretax income for both the three and nine months ended September 30, 2026, including $47.5 million and $117.3 million, respectively, of earnings recognized by foreign entities.

For the three and nine months ended September 30, 2025, the Company's effective tax rate was 23% and 22%, respectively. The Company reported a tax charge on pretax income for both the three and nine months ended September 30, 2025, including $131.9 million and $231.1 million, respectively, of earnings recognized by foreign entities.

The Company's effective tax rate could fluctuate on a quarterly basis due to the occurrence of significant and unusual or infrequent items, such as vesting of stock-based compensation or foreign currency gains and losses. The Company's effective tax rate could also fluctuate due to changes in the valuation of its deferred tax assets or liabilities, or by changes in tax laws, regulations, accounting principles, or interpretations thereof. In addition, the Company is occasionally subject to examination of its income tax returns by tax authorities in the jurisdictions it operates. The Company regularly assesses the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of its provision for income taxes.

As of both September 30, 2026, and December 31, 2025, the amount of unrecognized tax benefits for uncertain tax positions was $20.3 million.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

This report contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. Generally, forward-looking statements do not relate strictly to historical or current facts and may include words or phrases such as "believes," "will," "expects," "anticipates," "intends," 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, as amended.

Forward-looking statements in this report include, but are not limited to, statements regarding future operations, business strategy, business environment, key trends, and, in each case, statements related to expected financial and other benefits. Many of these factors will be important in determining our actual future results. Any or all of the forward-looking statements in this report may turn out to be incorrect. They may be based on inaccurate assumptions or may not account for known or unknown risks and uncertainties. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially from those expressed or implied in any forward-looking statements, and our business, financial condition and results of operations could be materially and adversely affected. In addition, we disclaim any obligation to update any forward-looking statements after the date of this report, except as required by law.

All forward-looking statements in this report are expressly qualified by the risk factors discussed in our filings with the Securities and Exchange Commission ("SEC"). The cautionary statements in this report expressly qualify all of our forward-looking statements. Factors that could cause actual results to differ from those expressed or implied in the forward-looking statements include, but are not limited to, those discussed in our Risk Factors in Part 1, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, and in Part 2, Item 1A of this Form 10-Q.

The following discussion should be read together with our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, and with our financial statements and related notes contained in this Form 10-Q. Results for the three and nine months ended September 30, 2026, are not necessarily indicative of results that may be attained in the future.

Overview

ACI Worldwide delivers transformative software solutions that power intelligent payments orchestration in real time so banks, merchants, and billers can drive growth, while continuously modernizing their payment infrastructures, simply and securely. With 50 years of trusted payments expertise, we combine our global footprint with a local presence to offer enhanced payment experiences to stay ahead of constantly changing payment challenges and opportunities.

Our products are sold and supported directly and through distribution networks covering three geographic regions – the Americas; Europe, Middle East, and Africa ("EMEA"); and Asia Pacific. Each region has its own globally coordinated sales force, supplemented with local independent resellers and/or distributor networks. Our products and solutions are marketed under the ACI Worldwide brand and used globally by banks of all sizes, central banks, intermediaries, merchants, and billers, such as third-party electronic payment processors, payment associations, switch interchanges, and a wide range of transaction-generating endpoints, including ATMs, merchant point-of-sale ("POS") terminals, bank branches, mobile phones, tablets, corporations, and internet commerce sites.

We derive a majority of our revenues from domestic operations and believe we have large opportunities for growth in international markets, as well as continued expansion domestically in the United States. We also continue to maintain centers of expertise in Timisoara, Romania, and Pune and Bangalore in India, as well as key operational centers such as in Cape Town, South Africa and in multiple locations in the United States.

Our business and operating results are influenced by trends such as information technology spending levels, the growth rate of digital payments, mandated regulatory changes, and changes in the number and type of customers in the financial services industry, as well as economic growth, and purchasing habits.

Key trends that currently impact our strategies and operations include:

Increasing digital payment transaction volumes. The adoption of digital payments continues to accelerate, driven by the increased adoption of instant payments and other financial inclusion efforts of countries throughout the world, with countries such as India, Brazil, Indonesia, Malaysia, and most recently Colombia, growing dramatically. Contactless payments adoption for in-person payments was thrust forward in response to the COVID-19 pandemic, and that usage has not abated. ACI leverages growth in transaction volumes through the licensing of payment technologies to banks and intermediaries seeking to take advantage of that growth, supporting 44 global payment schemes and providing the central infrastructure to 11 central banks directly operating the scheme using ACI software. With the launch of ACI Connetic, our comprehensive cloud-native payments hub solution available as a SaaS solution, participating in this growth is now accessible to banks of all sizes, significantly increasing ACI's addressable market for software solutions.

ISO 20022 and enhanced payment standards. In 2024 and 2025, banks and processors across the globe achieved major milestones with the certification and go-live of ISO 20022 compliance across the major wires networks, including Fedwire, Swift, CHAPS, and CHIPS. ACI solutions were instrumental in this new initiative, regularly processing more than two-thirds of Fedwire payments traffic and approximately 15% of Swift payments traffic globally. These go-live events were highly consequential in financial services globally, and with the enhanced data standards described, the financial system stands to be easier to secure and provide much richer analytics.

Adoption of cloud technology. ACI has recognized the industry's technical inflection point as financial institutions transition from traditional on-premises infrastructure to private and public cloud environments, and we are actively supporting our customers' cloud strategies. Cloud technology enables the financial services ecosystem to reduce technical risk, accelerate innovation, improve time-to-market for new revenue-generating solutions, and enhance scalability, resiliency, and long-term operating economics. As banks, intermediaries, merchants, and billers modernize their systems to take advantage of these capabilities, our ongoing investments and partnerships allow us to deliver cloud benefits today while maintaining ACI's core strengths in performance, resiliency, and scalability. In addition, cloud-native, multi-tenant SaaS solutions expand our reach to smaller institutions by providing scalable, easy-to-integrate offerings at accessible price points. Building on these foundations, ACI Connetic—our fully cloud-native banking platform launched in 2025—advances this strategy by conforming fully to Cloud Native Computing Foundation principles and by being deployable across public cloud environments such as Microsoft Azure and Amazon Web Services, as well as customers' private clouds. Working closely with key hardware and software partners including IBM and Red Hat, we ensure ACI Connetic can operate at scale in public, private, and multi-cloud deployments, supporting the needs of the largest global banks and processors, particularly in highly regulated markets where concentration risk and data sovereignty considerations drive deployment strategy.

Payments Intelligence and Artificial Intelligence. The accelerated adoption of real-time payments and new risks associated with AI agents driving new exploits increases the urgency for industry-wide collaboration against fraud. As the threat of scams becomes a greater concern for remitting and receiving institutions, consumers are challenged with increased friction to prevent account take-over and criminals successfully persuading consumers to push transactions themselves, inadvertently, to mule accounts they have full control of, created with fake or synthetic identity, or simply "borrowed" with or without consent of the legit account holders. While AI will be used to accelerate vulnerabilities, it can also be used to automate financial protection, including but not limited to recognition of synthetic identities and automated remediation. Banks and intermediaries, merchants, and billers are pursuing solutions to mitigate their risks while improving their customer experience, protecting their margins, and securing their revenue streams, especially with their new products and offerings. We continue to see opportunities for AI and other advanced analytics capabilities to stop fraudulent behavior and enable frictionless customer experiences.

The GENIUS Act and stablecoins. With the passage of the 2025 GENIUS Act in the United States, stablecoins gained international attention and prominence. As a leading software provider of solutions to move value around the world, ACI already plays a significant role in enabling stablecoin workflows as fiat currency funds are transferred to and from issuers and stablecoins are minted and burned. We recognize the importance of stablecoins to global value transfer, especially cross-border transfers, and ACI Connetic at its core design is the ideal platform for initiating, managing, and receiving those transfers. As customers are evaluating payment hubs, we expect that ACI Connetic and our strategy for stablecoin support will be well-received in the market.

Several other factors related to our business may have a significant impact on our operating results from year to year. For example, the accounting rules governing the timing of revenue recognition are complex, and it can be difficult to estimate when we will recognize revenue generated by a given transaction. Factors such as creditworthiness of the customer and timing of transfer of control or acceptance of our products may cause revenues related to sales generated in one period to be deferred and recognized in later periods. For arrangements in which services revenue is deferred, related direct and incremental costs may also be deferred. Additionally, while the majority of our contracts are denominated in the U.S. dollar, a substantial portion of our sales are made, and some of our expenses are incurred, in the local currency of countries other than the United States. Fluctuations in currency exchange rates in a given period may result in the recognition of gains or losses for that period.

We continue to seek ways to grow through organic sources, partnerships, alliances, and acquisitions. We continually look for potential acquisitions designed to improve our solutions' breadth or provide access to new markets. As part of our acquisition strategy, we seek acquisition candidates that are strategic, capable of being integrated into our operating environment, and accretive to our financial performance.

Acquisition

On October 1, 2026, the Company completed the acquisition of certain assets of Cranium Ventures Pte. Ltd. and Cranium Services Sdn. Bhd. (collectively "Cranium") for $24.0 million in cash consideration, plus potential contingent consideration of up to $20.0 million. See Note 1, *Condensed Consolidated Financial Statements,* for additional information.

Backlog

Backlog is comprised of:

- Committed Backlog, which includes (1) contracted revenue that will be recognized in future periods (contracted but not recognized) from software license fees, maintenance fees, service fees, and SaaS and PaaS fees specified in executed contracts (including estimates of variable consideration if required under ASC 606, *Revenue From Contracts with Customers*) and included in the transaction price for those contracts, which includes deferred revenue and amounts that will be invoiced and recognized as revenue in future periods and (2) estimated future revenues from software license fees, maintenance fees, services fees, and SaaS and PaaS fees specified in executed contracts.
- Renewal Backlog, which includes estimated future revenues from assumed contract renewals to the extent we believe recognition of the related revenue will occur within the corresponding backlog period.

Our backlog estimates assume renewals based upon automatic renewal provisions in the executed contract and our historic experience with customer renewal rates.

Our 60-month backlog estimates are derived using the following key assumptions:

- License arrangements are assumed to renew at the end of their committed term or under the renewal option stated in the contract at a rate consistent with historical experience. If the license arrangement includes extended payment terms, the renewal estimate is adjusted for the effects of a significant financing component.
- 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.
- SaaS and PaaS arrangements are assumed to renew at the end of their committed term at a rate consistent with our historical experiences.
- 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.

In computing our 60-month backlog estimate, the following items are specifically not taken into account:

- Anticipated increases in transaction, account, or processing volumes by our customers.
- Optional annual uplifts or inflationary increases in recurring fees.
- Services engagements, other than SaaS and PaaS arrangements, are not assumed to renew over the 60-month backlog period.
- The potential impact of consolidation activity within our markets and/or customers.

We review our customer renewal experience on an annual basis. The impact of this review and subsequent updates may result in a revision to the renewal assumptions used in computing the 60-month backlog estimates. In the event a significant revision to renewal assumptions is determined to be necessary, prior periods will be adjusted for comparability purposes.

The following table sets forth our 60-month backlog estimate, by reportable segment, as of September 30, 2026, March 31, 2026, and December 31, 2025 (in millions). Dollar amounts reflect foreign currency exchange rates as of each period end. This is a non-GAAP financial measure being presented to provide comparability across accounting periods. We believe this measure provides useful information to investors and others in understanding and evaluating our financial performance.

	September 30, 2026	June 30, 2026	March 31, 2026	December 31, 2025
Payment Software	$ 3,439	$ 3,396	$ 3,363	$ 3,372
Biller	3,935	3,885	3,926	3,887
Total	$ 7,374	$ 7,281	$ 7,289	$ 7,259

	September 30, 2026	June 30, 2026	March 31, 2026	December 31, 2025
Committed	$ 2,123	$ 2,128	$ 2,244	$ 2,304
Renewal	5,251	5,153	5,045	4,955
Total	$ 7,374	$ 7,281	$ 7,289	$ 7,259

Estimates of future financial results require substantial judgment and are based on several assumptions, as described above. These assumptions may turn out to be inaccurate or wrong for reasons outside of management's control. For example, our customers may attempt to renegotiate or terminate their contracts for many reasons, including mergers, changes in their financial condition, or general changes in economic conditions in the customer's industry or geographic location. We may also 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 recognized in future periods. Accordingly, there can be no assurance that amounts included in backlog estimates will generate the specified revenues or that the actual revenues will be generated within the corresponding 60-month period. Additionally, because certain components of Committed Backlog and all of Renewal Backlog estimates are operating metrics, the estimates are not required to be subject to the same level of internal review or controls as contracted but not recognized Committed Backlog.

RESULTS OF OPERATIONS

The following table presents the condensed consolidated statements of operations, as well as the percentage relationship to total revenues for items included in our condensed consolidated statements of operations (in thousands):

Three Month Period Ended September 30, 2026 Compared to the Three Month Period Ended September 30, 2025

	Three Months Ended September 30,					
	2026				2025	
	Amount	% of Total Revenue	$ Change vs 2025	% Change vs 2025	Amount	% of Total Revenue
Revenues:						
Software as a service and platform as a service	$ 258,340	61 %	$ 11,424	5 %	$ 246,916	50 %
License	94,801	22 %	(67,156)	(41)%	161,957	34 %
Maintenance	50,981	12 %	(439)	(1)%	51,420	11 %
Services	22,689	5 %	623	3 %	22,066	5 %
Total revenues	426,811	100 %	(55,548)	(12)%	482,359	100 %
Operating expenses:						
Cost of revenue	231,404	54 %	8,266	4 %	223,138	46 %
Research and development	50,129	12 %	7,562	18 %	42,567	9 %
Selling and marketing	29,576	7 %	(1,134)	(4)%	30,710	6 %
General and administrative	41,681	10 %	7,583	22 %	34,098	7 %
Depreciation and amortization	21,656	5 %	(2,484)	(10)%	24,140	5 %
Total operating expenses	374,446	88 %	19,793	6 %	354,653	73 %
Operating income	52,365	12 %	(75,341)	(59)%	127,706	27 %
Other income (expense):						
Interest expense	(12,559)	(3)%	2,252	(15)%	(14,811)	(3)%
Interest income	3,481	1 %	(195)	(5)%	3,676	1 %
Other, net	(1,093)	— %	(2,644)	170 %	1,551	— %
Total other income (expense)	(10,171)	(2)%	(587)	6 %	(9,584)	(2)%
Income before income taxes	42,194	10 %	(75,928)	(64)%	118,122	25 %
Income tax expense	9,665	2 %	(17,207)	(64)%	26,872	6 %
Net income	$ 32,529	8 %	$ (58,721)	(64)%	$ 91,250	19 %

Revenues

Total revenue for the three months ended September 30, 2026, decreased $55.5 million, or 12%, as compared to the same period in 2025.

- The impact of certain foreign currencies weakening against the U.S. dollar resulted in a $1.5 million decrease in total revenue during the three months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, total revenue for the three months ended September 30, 2026, decreased $54.0 million, or 11%, as compared to the same period in 2025.

Software as a Service ("SaaS") and Platform as a Service ("PaaS") Revenue

The Company's SaaS arrangements allow customers to use certain software solutions (without taking possession of the software) in a multi-tenant or single-tenant cloud environment on a subscription basis. The Company's PaaS arrangements allow customers to use certain software solutions (without taking possession of the software) in a multi-tenant cloud environment on a subscription or consumption basis. Included in SaaS and PaaS revenue are fees paid by our customers for use of our Biller solutions. Biller-related fees may be paid by our clients or directly by their customers and may be a percentage of the underlying transaction amount, a fixed fee per executed transaction or a monthly fee for each customer enrolled. SaaS and PaaS costs include payment card interchange fees, the amounts payable to banks and payment card processing fees, which are included in cost of revenue in the condensed consolidated statements of operations. All fees from SaaS and PaaS arrangements that do not qualify for treatment as a distinct performance obligation, which includes set-up fees, implementation or customization services, and product support services, are included in SaaS and PaaS revenue.

SaaS and PaaS revenue increased $11.4 million, or 5%, during the three months ended September 30, 2026, as compared to the same period in 2025. The increase was primarily driven by new customer go-lives since September 30, 2025, and higher transaction volumes during the three months ended September 30, 2026, as compared to the same period in 2025.

License Revenue

Customers purchase the right to license ACI software under multi-year, time-based software license arrangements that vary in length but are generally five years. Under these arrangements the software is installed at the customer's location (i.e. on-premise). Within these agreements are specified capacity limits typically based on customer transaction volume. ACI employs measurement tools that monitor the number of transactions processed by customers and if contractually specified limits are exceeded, additional fees are charged for the overage. Capacity overages may occur at varying times throughout the term of the agreement depending on the product, the size of the customer, and the significance of customer transaction volume growth. Depending on specific circumstances, multiple overages or no overages may occur during the term of the agreement.

Included in license revenue are license and capacity fees that are payable at the inception of the agreement. License revenue also includes license and capacity fees payable annually, quarterly, or monthly due to negotiated customer payment terms. The Company recognizes revenue in advance of billings for software license arrangements with extended payment terms and adjusts for the effects of the financing component, if significant.

License revenue decreased $67.2 million, or 41%, during the three months ended September 30, 2026, as compared to the same period in 2025.

- The impact of foreign currencies weakening against the U.S. dollar resulted in a $1.7 million decrease in license revenue during the three months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, license revenue for the three months ended September 30, 2026, decreased $65.5 million, or 41%, as compared to the same period in 2025.
- The decrease was driven by license renewal timing as well as the relative size of new license and capacity events during the three months ended September 30, 2026, as compared to the same period in 2025.

Maintenance Revenue

Maintenance revenue includes standard and premium customer support and any post contract support fees received from customers for the provision of product support services.

Maintenance revenue decreased $0.4 million, or 1%, during the three months ended September 30, 2026, as compared to the same period in 2025.

Services Revenue

Services revenue includes fees earned through implementation services and other professional services. Implementation services include product installations, product configurations, and custom software modifications ("CSMs"). Other professional services include business consultancy, technical consultancy, on-site support services, product education, and testing services. These services include new customer implementations as well as existing customer migrations to new products or new releases of existing products.

Services revenue increased $0.6 million, or 3%, during the three months ended September 30, 2026, as compared to the same period in 2025.

- The impact of certain foreign currencies strengthening against the U.S. dollar resulted in a $0.2 million increase in services revenue during the three months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, services revenue for the three months ended September 30, 2026, increased $0.4 million, or 2%, as compared to the same period in 2025.

Operating Expenses

Total operating expenses for the three months ended September 30, 2026, increased $19.8 million, or 6%, as compared to the same period in 2025.

- Total operating expenses for the three months ended September 30, 2026, included $0.5 million for cost reduction strategies and $4.6 million of other significant transaction-related expenses during the period, compared to $1.2 million for cost reduction strategies and $0.1 million of other significant transaction-related expenses for the same period in 2025.
- The impact of fluctuations in foreign currencies was not significant to total operating expenses for the three months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of cost reduction strategies and significant transaction-related expenses, total operating expenses for the three months ended September 30, 2026, increased $16.0 million, or 5%, as compared to the same period in 2025.

Cost of Revenue

Cost of revenue includes costs to provide SaaS and PaaS, third-party royalties, amortization of purchased and developed software for resale, the costs of maintaining our software products, as well as the costs required to deliver, install, and support software at customer sites. SaaS and PaaS service costs include payment card interchange fees, amounts payable to banks, and payment card processing fees. Maintenance costs include the efforts associated with providing the customer with upgrades, 24-hour help desk, post go-live (remote) support, and production-type support for software that was previously installed at a customer location. Service costs include human resource costs and other incidental costs such as travel and training required for both pre go-live and post go-live support. Such efforts include project management, delivery, product customization and implementation, installation support, consulting, configuration, and on-site support.

Cost of revenue increased $8.3 million, or 4%, during the three months ended September 30, 2026, as compared to the same period in 2025. The increase was primarily due to higher payment card interchange fees of $9.1 million, partially offset by a decrease in personnel and related expenses of $0.8 million.

Research and Development

Research and development ("R&D") expenses are primarily human resource costs related to the creation of new products, improvements made to existing products as well as compatibility with new operating system releases and generations of hardware.

R&D expense increased $7.6 million, or 18%, during the three months ended September 30, 2026, as compared to the same period in 2025. The increase was primarily due to higher personnel and related expenses, including a $0.9 million increase in stock-based compensation expense.

Selling and Marketing

Selling and marketing includes both the costs related to selling our products to current and prospective customers as well as the costs related to promoting the Company, its products and the research efforts required to measure customers' future needs and satisfaction levels. Selling costs are primarily the human resource and travel costs related to the effort expended to license our products and services to current and potential clients within defined territories and/or industries as well as the management of the overall relationship with customer accounts. Selling costs also include the costs associated with assisting distributors in their efforts to sell our products and services in their respective local markets. Marketing costs include costs incurred to promote the Company and its products, perform or acquire market research to help the Company better understand impending changes in customer demand for and of our products, and the costs associated with measuring customers' opinions toward the Company, our products and personnel.

Selling and marketing expense decreased $1.1 million, or 4%, during the three months ended September 30, 2026, as compared to the same period in 2025. The decrease was primarily due to a decrease in personnel and related expenses.

General and Administrative

General and administrative expenses are primarily human resource costs including executive salaries and benefits, personnel administration costs, and the costs of corporate support functions such as legal, administrative, human resources, and finance and accounting.

General and administrative expense increased $7.6 million, or 22%, during the three months ended September 30, 2026, as compared to the same period in 2025.

- General and administrative expenses for the three months ended September 30, 2026, included $0.5 million for cost reduction strategies and $4.6 million of other significant transaction-related expenses, compared to $1.2 million for cost reduction strategies and $0.1 million of other significant transaction-related expenses in the same period in 2025.
- Adjusted for the impact of cost reduction strategies and significant transaction-related expenses, general and administrative expense for the three months ended September 30, 2026, increased $3.8 million, or 12%, as compared to the same period in 2025.
- The increase was primarily due to higher professional and other legal fees and personnel and related expenses of $3.3 million and $0.5 million, respectively.

Depreciation and Amortization

Depreciation and amortization decreased $2.5 million, or 10%, during the three months ended September 30, 2026, as compared to the same period in 2025. The decrease was primarily due to a decrease in amortization for fully amortized software acquired through acquisitions.

Other Income and Expense

Interest expense for the three months ended September 30, 2026, decreased $2.3 million, or 15%, as compared to the same period in 2025, primarily due to lower comparative debt balances as well as a decrease in interest rates.

Interest income includes the portion of software license fees paid by customers under extended payment terms that is attributed to the significant financing component. Interest income for the three months ended September 30, 2026, decreased $0.2 million, or 5%, as compared to the same period in 2025.

Other, net is primarily comprised of foreign currency transaction gains and losses. Other, net was $1.1 million of expense and $1.6 million of income for the three months ended September 30, 2026 and 2025, respectively.

Income Taxes

See Note 10, *Income Taxes,* to our unaudited condensed consolidated financial statements in Part I of this Form 10-Q for additional information.

RESULTS OF OPERATIONS

The following table presents the condensed consolidated statements of operations, as well as the percentage relationship to total revenues for items included in our condensed consolidated statements of operations (in thousands):

Nine Month Period Ended September 30, 2026 Compared to the Nine Month Period Ended September 30, 2025

	Nine Months Ended September 30,					
	2026				2025	
	Amount	% of Total Revenue	$ Change vs 2025	% Change vs 2025	Amount	% of Total Revenue
Revenues:						
Software as a service and platform as a service	$ 805,059	62 %	$ 49,802	7 %	$ 755,257	59 %
License	251,637	20 %	(51,524)	(17)%	303,161	24 %
Maintenance	153,457	12 %	2,974	2 %	150,483	12 %
Services	72,830	6 %	3,549	5 %	69,281	5 %
Total revenues	1,282,983	100 %	4,801	— %	1,278,182	100 %
Operating expenses:						
Cost of revenue	708,713	55 %	37,397	6 %	671,316	53 %
Research and development	142,121	11 %	19,539	16 %	122,582	10 %
Selling and marketing	90,415	7 %	(1,222)	(1)%	91,637	7 %
General and administrative	116,381	9 %	17,040	17 %	99,341	8 %
Depreciation and amortization	70,849	6 %	(1,377)	(2)%	72,226	6 %
Total operating expenses	1,128,479	88 %	71,377	7 %	1,057,102	84 %
Operating income	154,504	12 %	(66,576)	(30)%	221,080	16 %
Other income (expense):						
Interest expense	(36,736)	(3)%	7,285	(17)%	(44,021)	(3)%
Interest income	12,679	1 %	1,005	9 %	11,674	1 %
Other, net	1,095	— %	(17,803)	(94)%	18,898	1 %
Total other income (expense)	(22,962)	(2)%	(9,513)	71 %	(13,449)	(1)%
Income before income taxes	131,542	10 %	(76,089)	(37)%	207,631	15 %
Income tax expense	28,909	2 %	(16,400)	(36)%	45,309	4 %
Net income	$ 102,633	8 %	$ (59,689)	(37)%	$ 162,322	11 %

Revenues

Total revenue for the nine months ended September 30, 2026, increased $4.8 million, as compared to the same period in 2025.

- The impact of certain foreign currencies strengthening against the U.S. dollar resulted in a $9.6 million increase in total revenue during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, total revenue for the nine months ended September 30, 2026, decreased $4.8 million, as compared to the same period in 2025.

Software as a Service ("SaaS") and Platform as a Service ("PaaS") Revenue

SaaS and PaaS revenue increased $49.8 million, or 7%, during the nine months ended September 30, 2026, as compared to the same period in 2025.

- The impact of certain foreign currencies strengthening against the U.S. dollar resulted in a $1.6 million increase in SaaS and PaaS revenue during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, SaaS and PaaS revenue for the nine months ended September 30, 2026, increased $48.2 million, or 6%, as compared to the same period in 2025.
- The increase was primarily driven by new customer go-lives since September 30, 2025, and higher transaction volumes during the nine months ended September 30, 2026, as compared to the same period in 2025.

License Revenue

License revenue decreased $51.5 million, or 17%, during the nine months ended September 30, 2026, as compared to the same period in 2025.

- The impact of certain foreign currencies strengthening against the U.S. dollar resulted in a $4.2 million increase in license revenue during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, license revenue for the nine months ended September 30, 2026, decreased $55.7 million, or 18%, as compared to the same period in 2025.
- The decrease was driven by the relative size of new license and capacity events during the nine months ended September 30, 2026, as compared to the same period in 2025.

Maintenance Revenue

Maintenance revenue increased $3.0 million, or 2%, during the nine months ended September 30, 2026, as compared to the same period in 2025.

- The impact of certain foreign currencies strengthening against the U.S. dollar resulted in a $2.0 million increase in maintenance revenue during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, maintenance revenue for the nine months ended September 30, 2026, increased $1.0 million, or 1%, as compared to the same period in 2025.
- The increase was primarily driven by consumer price index uplifts on contracted maintenance.

Services Revenue

Services revenue increased $3.5 million, or 5%, during the nine months ended September 30, 2026, as compared to the same period in 2025.

- The impact of foreign currencies strengthening against the U.S. dollar resulted in a $1.9 million increase in services revenue during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, services revenue for the nine months ended September 30, 2026, increased $1.6 million, or 2%, as compared to the same period in 2025.
- The increase was primarily driven by the timing and magnitude of project-related work during the nine months ended September 30, 2026, as compared to the same period in 2025.

Operating Expenses

Total operating expenses for the nine months ended September 30, 2026 increased $71.4 million, or 7%, as compared to the same period in 2025.

- Total operating expenses for the nine months ended September 30, 2026, included $6.3 million for cost reduction strategies and $7.7 million of other significant transaction-related expenses, compared to $6.3 million for cost reduction strategies and $0.5 million of other significant transaction-related expenses for the same period in 2025.
- The impact of certain foreign currencies strengthening against U.S dollar resulted in a $5.3 million increase in total operating expenses for the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of cost reduction strategies, significant transaction-related expenses, and foreign currency, total operating expenses for the nine months ended September 30, 2026, increased $58.9 million, or 6%, as compared to the same period in 2025.

Cost of Revenue

Cost of revenue increased $37.4 million, or 6%, during the nine months ended September 30, 2026, as compared to the same period in 2025.

- The impact of foreign currencies strengthening against the U.S. dollar resulted in a $2.1 million increase in cost of revenue during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, cost of revenue for the nine months ended September 30, 2026, increased $35.3 million, or 5%, as compared to the same period in 2025.
- The increase was primarily due to higher payment card interchange fees of $39.0 million, partially offset by a decrease in personnel and related expenses of $3.7 million.

Research and Development

R&D expense increased $19.5 million, or 16%, during the nine months ended September 30, 2026, as compared to the same period in 2025.

- The impact of foreign currencies strengthening against the U.S. dollar resulted in a $0.2 million increase in R&D expense during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, R&D expense for the nine months ended September 30, 2026, increased $19.3 million, or 16%, as compared to the same period in 2025.
- The increase was primarily due to higher personnel and related expenses, including a $3.5 million increase in stock-based compensation expense.

Selling and Marketing

Selling and marketing expense decreased $1.2 million, or 1%, during the nine months ended September 30, 2026, as compared to the same period in 2025.

- The impact of foreign currencies strengthening against the U.S. dollar resulted in a $1.9 million increase in selling and marketing expense during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, selling and marketing expense for the nine months ended September 30, 2026, decreased $3.1 million, or 3%, as compared to the same period in 2025.
- The decrease was primarily due to a decrease in personnel and related expenses of $3.7 million, partially offset by an increase in advertising and professional fees of $0.6 million.

General and Administrative

General and administrative expense increased $17.0 million, or 17%, during the nine months ended September 30, 2026, as compared to the same period in 2025.

- General and administrative expenses for the nine months ended September 30, 2026, included $6.3 million for cost reduction strategies and $7.7 million of other significant transaction-related expenses, compared to $6.3 million for cost reduction strategies and $0.5 million of other significant transaction-related expenses during the same period in 2025.
- The impact of foreign currencies strengthening against the U.S. dollar resulted in a $0.8 million increase in general and administrative expense during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of cost reduction strategies, significant transaction-related expenses, and foreign currency, general and administrative expense for the nine months ended September 30, 2026, increased $9.0 million, or 10%, as compared to the same period in 2025.
- The increase was primarily due to higher professional fees of $6.2 million, as well as an increase in personnel and related expenses of $2.8 million, primarily stock-based compensation expense.

Depreciation and Amortization

Depreciation and amortization decreased $1.4 million, or 2%, during the nine months ended September 30, 2026, as compared to the same period in 2025.

- The impact of foreign currencies strengthening against the U.S. dollar resulted in a $0.2 million increase in depreciation and amortization expense during the nine months ended September 30, 2026, as compared to the same period in 2025.
- Adjusted for the impact of foreign currency, depreciation and amortization expenses for the nine months ended September 30, 2026, decreased $1.6 million, or 2%, as compared to the same period in 2025.

Other Income and Expense

Interest expense for the nine months ended September 30, 2026, decreased $7.3 million, or 17%, as compared to the same period in 2025, primarily due to lower comparative debt balances as well as a decrease in interest rates.

Interest income for the nine months ended September 30, 2026, increased $1.0 million, or 9% as compared to the same period in 2025.

Other, net is primarily comprised of foreign currency transaction gains and losses. Other, net was $1.1 million and $18.9 million of income for the nine months ended September 30, 2026 and 2025, respectively. During the nine months ended September 30, 2025, other, net also included the $25.9 million gain on the sale of the Company's equity method investment and the $1.1 million loss on extinguishment of debt.

Income Taxes

See Note 10, *Income Taxes,* to our unaudited condensed consolidated financial statements in Part I of this Form 10-Q for additional information.

Segment Results

See Note 9, *Segment Information*, to our unaudited condensed consolidated financial statements in Part I of this Form 10-Q for additional information regarding segments.

The following is selected financial data for our reportable segments for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue				
Payment Software	$ 216,382	$ 284,022	$ 626,210	$ 664,090
Biller	210,429	198,337	656,773	614,092
Total revenue	$ 426,811	$ 482,359	$ 1,282,983	$ 1,278,182
Segment Adjusted EBITDA				
Payment Software	$ 107,032	$ 181,666	$ 313,974	$ 371,505
Biller	33,569	32,086	102,283	102,766
Depreciation and amortization	(21,718)	(24,140)	(71,035)	(72,226)
Stock-based compensation expense	(18,359)	(17,381)	(53,978)	(45,419)
Corporate and unallocated expenses	(48,159)	(44,525)	(136,740)	(135,546)
Interest, net	(9,078)	(11,135)	(24,057)	(32,347)
Other, net	(1,093)	1,551	1,095	18,898
Income before income taxes	$ 42,194	$ 118,122	$ 131,542	$ 207,631

Payment Software Segment Adjusted EBITDA decreased $74.6 million for the three months ended September 30, 2026, compared to the same period in 2025, due to a $67.6 million decrease in revenue primarily related to a decrease in license and capacity revenues and a $7.0 million increase in cash operating expense.

Biller Segment Adjusted EBITDA increased $1.5 million for the three months ended September 30, 2026, compared to the same period in 2025, due to a $12.1 million increase in revenue, partially offset by a $10.6 million increase cash operating expense primarily for payment card interchange and other processing fees.

Payment Software Segment Adjusted EBITDA decreased $57.5 million for the nine months ended September 30, 2026, compared to the same period in 2025, due to a $37.9 million decrease in revenue primarily related to a decrease in license and capacity revenues and a $19.6 million increase in cash operating expense.

Biller Segment Adjusted EBITDA decreased $0.5 million for the nine months ended September 30, 2026, compared to the same period in 2025, due to a $43.2 million increase in cash operating expense primarily for payment card interchange and other processing fees, partially offset by a $42.7 million increase in revenue.

Liquidity and Capital Resources

General

Our primary liquidity needs are: (i) to fund normal operating expenses; (ii) to meet the interest and principal requirements of our outstanding indebtedness; and (iii) to fund acquisitions, capital expenditures, and lease payments. We believe these needs will be satisfied using cash flow generated by our operations, our cash and cash equivalents, and available borrowings under our revolving credit facility over the next 12 months and beyond.

Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less. As of September 30, 2026, we had $218.8 million of cash and cash equivalents, of which $84.5 million was held by our foreign subsidiaries. The Company has recognized deferred income taxes for local country income and withholding taxes that could be incurred on distributions of certain non-U.S. earnings in foreign subsidiaries, as these earnings are not intended to be indefinitely reinvested.

Available Liquidity

The following table sets forth our available liquidity for the dates indicated (in thousands):

	September 30, 2026	December 31, 2025
Cash and cash equivalents	$ 218,780	$ 196,462
Availability under revolving credit facility	367,800	398,100
Total liquidity	$ 586,580	$ 594,562

The decrease in total liquidity was primarily attributable to share repurchase activity and payments on the Term Loan Facility, partially offset by cash generated from operations. Share repurchases under the Company's authorized repurchase program are executed throughout the year as market and business conditions warrant.

The Company and ACI Payments, Inc., a wholly owned subsidiary, maintain a $75.0 million uncommitted overdraft facility with Bank of America, N.A. The overdraft facility acts as a secured loan under the terms of the Credit Agreement to provide an additional funding mechanism for timing differences that can occur in the bill payment settlement process. As of September 30, 2026, the full $75.0 million was available.

Stock Repurchase Program

The Board approved a stock repurchase program authorizing the Company, as market and business conditions warrant, to acquire its common stock and periodically authorizes additional funds for the program. In October 2025, the Board approved the repurchase of the Company's common stock of up to $500.0 million in place of the remaining purchase amounts previously authorized.

We repurchased 3,432,030 shares for $157.8 million under the program during the nine months ended September 30, 2026. Under the program to date, we have repurchased 70,479,614 shares for approximately $1.4 billion. As of September 30, 2026, the maximum remaining amount authorized for purchase under the stock repurchase program was approximately $298.5 million. See Note 6, *Common Stock and Treasury Stock,* to our unaudited condensed consolidated financial statements in Part I of this Form 10-Q for additional information.

Cash Flows

The following table sets forth summarized cash flow data for the periods indicated (in thousands):

	Nine Months Ended September 30,	
	2026	**2025**
Net cash provided by (used by):		
Operating activities	$ 254,112	$ 201,056
Investing activities	(37,117)	19,648
Financing activities	(195,428)	(235,247)

Cash Flows from Operating Activities

The primary source of operating cash flows is cash collections from our customers for purchase and renewal of licensed software products and various services including software and platform as a service, maintenance, and other professional services. Our primary uses of operating cash flows include employee expenditures, taxes, interest payments, and leased facilities.

Cash flows provided by operating activities were $53.1 million higher for the nine months ended September 30, 2026, compared to the same period in 2025. Operating cash flow continued to exceed net income and benefited from timing of customer collections, lower interest payments, and favorable deferred revenue trends, partially offset by working capital fluctuations.

Our cash flow from operating activities can fluctuate from period to period due to several factors, including: the timing of billings, which are typically higher in the third and fourth quarters in conjunction with sales timing and are variable based upon license renewal timing; collections, which will lag the quarters with higher billings; the timing and amounts of interest due to interest rate fluctuations; income tax and other payments; and our operating results.

Cash Flows from Investing Activities

The changes in cash flows from investing activities primarily relate to the timing of our purchases and investments in capital and other assets, including strategic acquisitions, that support our growth.

During the first nine months of 2026, we used cash of $37.1 million to purchase software, property, and equipment, as compared to $26.4 million during the same period in 2025. In addition, during the first nine months of 2025, we received net proceeds of $46.0 million from the sale of our equity method investment.

Cash Flows from Financing Activities

The changes in cash flows from financing activities primarily relate to borrowings and repayments related to our debt instruments and other debt, stock repurchases, and net proceeds related to employee stock programs.

During the first nine months of 2026, we used $156.8 million to repurchase common stock, $23.3 million for the repurchase of stock-based compensation awards for tax withholdings, and $6.2 million for settlement assets and liabilities due to processing timing. In addition, we repaid $31.9 million on the Term Loan and $11.3 million of other debt payments. We received net proceeds of $30.0 million on the Revolving Credit Facility and $4.0 million from the exercise of stock options and the issuance of common stock under our 2017 Employee Stock Purchase Plan, as amended. During the first nine months of 2025, we repaid $400.0 million for the redemption of the 2026 Notes and $12.0 million of other debt payments. In addition, we used $150.0 million to repurchase common stock and $23.9 million for the repurchase of stock-based compensation awards for tax withholdings. We received net proceeds of $170.0 million on the Revolving Credit Facility and $170.6 million on the Term Loan, used for the redemption of the 2026 Notes. In addition, we received proceeds of $3.8 million from the exercise of stock options and the issuance of common stock under our 2017 Employee Stock Purchase Plan, as amended, and $6.3 million for settlement assets and liabilities due to processing timing.

Contractual Obligations and Commercial Commitments

For the nine months ended September 30, 2026, there have been no material changes to the contractual obligations and commercial commitments disclosed in Item 7 of our Form 10-K for the fiscal year ended December 31, 2025.

Critical Accounting Estimates

The preparation of the condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and other assumptions we believe to be proper and reasonable under the circumstances. We continually evaluate the appropriateness of estimates and assumptions used in the preparation of our condensed consolidated financial statements. Actual results could differ from those estimates.

The accounting policies that reflect our more significant estimates, judgments, and assumptions, and that we believe are the most critical to aid in fully understanding and evaluating our reported financial results, include the following:

- Revenue Recognition
- Intangible Assets and Goodwill
- Stock-Based Compensation
- Accounting for Income Taxes

During the nine months ended September 30, 2026, there were no significant changes to our critical accounting policies and estimates. Please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of our Annual Report on Form 10-K for our fiscal year ended December 31, 2025, for a more complete discussion of our critical accounting policies and estimates.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Excluding the impact of changes in interest rates, inflationary pressures, and the uncertainty in the global financial markets, there have been no material changes to our market risk for the nine months ended September 30, 2026. We conduct business in all parts of the world and are thereby exposed to market risks related to fluctuations in foreign currency exchange rates. The U.S. dollar is the single largest currency in which our revenue contracts are denominated. Any decline in the value of local foreign currencies against the U.S. dollar results in our products and services being more expensive to a potential foreign customer. In those instances where our goods and services have already been sold, receivables may be more difficult to collect. Additionally, in jurisdictions where the revenue contracts are denominated in U.S. dollars and operating expenses are incurred in the local currency, any decline in the value of the U.S. dollar will have an unfavorable impact to operating margins. At times, we enter into revenue contracts that are denominated in the country's local currency, primarily in Australia, Canada, the United Kingdom, other European countries, Brazil, India, and Singapore. This practice serves as a natural hedge to finance the local currency expenses incurred in those locations. We have not entered into any foreign currency hedging transactions. We do not purchase or hold any derivative financial instruments for speculation or arbitrage.

The primary objective of our cash investment policy is to preserve principal without significantly increasing risk. If we maintained similar cash investments for a period of one year based on our cash investments and interest rates at September 30, 2026, a hypothetical ten percent increase or decrease in effective interest rates would increase or decrease interest income by approximately $0.3 million annually.

As of September 30, 2026, we had $820.6 million of debt outstanding under our Credit Facility. Our Credit Facility has a floating rate, which was 5.74% as of September 30, 2026. A hypothetical ten percent increase or decrease in effective interest rates would increase or decrease interest expense related to the Credit Facility by approximately $4.7 million.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded our disclosure controls and procedures are effective as of September 30, 2026.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act) during the quarter ended September 30, 2026, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are involved in various litigation matters arising in the ordinary course of our business. We are not currently a party to any legal proceedings the adverse outcome of which, individually or in the aggregate, we believe would be likely to have a material effect on our financial condition or results of operations.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed in Item 1A of our Form 10-K for the fiscal year ended December 31, 2025. Additional risks and uncertainties, including risks and uncertainties not presently known to us, or that we currently deem immaterial, could also have an adverse effect on our business, financial condition and/or results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

The following table provides information regarding our repurchases of common stock during the three months ended September 30, 2026:

Period	Total Number of Shares Purchased		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
July 1, 2026 through July 31, 2026	300,015	(1)	$ 56.49	299,671	
August 1, 2026 through August 31, 2026	311,365	(1)	53.45	309,678	
September 1, 2026 through September 30, 2026	402,796	(1)	51.23	325,461	
Total	1,014,176				$ 298,548,000

(1) Pursuant to our 2020 Equity and Performance Incentive Plan, we granted RSUs. Under each arrangement, shares are issued without direct cost to the employee. During the three months ended September 30, 2026, 260,587 shares of RSUs vested. We withheld 79,366 of those shares to pay the employees' portion of the applicable minimum payroll withholding.

In 2005, the Board approved a stock repurchase program authorizing us, as market and business conditions warrant, to acquire our common stock and periodically authorizes additional funds for the program, with the intention of using existing cash and cash equivalents to fund these repurchases. In October 2025, the Board approved the repurchase of the Company's common stock for up to $500.0 million, in place of the remaining purchase amounts previously authorized. As of September 30, 2026, the maximum remaining amount authorized for purchase under the stock repurchase program was approximately $298.5 million.

There is no guarantee as to the exact number of shares we will repurchase. Repurchased shares are returned to the status of authorized but unissued shares of common stock. In March 2005, the Board approved a plan under Rule 10b5-1 of the Securities Exchange Act of 1934 to facilitate the repurchase of shares of common stock under the existing stock repurchase program. Under our Rule 10b5-1 plan, we have delegated authority over the timing and amount of repurchases to an independent broker who does not have access to inside information about the Company. Rule 10b5-1 allows us, through the independent broker, to purchase shares at times when we ordinarily would not be in the market because of self-imposed trading blackout periods, such as the time immediately preceding the end of the fiscal quarter through a period of three business days following our quarterly earnings release.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Plans

None of the Company's directors or officers adopted, modified, or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement during the three months ended September 30, 2026.

ITEM 6. EXHIBITS

The following lists exhibits filed as part of this quarterly report on Form 10-Q:

Exhibit No.		Description
3.01	(1)	ACI Worldwide, Inc. Restated Certificate of Incorporation
3.02	(2)	ACI Worldwide, Inc. Amended and Restated Bylaws of the Company
4.01	(3)	Form of Common Stock Certificate (P)
31.01		Certification of Principal Executive Officer pursuant to SEC Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.02		Certification of Principal Financial Officer pursuant to SEC Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.01	**	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.02	**	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS		XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH		XBRL Taxonomy Extension Schema
101.CAL		XBRL Taxonomy Extension Calculation Linkbase
101.LAB		XBRL Taxonomy Extension Label Linkbase
101.PRE		XBRL Taxonomy Extension Presentation Linkbase
101.DEF		XBRL Taxonomy Extension Definition Linkbase
104		Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

** This certification is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference.

Paper Exhibit

(1) Incorporated herein by reference to Exhibit 3.1 to the registrant's current report on Form 8-K filed August 17, 2017.

(2) Incorporated herein by reference to Exhibit 3.1 to the registrant's current report on Form 8-K filed April 1, 2022.

(3) Incorporated herein by reference to Exhibit 4.01 to the registrant's Registration Statement No. 33-88292 on Form S-1.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ACI WORLDWIDE, INC.
(Registrant)

Date: November 5, 2026

By: /s/ ROBERT W. LEIBROCK

Robert W. Leibrock

Executive Vice President, Chief Financial Officer and Chief Accounting Officer
(Principal Financial Officer)

Exhibit 31.01

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Thomas W. Warsop, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ACI Worldwide, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

/s/ THOMAS W. WARSOP, III

Thomas W. Warsop, III
President, Chief Executive Officer, and Director
(Principal Executive Officer)

Exhibit 31.02

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Robert W. Leibrock, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ACI Worldwide, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

/s/ ROBERT W. LEIBROCK

Robert W. Leibrock
Executive Vice President, Chief Financial Officer, and Chief Accounting Officer
(Principal Financial Officer)

Exhibit 32.01

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of ACI Worldwide, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas W. Warsop, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

/s/ THOMAS W. WARSOP, III

Thomas W. Warsop, III
President, Chief Executive Officer, and Director
(Principal Executive Officer)

Exhibit 32.02

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of ACI Worldwide, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert W. Leibrock, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

/s/ ROBERT W. LEIBROCK

Robert W. Leibrock
Executive Vice President, Chief Financial Officer, and Chief Accounting Officer
(Principal Financial Officer)