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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant To Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 29, 2013 (May 29, 2013)**

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**ACI WORLDWIDE, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-25346**  
(Commission  
File Number)

**47-0772104**  
(IRS Employer  
Identification No.)

**3520 Kraft Rd, Suite 300**  
**Naples, FL 34105**  
(Address of principal executive offices) (Zip Code)

**Registrant's Telephone Number, Including Area Code: (239) 403-4600**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure**

On May 29, 2013, ACI Worldwide, Inc. posted investor relations materials on its website ([www.aciworldwide.com](http://www.aciworldwide.com)) to be used in connection with investor meetings that management expects to have from time to time. A copy of the presentation materials is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01. The foregoing information (including the exhibits hereto) is being furnished under "Item 7.01- Regulation FD Disclosure." Such information (including the exhibits hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

The filing of this report and the furnishing of this information pursuant to Item 7.01 do not mean that such information is material or that disclosure of such information is required.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Investor Presentation Materials dated May 29, 2013

**SIGNATURES**

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 hereunto duly authorized.

ACI WORLDWIDE, INC.

/s/ Scott W. Behrens

Scott W. Behrens, Executive Vice President, Chief Financial  
Officer, and Chief Accounting Officer

Date: May 29, 2013

**EXHIBIT INDEX**

Exhibit  
No.

Description

99.1 Investor presentation materials dated May 29, 2013



ACI Worldwide Investor Conferences

May & June, 2013

This presentation contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. The forward-looking statements are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995. A discussion of these forward-looking statements and risk factors that may affect them is set forth at the end of this presentation. The Company assumes no obligation to update any forward-looking statement in this presentation, except as required by law.

*Founded in 1975, ACI is a leading provider of electronic payments and transaction banking software solutions for financial institutions, retailers, processors and billers worldwide*

- **Global payments company with a diversified, blue-chip customer base, >96% retention rates, and >70% annual recurring revenue**
- **High quality products, ~20% of revenue invested in R&D, and substantial switching costs drive recurring revenue with strong renewal rates and significant competitive barriers**
- **Provide mission critical software meeting increased regulatory demands**
- **Market leader focused on increasing scale and improving competitive positioning within attractive markets**
- **Low ongoing capital expenditures with a solid balance sheet and significant liquidity**

**Revenue 2013<sup>1</sup>**  
**\$895 - \$915MM**

**EBITDA 2013<sup>1</sup>**  
**\$266 - \$276MM**

**Op. Inc. 2013<sup>1</sup>**  
**\$170 - \$180MM**

<sup>1</sup> Financial metrics represent 2013 guidance range

### Leadership

**24 of the top 25 and 67 of the top 100 global banks are customers**

**60-Month Backlog  
~\$3.1BN**

**We are rated in the #1 or #2 position by industry analysts in nearly all categories**

**We control 6% of the market spend**

**1/3 of all SWIFT transactions**

**65% of all fed wires**

**ACI software enables \$13 trillion in payments each day**

**~ 4,200 employees in 36 countries**

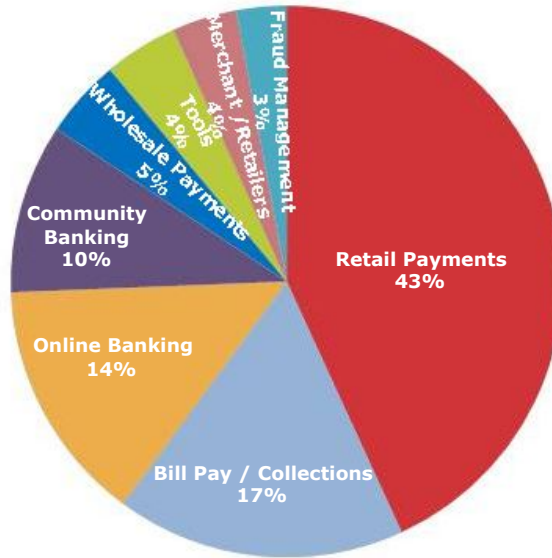


**~ 2,600 customers in over 80 countries rely on ACI solutions**

Note: Figures include Online Resources



ACI Product Family as % of 2012 Pro Forma Revenue



## Fraud Management

- Payments transaction fraud
- Enterprise financial crimes
- Case management

## Merchant Retail

- U.S. and Int'l merchant retail payments engines
- In-store integration
- PCI compliance
- Loyalty / stored value
- Serves Retailers of all sizes

## Tools

- Analytics
- Payments Infrastructure
- Testing tools

## Wholesale Payments

- Wholesale payments engines
- Transaction banking
- Serves FIs globally

## Retail Payments

- Retail payments engines
- Card and account management
- Authentication, authorization, acquiring, clearing and settlement
- Single message format
- Mobile payments
- Sold to FIs and processors of all sizes globally

## Bill Pay / Collections

- Bank Bill Pay (consolidator model)
- Biller Direct (Biller Direct model)
- Virtual Collections
- Serves FIs, Billers, & Issuers
- Hosted solutions

## Community Banking

- U.S. business and consumer online banking
- U.S. branch system
- Mobile banking
- Hosted solutions
- Sold to community FIs and credit unions

## Online Banking

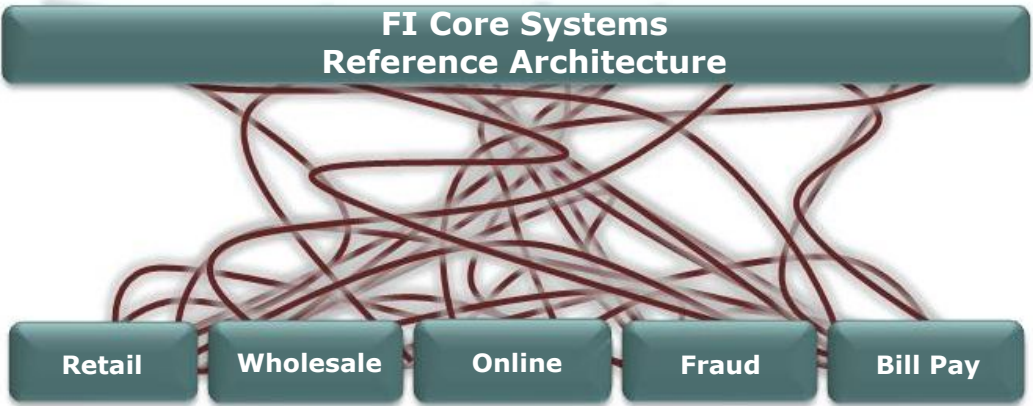
- U.S. and Int'l corporate online banking and cash management
- U.S. and Int'l branch systems
- Trade finance
- Mobile banking
- In-house or hosted solution
- Sold to large FIs globally

Note: Figures represent Pro Forma GAAP Revenue for Online Resources

**Past**

**Customers burdened with integration issues:**

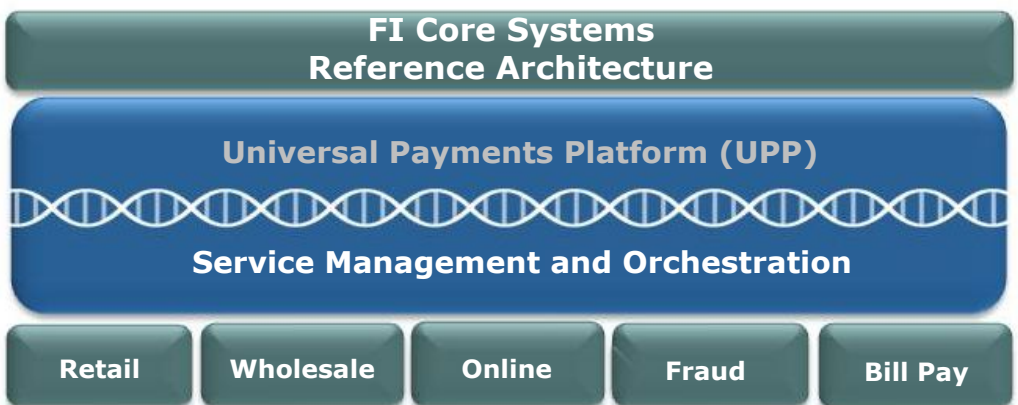
- Massive customization needs
- High cost of maintenance
- Slow time to market
- Difficult to achieve differentiation



**Today**

**Orchestrated integration:**

- Simplified
- Lower cost
- Faster time to market
- Increased differentiation

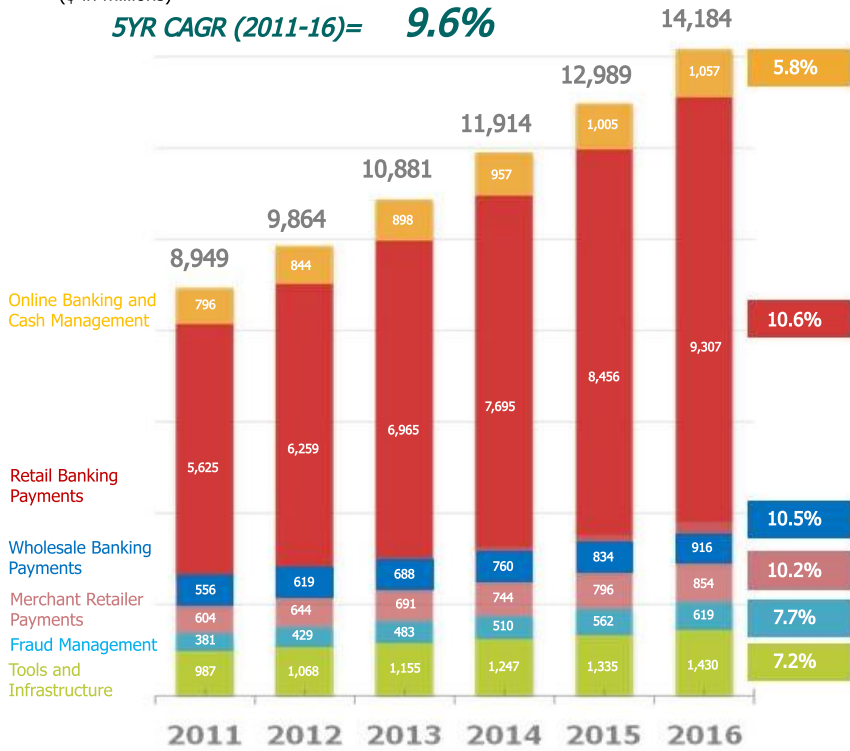




**SERVICEABLE SOFTWARE  
INDUSTRY SPEND IN 2016 = \$14.2B**

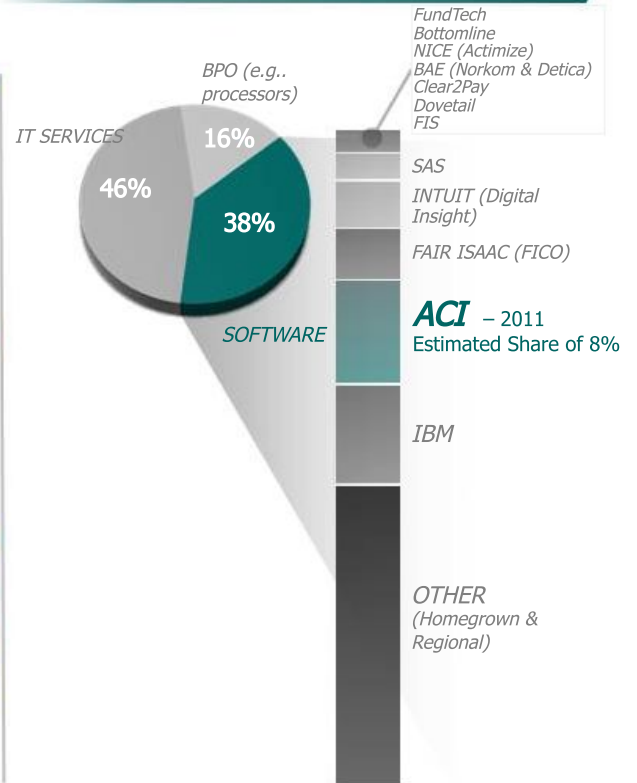
(\$ in millions)

**5YR CAGR (2011-16)= 9.6%**



Source: IDC Financial Insights 2011, ACI Internal Analysis

**2011 ESTIMATED SHARE**



Source: IDC Financial Insights, June 2011; Company reports and ACI analysis  
Note: ACI market share pro forma for S1 acquisition

### Market Sizing

- Total addressable market growing 9.6% CAGR ~\$10bn in 2012
- 50% of addressable market is in-sourced (homegrown) applications
- Global transaction volume growth expected to be 9% CAGR through 2020

### Industry Dynamics

- Shift from paper to electronic
- Compounding regulatory requirements
- Revenue and profitability pressures
- Complexity from globalization
- Increasing fraud costs
- Convergence of payments; real-time
- Legacy systems increasingly difficult to update

### Customer Trends

- FIs looking to transform their businesses by:
- Driving down unit costs
  - Launching new products quicker
  - Reducing risks
  - Improving customer satisfaction and loyalty
  - Vendor Consolidation

## Continued focus on Control, Profitability and Growth

### Growth Drivers

- Continue to increase recurring revenue base while maintaining industry leading retention rates
- Expand customer relationships by cross-selling (on average customers use less than 3 ACI products)
- Lead payments transformation with Universal Payments Platform delivering technology-enabled efficiencies
- Expand geographically

### Disciplined Acquisition/ Investment Strategy

- Buy, build or partner to fill-in product gaps or expand customer base
- Recent acquisitions have added product, scale and market breadth

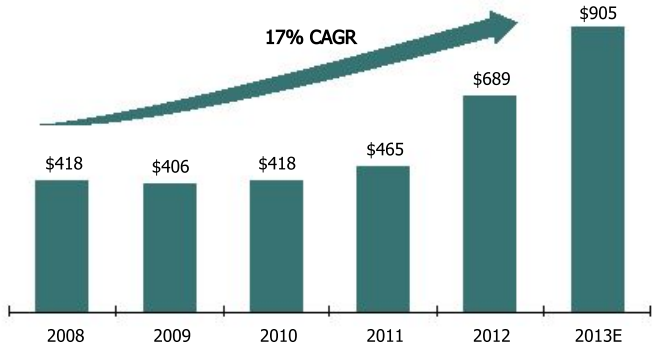
### Continuous Improvements to Drive Margin Expansion

- Expand margins through operating leverage and process-driven operating philosophy
- Realize cost synergies derived from recent acquisitions

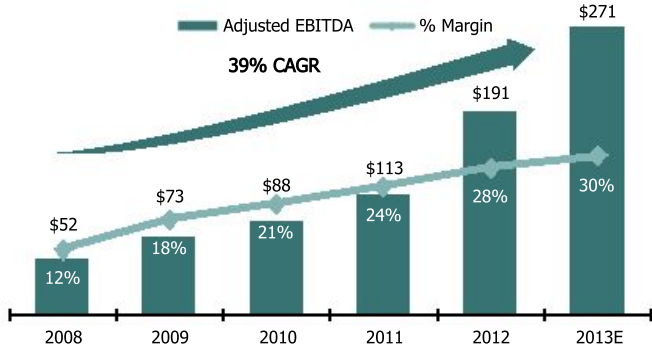
 **Financial Overview**



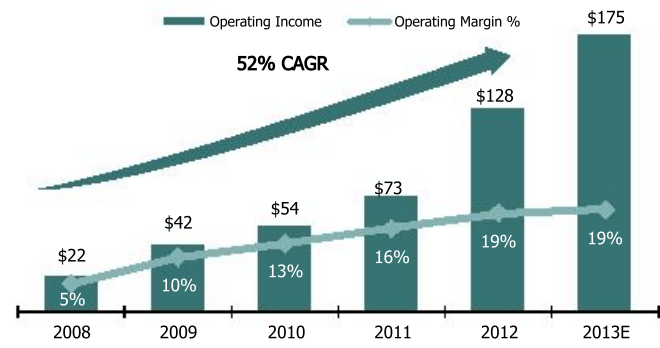
**Non-GAAP Revenue**



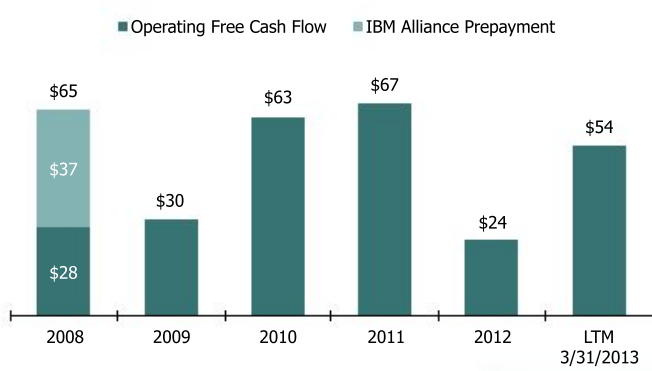
**Adjusted EBITDA & Margin**



**Non-GAAP Operating Income & Margin**



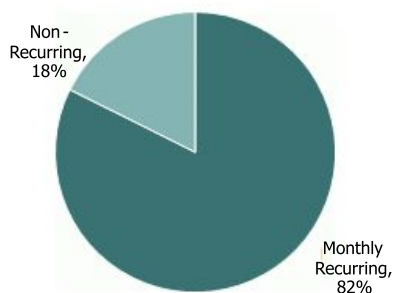
**Operating Free Cash Flow**



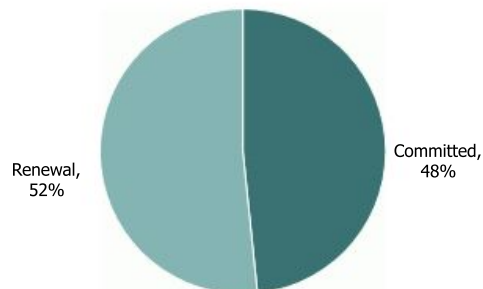
Note: Dollars are in Millions. Total Revenue, Adjusted EBITDA and Operating Income are presented on a non-GAAP basis adding back deferred revenue haircuts and other one-time expenses. 2013 estimates assume the midpoint of company guidance.



## 12-Month Backlog - \$743MM



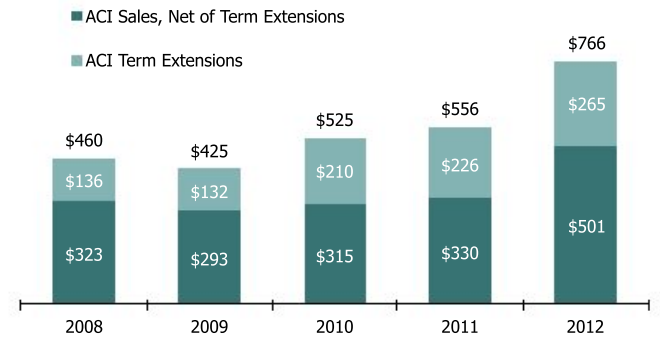
## 60-Month Backlog - \$3.1BN



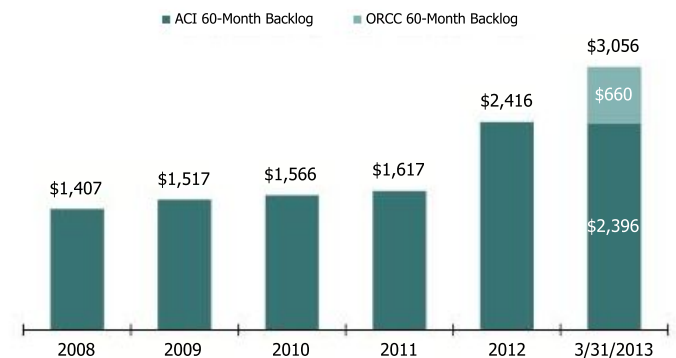
- Backlog from monthly recurring revenues and scheduled project go-lives drives 80%+ of GAAP revenue, leading to very high visibility on an annual basis
- Recurring revenues (maintenance, license, and hosting fees) comprise majority of 60-month backlog
- Backlog assumes continued >96% retention and excludes growth in users and incidental capacity

- >70% recurring revenue (includes maintenance, license and hosting fees)
- 80% of annual revenue comes from backlog
- 95% of our contracts are transaction based
- 5-year fixed term licenses
  - Legacy S1 contracts are generally perpetual license fees and 3-year fixed term for hosting
  - Legacy ORCC contracts are generally transaction-based and recurring
- Renewal rates across ACI products >96%
- New Account / New Product Sales – revenue generally split evenly among license, maintenance and service

## Sales Bookings



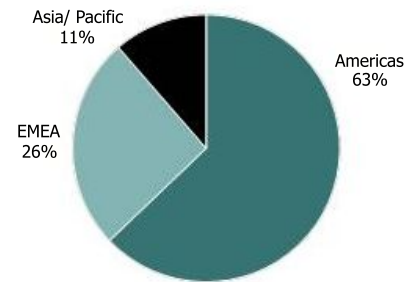
## 60 Month Backlog



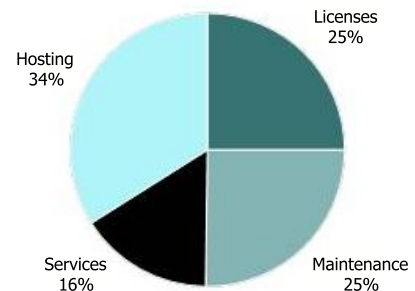
Note: Dollars are in Millions. Revenue presented on a GAAP basis; Pro Forma includes Online Resources for full 12 months.

- Diversified global company with customers spanning more than 80 countries
- Approximately 80% of business denominated in U.S. dollars
- EMEA is comprised of ~30% UK-derived revenue, 20% Middle East/Africa and 50% Europe (inclusive of 32 countries)
- Online Resources business is 100% U.S. focused and 95% hosting with the remainder split between maintenance / services
- Higher margin revenues (maintenance, license and hosting fees) comprise >80% of revenue

### LTM 3/31/2013 Revenue by Region



### LTM 3/31/2013 Revenue by Type

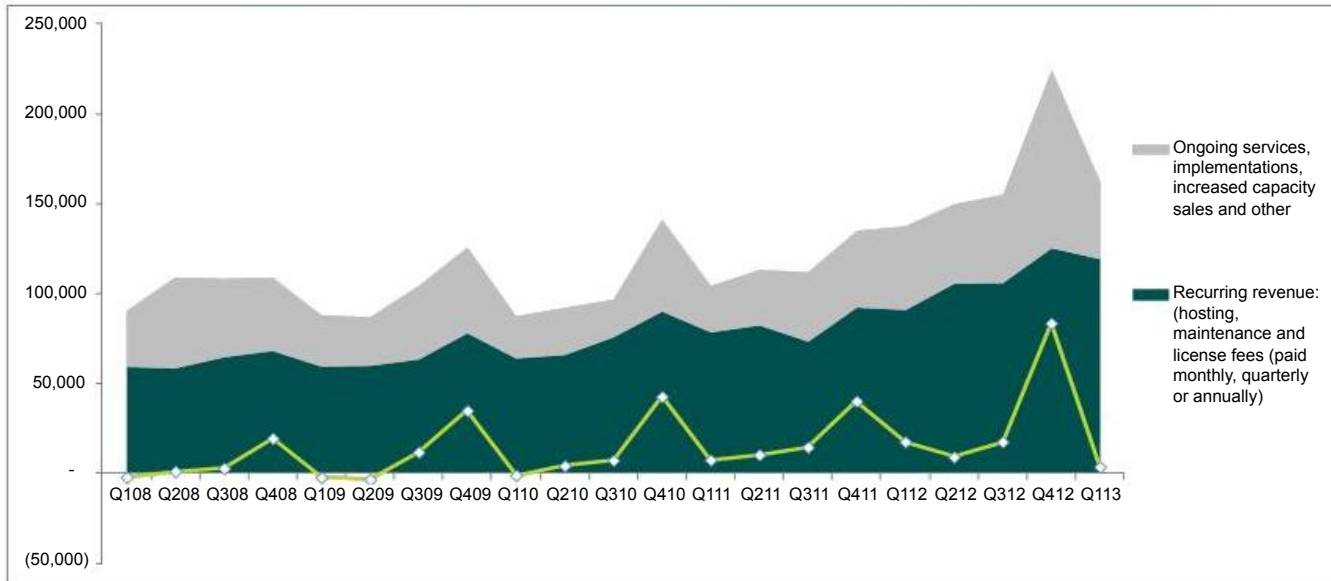


Note: Revenue percentages based on GAAP and includes Online Resources for full 12 months.

- Historically, no ACI customer has accounted for more than 4% of total revenue
- In FY 2012, the largest customer represented 3.3% of total pro forma revenue, utilizing 8 different products (includes a combination of legacy ACI, S1 and ORCC)
- Average customers uses <3 products, representing large cross selling opportunity

ACI Pro Forma FY 2012 Revenue by Customer	
Customer	% of Total
Customer #1	3.3%
Customer #2	1.7%
Customer #3	1.7%
Customer #4	1.4%
Customer #5	1.1%
Customer #6	1.1%
Customer #7	0.9%
Customer #8	0.9%
Customer #9	0.9%
Customer #10	0.9%
Customer #11	0.9%
Customer #12	0.9%
Customer #13	0.8%
Customer #14	0.7%
Customer #15	0.7%
Customer #16	0.7%
Customer #17	0.7%
Customer #18	0.7%
Customer #19	0.7%
Customer #20	0.7%
<b>Top 20</b>	<b>21.4%</b>
All Others	78.6%
<b>Total ACI Pro Forma 2012 Revenue</b>	<b>100.0%</b>

*No single customer represents more than 4% of pro forma 2012 revenue*



Recurring revenue has increased in dollar amount and as a percent of revenue  
 Virtually all components of revenue are seasonally stronger in the back half

- Revenue have averaged 44% in 1H and 56% in 2H
  - Sales bookings higher in Q4 given customer's "budget flush"
  - Project "Go Lives" often occur in Q4
  - Recurring annual license payments mostly occur in Q4
  - ~40% - 50% of incidental capacity revenues historically occur in Q4
- Implementation accounting causes quarter-quarter variability
  - Services for implementation projects are expensed as incurred, while revenue is often deferred until "Go-Live" events, which causes this revenue to be very high margin

\$'s in millions	Current Guidance Range	ORCC Impact*	Non-GAAP Guidance Range
Revenue	\$765 - \$785	\$128 - \$132	\$895 - \$915
Operating Income	\$150 - \$160	\$19 - \$21	\$170 - \$180
Adjusted EBITDA	\$230 - \$240	\$35 - \$37	\$266 - \$276

\* ORCC results are for the period March 11, 2013 through December 31, 2013 and exclude the impact of deferred revenue haircut and one-time expenses

### Guidance

- Represents 9<sup>2</sup>/<sub>3</sub> months of financial results of ORCC
- Includes 7.5 months of annual cost synergies of \$12 million to be realized in 2013
- Excludes impact of one-time transaction and integration expenses expected to be approximately \$14 million
- Excludes impact of deferred revenue haircut of approximately \$6 million
- Guidance assumes estimates for non-cash purchase accounting adjustments, intangible valuations and deferred revenue haircut

### First Half 2013 Revenue Outlook

- Expected to be in a range of 41%-42% of full year revenue guidance

 Questions?

To supplement our financial results presented on a GAAP basis, we use the non-GAAP measure indicated in the tables, which exclude certain business combination accounting entries and expenses related to the acquisitions of ORCC and S1, as well as other significant non-cash expenses such as depreciation, amortization and share-based compensation, that we believe are helpful in understanding our past financial performance and our future results. The presentation of these non-GAAP financial measures should be considered in addition to our GAAP results and are not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. Management generally compensates for limitations in the use of non-GAAP financial measures by relying on comparable GAAP financial measures and providing investors with a reconciliation of non-GAAP financial measures only in addition to and in conjunction with results presented in accordance with GAAP. We believe that these non-GAAP financial measures reflect an additional way of viewing aspects of our operations that, when viewed with our GAAP results, provide a more complete understanding of factors and trends affecting our business.

Certain non-GAAP measures include:

- Non-GAAP revenue: revenue plus deferred revenue that would have been recognized in the normal course of business by S1 and ORCC if not for GAAP purchase accounting requirements. Non-GAAP revenue should be considered in addition to, rather than as a substitute for, revenue.
- Non-GAAP operating income: operating income (loss) plus deferred revenue that would have been recognized in the normal course of business by S1 and ORCC if not for GAAP purchase accounting requirements and one-time expense related to the acquisitions of ORCC and S1. Non-GAAP operating income should be considered in addition to, rather than as a substitute for, operating income.
- Adjusted EBITDA: net income (loss) plus income tax expense, net interest income (expense), net other income (expense), depreciation, amortization and non-cash compensation, as well as deferred revenue that would have been recognized in the normal course of business by S1 and ORCC if not for GAAP purchase accounting requirements and one-time expense related to the acquisitions of ORCC and S1. Adjusted EBITDA should be considered in addition to, rather than as a substitute for, operating income.



Non-GAAP Revenue (millions)	For the Years ended December 31,				
	2012	2011	2010	2009	2008
<b>Revenue</b>	\$ 667	\$ 465	\$ 418	\$ 406	\$ 418
Plus:					
Deferred revenue fair value adjustment	22	-	-	-	-
<b>Non-GAAP Revenue</b>	<b>\$ 689</b>	<b>\$ 465</b>	<b>\$ 418</b>	<b>\$ 406</b>	<b>\$ 418</b>

Non-GAAP Operating Income (millions)	For the Years ended December 31,				
	2012	2011	2010	2009	2008
<b>Operating income</b>	\$ 74	\$ 66	\$ 54	\$ 42	\$ 22
Plus:					
Deferred revenue fair value adjustment	22	-	-	-	-
Employee related actions	15	-	-	-	-
Facility closure costs	5	-	-	-	-
IT exit costs	3	-	-	-	-
Other one-time S1 related expenses	9	7	-	-	-
<b>Non-GAAP Operating Income</b>	<b>\$ 128</b>	<b>\$ 73</b>	<b>\$ 54</b>	<b>\$ 42</b>	<b>\$ 22</b>

Adjusted EBITDA (millions)	For the Years ended December 31,				
	2012	2011	2010	2009	2008
<b>Net income</b>	\$ 49	\$ 46	\$ 27	\$ 20	\$ 11
Plus:					
Income tax expense	16	18	22	13	17
Net interest expense	10	1	1	2	2
Net other expense (income)	-	1	3	7	(8)
Depreciation expense	13	8	7	6	6
Amortization expense	38	21	20	17	16
Non-cash compensation expense	15	11	8	8	8
<b>Adjusted EBIDTA</b>	<b>141</b>	<b>106</b>	<b>88</b>	<b>73</b>	<b>52</b>
Deferred revenue fair value adjustment	22	-	-	-	-
Employee related actions	11	-	-	-	-
Facility closure costs	5	-	-	-	-
IT exit costs	3	-	-	-	-
Other one-time S1 related expenses	9	7	-	-	-
<b>Adjusted EBIDTA excluding one-time transaction expenses</b>	<b>\$ 191</b>	<b>\$ 113</b>	<b>\$ 88</b>	<b>\$ 73</b>	<b>\$ 52</b>

ACI is also presenting operating free cash flow, which is defined as net cash provided by operating activities, plus net after-tax payments associated with employee-related actions and facility closures, net after-tax payments associated with acquisition related transaction costs, net after-tax payments associated with IBM IT outsourcing transition and termination, and less capital expenditures. Operating free cash flow is considered a non-GAAP financial measure as defined by SEC Regulation G. We utilize this non-GAAP financial measure, and believe it is useful to investors, as an indicator of cash flow available for debt repayment and other investing activities, such as capital investments and acquisitions. We utilize operating free cash flow as a further indicator of operating performance and for planning investing activities. Operating free cash flow should be considered in addition to, rather than as a substitute for, net cash provided by operating activities. A limitation of operating free cash flow is that it does not represent the total increase or decrease in the cash balance for the period. This measure also does not exclude mandatory debt service obligations and, therefore, does not represent the residual cash flow available for discretionary expenditures. We believe that operating free cash flow is useful to investors to provide disclosures of our operating results on the same basis as that used by our management.

Reconciliation of Operating Free Cash Flow (millions)	For the Years ended December 31,				
	2012	2011	2010	2009	2008
Net cash provided (used) by operating activities	\$ (9)	\$ 84	\$ 81	\$ 44	\$ 78
Net after-tax payments associated with employee-related actions	6	-	-	3	4
Net after-tax payments associated with lease terminations	3	-	-	-	1
Net after-tax payments associated with S1 related transaction costs	9	3	-	-	-
Net after-tax payments associated with cash settlement of S1 options	10	-	-	-	-
Net after-tax payments associated with IBM IT Outsourcing Transition	1	1	1	-	-
Plus IBM Alliance liability repayment	21	-	-	-	-
Less capital expenditures	(17)	(19)	(13)	(10)	(12)
Less Alliance technical enablement expenditures	-	(2)	(6)	(7)	(6)
<b>Operating Free Cash Flow</b>	<b>\$ 24</b>	<b>\$ 67</b>	<b>\$ 63</b>	<b>\$ 30</b>	<b>\$ 65</b>

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

Backlog is considered a non-GAAP financial measure as defined by SEC Regulation G. Our 60-month backlog estimate represents expected revenues from existing customers using the following key assumptions:

- Maintenance fees are assumed to exist for the duration of the license term for those contracts in which the committed maintenance term is less than the committed license term.
- License and facilities management arrangements are assumed to renew at the end of their committed term at a rate consistent with our historical experiences.
- Non-recurring license arrangements are assumed to renew as recurring revenue streams.
- Foreign currency exchange rates are assumed to remain constant over the 60-month backlog period for those contracts stated in currencies other than the U.S. dollar.
- Our pricing policies and practices are assumed to remain constant over the 60-month backlog period.

Estimates of future financial results are inherently unreliable. Our backlog estimates require substantial judgment and are based on a number of assumptions as described above. These assumptions may turn out to be inaccurate or wrong, including for reasons outside of management's control. For example, our customers may attempt to renegotiate or terminate their contracts for a number of reasons, including mergers, changes in their financial condition, or general changes in economic conditions in the customer's industry or geographic location, or we may experience delays in the development or delivery of products or services specified in customer contracts which may cause the actual renewal rates and amounts to differ from historical experiences. Changes in foreign currency exchange rates may also impact the amount of revenue actually recognized in future periods. Accordingly, there can be no assurance that contracts included in backlog estimates will actually generate the specified revenues or that the actual revenues will be generated within the corresponding 60-month period.

Backlog should be considered in addition to, rather than as a substitute for, reported revenue and deferred revenue.

This presentation 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.

Forward-looking statements in this presentation include, but are not limited to, statements regarding:

- Expectations that we will generate \$19.5 million in annual cost synergies, of which \$12 million will be realized in 2013, and that additional cost synergies will be realized from facilities and data center consolidation.
- Expectations regarding 2013 financial guidance related to revenue, operating income and adjusted EBITDA.
- Expectations of future growth by increasing our recurring revenue base, cross-selling more products, expanding geographically, utilizing our Universal Payment Platform, leveraging Online Resources’ base of biller connections, and capitalizing on industry and customer trends
- Expectations that our margins will increase through operating leverage and cost savings synergies from recent acquisitions

All of the foregoing forward-looking statements are expressly qualified by the risk factors discussed in our filings with the Securities and Exchange Commission. Such factors include but are not limited to, increased competition, the performance of our strategic product, BASE24-eps, demand for our products, restrictions and other financial covenants in our credit facility, consolidations and failures in the financial services industry, customer reluctance to switch to a new vendor, the accuracy of management's backlog estimates, the maturity of certain products, our strategy to migrate customers to our next generation products, ratable or deferred recognition of certain revenue associated with customer migrations and the maturity of certain of our products, failure to obtain renewals of customer contracts or to obtain such renewals on favorable terms, delay or cancellation of customer projects or inaccurate project completion estimates, volatility and disruption of the capital and credit markets and adverse changes in the global economy, our existing levels of debt, impairment of our goodwill or intangible assets, litigation, future acquisitions, strategic partnerships and investments, risks related to the expected benefits to be achieved in the transaction with Online Resources, the complexity of our products and services and the risk that they may contain hidden defects or be subjected to security breaches or viruses, compliance of our products with applicable legislation, governmental regulations and industry standards, our compliance with privacy regulations, the protection of our intellectual property in intellectual property litigation, the cyclical nature of our revenue and earnings and the accuracy of forecasts due to the concentration of revenue generating activity during the final weeks of each quarter, business interruptions or failure of our information technology and communication systems, our offshore software development activities, risks from operating internationally, including fluctuations in currency exchange rates, exposure to unknown tax liabilities, and volatility in our stock price. For a detailed discussion of these risk factors, parties that are relying on the forward-looking statements should review our filings with the Securities and Exchange Commission, including our most recently filed Annual Report on Form 10-K, Registration Statement on Form S-4, and subsequent reports on Forms 10-Q and 8-K.



ACI's software underpins electronic payments throughout retail and wholesale banking, and commerce all the time, without fail.