

**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): March 15, 2007**

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**TRANSACTION SYSTEMS ARCHITECTS, 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.)

**120 Broadway, Suite 3350**  
**New York, New York 10271**  
(Address of principal executive offices) (Zip Code)

**Registrant's Telephone Number, Including Area Code: (646) 348-6700**

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On March 15, 2007, Anthony J. Parkinson, President – Americas Channel, ACI Worldwide, notified Transaction Systems Architects, Inc. (the “Company”) that he will be resigning from the Company effective April 15, 2007. Mr. Parkinson’s resignation was due to his retirement and did not result from any disagreement or dispute with the Company on any matter relating to its operations, policies or practices. Effective as of the date of Mr. Parkinson’s resignation, the responsibilities of President – Americas Channel, ACI Worldwide will be assumed by Richard N. Launder, the Company’s current Group Executive – EMEA/AP. Mr. Launder is currently responsible for sales and support in the Company’s Europe, Middle East and Africa (EMEA) and Asia Pacific distribution channels. He first joined the Company in 1989 and was responsible for the EMEA operation until the end of 1996. Mr. Launder then spent three years in the payments industry working as a consultant. In the spring of 2000 he returned to the Company, to head up the EMEA channel. Prior to joining the Company, Mr. Launder worked for Olivetti Computers, IBM and in the 1980s Tandem Computers where he was the sales director for Tandem Computers’ UK subsidiary.

(e) On March 15, 2007, the Board of Directors of the Company approved the 2007 Calendar Year Management Incentive Compensation Plan (the “2007 MIC Plan”). Key employees of the Company, including the Company’s named executive officers (“NEOs”), are eligible to receive an annual bonus under the 2007 MIC Plan. The amount of the annual bonus award under the 2007 MIC Plan will be based on, for NEOs who are senior corporate executives, the Company’s sales, revenue, 60 month backlog and margin percentage, and for NEOs who are segment-level corporate executives, the Company’s sales, revenue, 60 month backlog and margin percentage, the relevant segment-level sales, revenue, 60 month backlog and margin percentages. This 2007 MIC Plan replaces the 2007 Management Incentive Compensation Plan for the fiscal year ended September 30, 2007 (the “Fiscal Year Plan”) which the Company disclosed on its Current Report on Form 8-K filed December 21, 2006 and, therefore, the Company will terminate the prior Fiscal Year Plan. Attached as Exhibit 10.1 to this Current Report is a description of the 2007 MIC Plan which is incorporated herein by reference.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Description of the 2007 Calendar Year Management Incentive Compensation Plan.

**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.

TRANSACTION SYSTEMS ARCHITECTS, INC.

/s/ Dennis P. Byrnes

Dennis P. Byrnes, Senior Vice President

Date: March 21, 2007

**EXHIBIT INDEX**

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<u>Exhibit No.</u>	<u>Exhibit Description</u>
10.1	Description of the 2007 Calendar Year Management Incentive Compensation Plan.

## 2007 CALENDAR YEAR MANAGEMENT INCENTIVE COMPENSATION PLAN

On March 15, 2007, the Board of Directors of Transaction Systems Architects, Inc. (the “Company”) approved the 2007 Calendar Year Management Incentive Compensation Plan (the “2007 MIC Plan”). The 2007 MIC Plan covers the Company’s 2007 calendar year beginning January 1, 2007 and will apply to all of the Company’s employees eligible for a management incentive bonus (“MIC Bonus”).

The objective of the 2007 MIC Plan is to encourage certain management level personnel to contribute toward the attainment of the consolidated financial goals for calendar year 2007 based on corporate, segment and/or channel specific targets, or specific individual performance attainment requirements. The MIC Bonus opportunity is based on targets for five periods (each a “target period”) comprised of the Company’s four calendar quarters and its calendar year end. If the minimum targets are not achieved for a target period, no MIC Bonus is paid for that period. Earned MIC Bonuses are paid quarterly, with the annual MIC Bonus paid at the same time as the fourth quarter payout. MIC Bonuses are paid in cash. A MIC Bonus payout may be more or less than 100% (up to a maximum of 200%) depending on the level of attainment as set forth in the table below:

<u>Target Attainment Percentage</u>	<u>MIC Bonus Payout Percentage</u>
91% Attainment	10%
95% Attainment	50%
100% Attainment	100%
105% Attainment	150%
108.33% Attainment	200%

With respect to the quarterly and annual bonus payments, in order to be entitled to any payment under the 2007 MIC Plan, a participant must be an employee of the Company on the date of payment, except to the extent otherwise provided by the Company. If a participant’s employment with the Company is terminated for any reason prior to the payment date, the participant will not be eligible for a bonus under this Plan for that period or any subsequent period, including the annual bonus and will forfeit all rights to such payment except to the extent otherwise provided by the Company.

The annual bonus payment will be adjusted to reflect (i) the participant’s achievement against his or her individual business objectives (“IBOs”), and (ii) an annual true-up amount, if any. Additionally, to be eligible for an annual bonus payment, a participant must receive a performance review rating of “effective” or better during 2007.

The Company reserves the right at any time during the 2007 MIC Plan year to: (a) amend or terminate the plan in whole or in part, (b) revoke any eligible employee’s right to participate in the 2007 MIC Plan, and (c) make adjustments to targets at any time during the 2007 MIC Plan year.

Under the 2007 MIC Plan, the annual bonus compensation for the senior corporate executives, including the Company’s named executive officers, will be based on certain Company-level financial performance measures, and for the segment-level senior corporate executives, a combination of segment-level financial performance (or channel-level performance) and Company-level performance, as well as the participant’s specific IBOs.

The table below summarizes the 2007 calendar year Company-level and segment-level financial performance measures and the range of weighting for such performance measures:

Senior Corporate Executives

Performance Measure	Performance Measure Weighting Range
<b>Company-Level Performance Measures:</b>	
• Sales	6.25% - 25%
• Revenue	6.25% - 25%
• 60 Month Backlog	6.25% - 25%
• Margin % and Corporate Overhead	6.25% - 40%
<b>Segment-Level Performance Measures:</b>	
• % Products Meeting ACI Sales	0% - 18.75%
• % Products Meeting ACI Revenue	0% - 18.75%
• % Products Meeting ACI 60 Month Backlog	0% - 18.75%
• % Products Meeting ACI Margin %	0% - 18.75%
• % eps Margin	0% - 25%

For the other participants in the 2007 MIC Plan (excluding senior corporate executives), the annual bonus compensation will be based on a combination of some or all of the following: Company-level financial performance measures, segment-level (or channel-level) financial performance measures and the participants specific IBOs. The weighting of the performance measures will vary for the other 2007 MIC Plan participant's depending on the respective business segment in which they are employed.