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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): October 6, 2009 (October 6, 2009)

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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.)

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 2.02. Results of Operation and Financial Condition.**

On October 6, 2009, ACI Worldwide, Inc. (“the Company”) issued a press release announcing updated guidance for 2009 as well as participation in an investor conference. A copy of this press release as well as today’s investor presentation is attached hereto as Exhibits 99.1 and 99.2 respectively.

The foregoing information (including the exhibits hereto) is being furnished under “Item 2.02- Results of Operations and Financial Condition” and 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 Items 2.02 and 7.01 does not mean that such information is material or that disclosure of such information is required.

**Item 7.01. Regulation FD Disclosure.**

See “Item 2.02- Results of Operations and Financial Condition” above.

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

99.1 Press Release dated October 6, 2009

99.2 Investor presentation materials dated October 6, 2009

**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, Senior Vice President,  
Chief Financial Officer, Controller and  
Chief Accounting Officer

Date: October 6, 2009

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 6, 2009
99.2	Investor presentation materials dated October 6, 2009



ACI WORLDWIDE, INC.  
120 BROADWAY, SUITE 3350  
NEW YORK, NEW YORK 10271-0002  
WWW.ACIWORLDWIDE.COM

**ACI Worldwide to Speak at William Blair Emerging Growth Stock  
Conference in New York and Updates Guidance for Calendar Year 2009**

**(New York, N.Y. — October 5, 2009)** — ACI Worldwide, Inc. (Nasdaq: ACIW), a leading international provider of electronic payments software and solutions, announced that it will be presenting at the William Blair Emerging Growth Stock Conference at the Waldorf- Astoria Hotel in New York today at 2:00 pm EDT. Our presentation will be webcast via [www.aciworldwide.com/investorrelations](http://www.aciworldwide.com/investorrelations).

ACI Worldwide, Inc. has also updated its guidance metrics for the calendar year 2009. The company now anticipates GAAP operating income improvement of approximately 5-10% above the previously disclosed \$35 million, a potential decrease of up to 2% in GAAP revenues of \$415 million driven by timing risk related to approximately 5-8% in Sales bookings of \$450 million in the second half of the year.

**Forward-Looking Statements**

This press release 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 press release include, but are not limited to, statements regarding the expectations and assumptions regarding 2009 sales, GAAP revenues and GAAP operating income.

Forward-looking statements can be affected by the judgments and estimates underlying such assumptions or by known or unknown risks and uncertainties. Many of these factors will be important in determining our actual future results. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially from those expressed or implied in any forward-looking statement, 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 statement after the date of this press release.

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, risks related to the global financial crisis, restrictions and other financial covenants in our credit facility, volatility and disruption of the capital and credit markets, our restructuring efforts, the restatement of our financial statements, consolidation in the financial services industry, changes in the financial services industry, the accuracy of backlog estimates, material weaknesses in our internal control over financial reporting, our tax positions, volatility in our stock price, risks from operating internationally, increased competition, our offshore software development activities, the performance of our strategic product, BASE24-eps, the maturity of certain legacy retail payment 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 legacy retail payment products, demand for our products, our alliance with IBM, our outsourcing agreement with IBM, the complexity of our products and services and the risk that they may contain hidden defects or be subjected to

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security breaches, governmental regulations and industry standards, our compliance with privacy regulations, system failures, the protection of our intellectual property, future acquisitions and investments and litigation. 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 and subsequent reports on Forms 10-Q and 8-K.

**About ACI Worldwide, Inc.**

ACI Worldwide is a leading provider of electronic payments software and services to major banks, retailers and processors around the world. The company enables online payment processing, online banking, fraud prevention and detection, and back-office services. ACI solutions provide market-leading levels of reliability, manageability and scale, to more than 800 customers in 88 countries. Visit ACI Worldwide at [www.aciworldwide.com](http://www.aciworldwide.com).

**End**

For more information contact:

Tamar Gerber

Vice President, Investor Relations & Financial Communications

Telephone — 646-348-6706

Email Address- [tamar.gerber@aciworldwide.com](mailto:tamar.gerber@aciworldwide.com)

# William Blair Emerging Growth Stock Conference

October 6, 2009  
New York City



## Private Securities Litigation Reform Act of 1995 Safe Harbor For Forward-Looking Statements

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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.



**Phil Heasley, Chief Executive Officer**

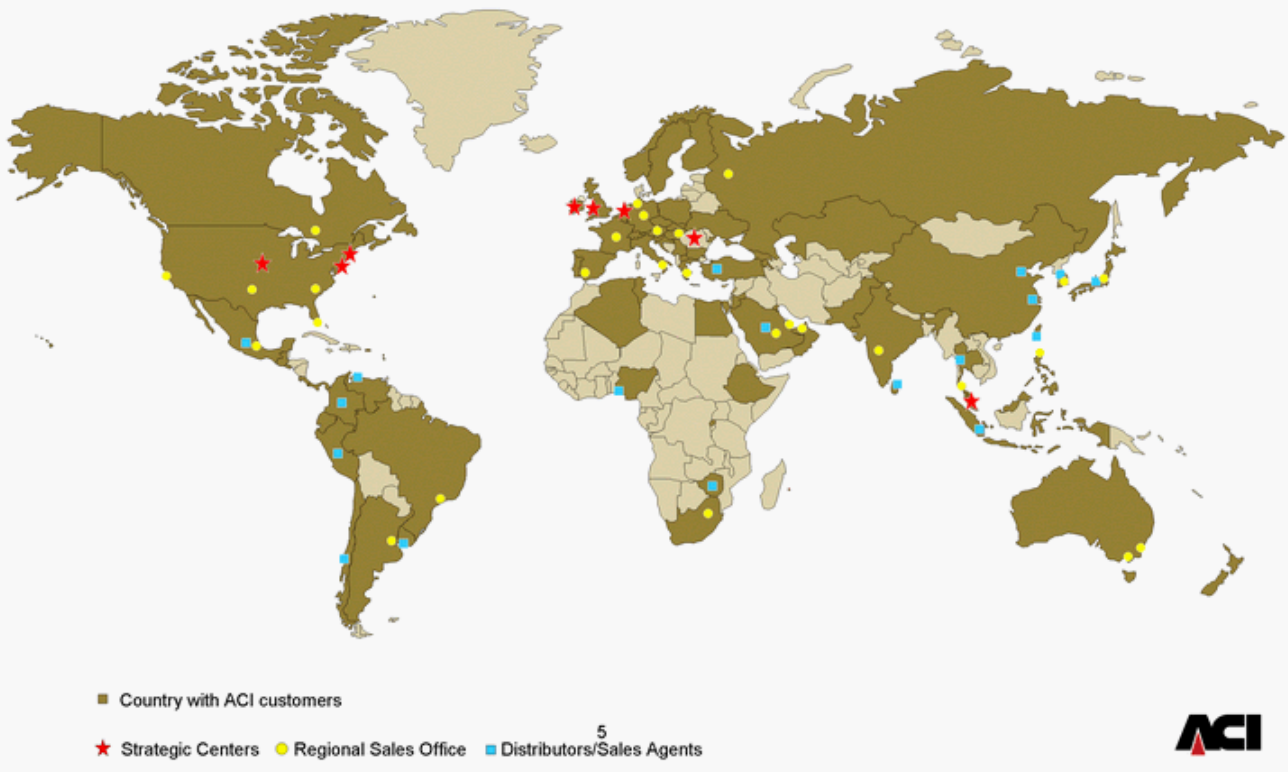


## Topics

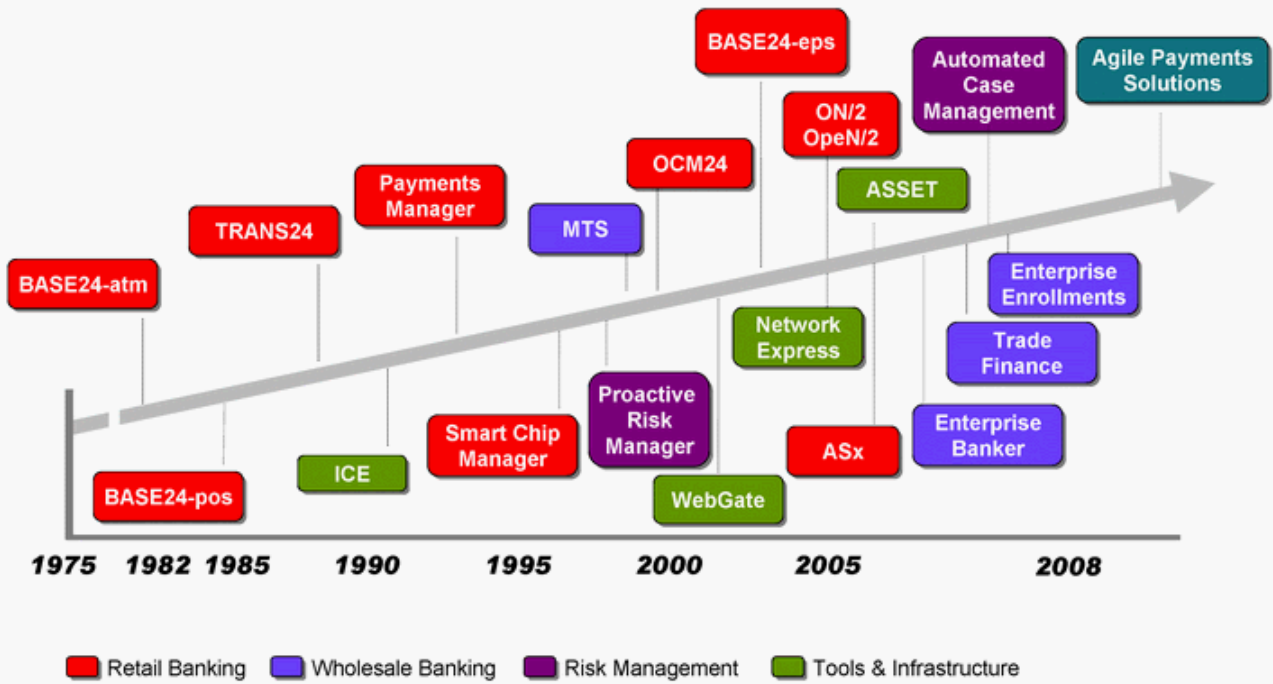
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- Our Product Portfolio
- Market Environment
- Agile Payment Solutions
- Financial Metrics

# Global Footprint



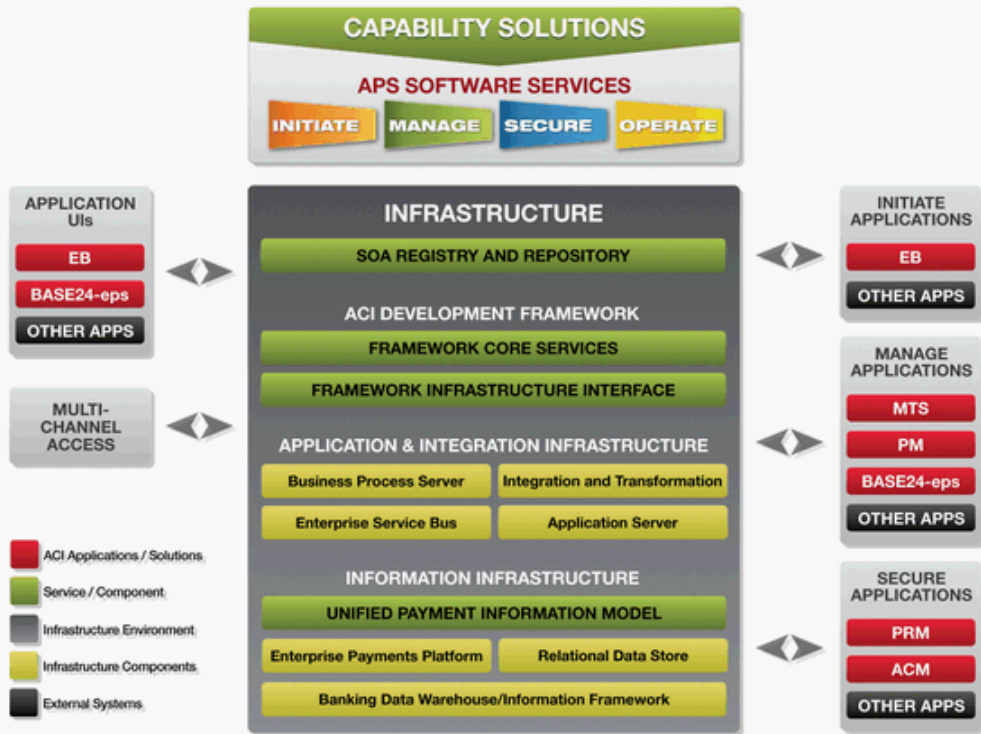
# ACI Product History



# Agile Payment Solutions



# The reference architecture simplifies payments



# ACI Product Portfolio

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## ACI Retail Payments Solution

### Payments Hubs

- BASE24
- **BASE24-eps**
- ACI Commerce Gateway
- **ACI Retail Commerce Server**

### Payment Settlement and Card Management

- Card Management
  - ACI Payments Manager
  - ACI Smart Chip Manager
- Payment Settlement
  - ACI Payments Manager

## ACI Wholesale Payments Solution

### Payments Hub

- MTS-eps

### Online Banking

- **ACI Enterprise Banker**

### Trade Finance

- ACI Global Trade Manager
- ACI Open Account Manager

### Global Payments Processing

- **ACI MTS – Money Transfer System**
- ACI Payment File Manager

## ACI Risk Management Solution

### Fraud Detection

- **ACI Proactive Risk Manager**

### Case Management

- ACI Automated Case Management

## ACI Common Infrastructure & Tools

### Automated Enrollments

- ACI Enterprise Enrollments

### Web Services Tools

- ACI WebGate

### Activity Monitoring

- ACI Monitoring & Management System (ENGUARD)

### Testing and Simulation

- ACI Simulation Services for Enterprise Testing (ASSET)

### Communications

- ACI Network Express
- ICE-XS
- GoldenGate

# BASE24-eps

## Functionality / Market Served

- Provides an end-to-end solution for the acquisition, authorization and recording of consumer based electronic payments
- High volume, high availability, multi-platform transaction processing engine
- Transaction acquiring: ATM, POS and interchange interfaces
- Device channel management: ATM and POS Complex transaction routing and switching

## Key Competitors

- Software Providers
  - S1
  - Fidelity (eFunds)
  - Regional (Alaric, Tieto Enator, Distra)
- In-house Systems
- Processors (Mature and Emerging)
  - First Data, ATOS, Metavante, FiServ,...
  - Visa & Mastercard

## Value Proposition

- Attain faster time to market at a lower cost through powerful customization environment for authorization, device management and interfaces
- Platform rationalization after merger or acquisition while supporting diverse payment products and processes
- Provide customers a single view of their card account activity and balances across multiple delivery device channels
- Eliminate need to maintain multiple authorization engines (e.g. BASE24-atm and BASE24-pos), reducing system complexity, development and maintenance costs

## Release Plan / Pricing

- Providing capabilities to migrate our legacy payment engine customers to BASE24-eps (BASE24, ON/2, OpeN/2, AS/x, T25, OCM24)
- Building out of the long term retail roadmap with the end view towards the EPS-HUB
- Customers license modules and capacity
- Maintenance fees (PSF) are typically associated with modules, not capacity





# PRM

## Functionality / Market Served

- Provides an end-to-end solutions for real-time and enterprise payments risk management: Fraud Detection and Money Laundering Detection
- Transaction monitoring solution to detect fraudulent and money laundering activity
- Solutions offered for Enterprise, Debit/Credit card, Merchant and Anti-Money Laundering
- Rules and Neural Network detection engines
- Interfaces between ACI products (BASE24, BASE24 eps, and MTS)

## Key Competitors

- Fair Isaac
- Actimize
- Norkom
- Fortent
- SAS

## Value Proposition

- Enterprise version offers operational savings by consolidation of multiple point solutions
- Rules and scoring combined provide lift to detection of fraudulent and money laundering activity
- Profiling assists in detecting more fraud by comparing current activity to established norms
- Short implementation timeframe
- Customer driven data input allows customers to define their input formats, which drives screen content

11

## Release Plan / Pricing

- Launch next generation of PRM and ACM
- Build out of the long term retail roadmap with the end view towards the EPS-HUB
- The current pricing structure includes an initial license fee, monthly license fee, capacity fees, and monthly product support fee.
- Services are approached directly as time and materials based on the effort.



# Enterprise Banker

## Functionality / Market Served

- An online banking product that supports all market segments, from consumer to large corporate customers
- Real-time and batch balance and transaction reporting, with images, online statements
- ACH origination, wire transfer origination and reporting, account transfers, stop payment, positive pay, loan payments and advances/drawdowns, cash concentration
- Remote check deposit, bill payment, multi-factor authentication

## Key Competitors

- S1
- Fundtech
- Intuit/DI

## Value Proposition

- Single online banking product for corporate, middle market, business banking, micro business and consumer
- Depth and breadth of cash management capabilities and features, including 3<sup>rd</sup> party
- Deployed in-house and On Demand (ASP)
- Proven & predictable implementation including real-time interfaces and portal, and third party integration process

12

## Release Plan / Pricing

- Improved capabilities for generating ACH and Wire payments, and integration to payment systems such as MTS
- Critical focus on reporting and ease of manipulation of payment data by businesses and consumers
- In-house price model based upon site license with annual maintenance
- AOD price model based upon module license fees with annual maintenance and monthly customer fees



## General Market Update

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- Cost pressures on our customers lead to product sales opportunities
  - Inefficient technologies and processes
  - Exacerbated by M&A activity seen over past half year
- Heavy focus on compliance, fraud and risk management
  - Good for the ACI hub multi-product solution sales
  - Our Enterprise On Demand opportunities are also very key for this market
- Starting to see impact of M&A activity as customers consolidate licenses
  - Cross sell opportunities even as we lose the benefit of second license stream revenue
  - Many license amalgamations which would occur as a result of M&A have already been factored into backlog (Wamu, Mellon, ABN, Wachovia, etc)

## Market Trends and Drivers

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- U.S. credit crisis leads to extreme focus on ROI, and accelerated M&A
- Continued desire to reduce costs and increase productivity
  - Need for end-to-end solutions
  - Need for platform and solutions convergence
  - Need to automate manual, cumbersome processes
  - ACI will drive customers to new releases to address these needs
- Electronic payment volumes continue to rise
- Risk and compliance needs
- Globalization needs
- Newer phenomena – EMV, prepaid cards, mobile banking and payments

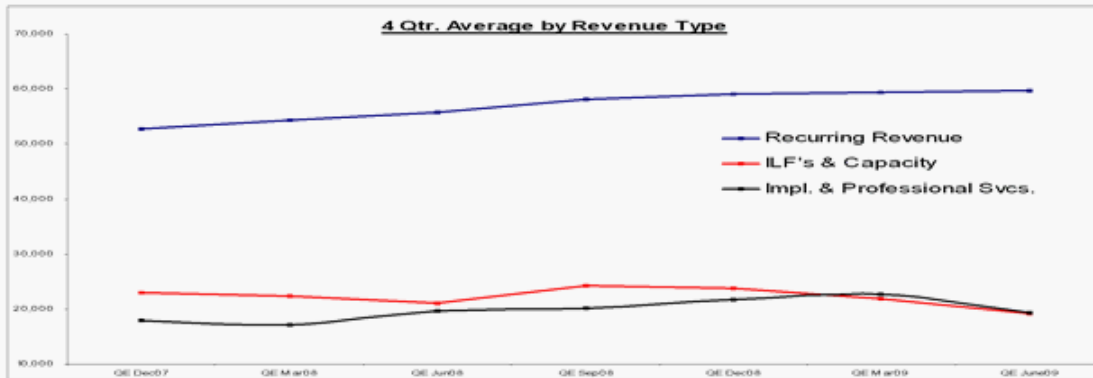
*Overall market drivers remain positive for ACI*

# Financial Review

Tamar Gerber, Vice President Investor Relations



# ACIW Quarterly Revenue by Type

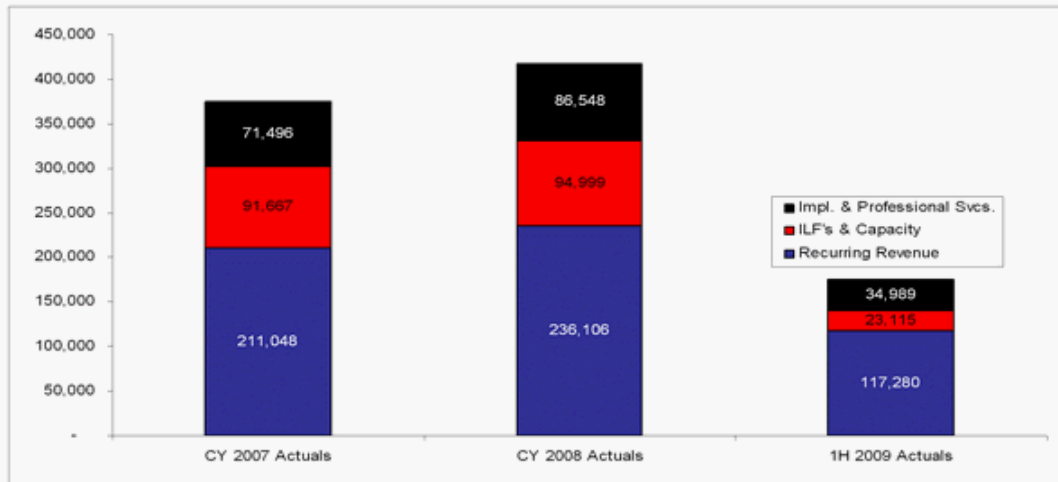


*In \$ Thousands*

Revenue Type	QE Dec07	QE Mar08	QE Jun08	QE Sep08	QE Dec08	QE Mar09	QE Jun09
Recurring Revenue	54,333	56,274	58,272	63,390	58,170	57,454	59,826
ILF's & Capacity	30,274	20,953	20,421	25,175	28,449	13,465	9,650
Impl. & Professional Svcs.	16,675	13,436	30,525	19,996	22,591	17,294	17,695
<b>Total Revenue</b>	<b>101,282</b>	<b>90,663</b>	<b>109,218</b>	<b>108,561</b>	<b>109,210</b>	<b>88,213</b>	<b>87,170</b>

- 12% Recurring Revenue Growth from 2007 to 2008
- 4% ILF's & Capacity Revenue Growth between '07 & '08; Phasing of ILF's & Capacity driven mainly by Annual License Fee Revenue Recognition in Q4 time period
- 21% Implementation & Professional Svcs. Revenue Growth between '07 & '08; Driven primarily by Customer Go-Lives in the Americas & U.K. (Faster Payments)

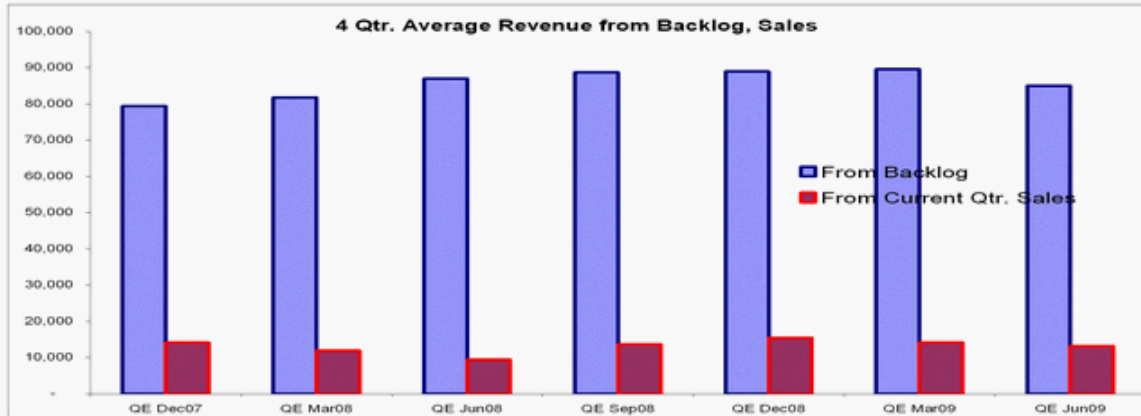
## ACIW Annual Revenue by Type is highly recurring



In \$ Thousands

- ~ 60% of total revenue is Monthly Recurring Revenue over past 10 quarters
- 67% of 1H 2009 revenue has been monthly recurring the past two quarters as we booked more ratable GAAP revenue

# ACIW Quarterly Revenue from Backlog vs. Sales

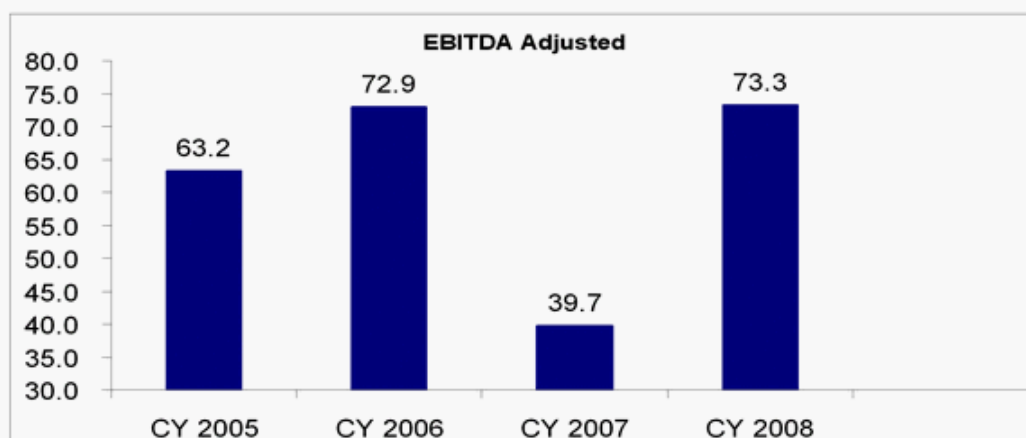


Total Revenue	QE Dec07	QE Mar08	QE Jun08	QE Sep08	QE Dec08	QE Mar09	QE Jun09
From Backlog	88,108	80,883	97,637	88,398	88,838	83,648	79,390
From Current Qtr. Sales	13,175	9,780	11,581	20,162	20,372	4,566	7,780
<b>Total Revenue</b>	<b>101,282</b>	<b>90,663</b>	<b>109,218</b>	<b>108,560</b>	<b>109,210</b>	<b>88,213</b>	<b>87,170</b>
% From Backlog	87%	89%	89%	81%	81%	95%	91%
% from Current Qtr. Sales	13%	11%	11%	19%	19%	5%	9%

- ~ 88% of Total Revenue has been from Backlog over the past 7 quarters
- ~ 12% of Total Revenue has been from Current Quarter Sales



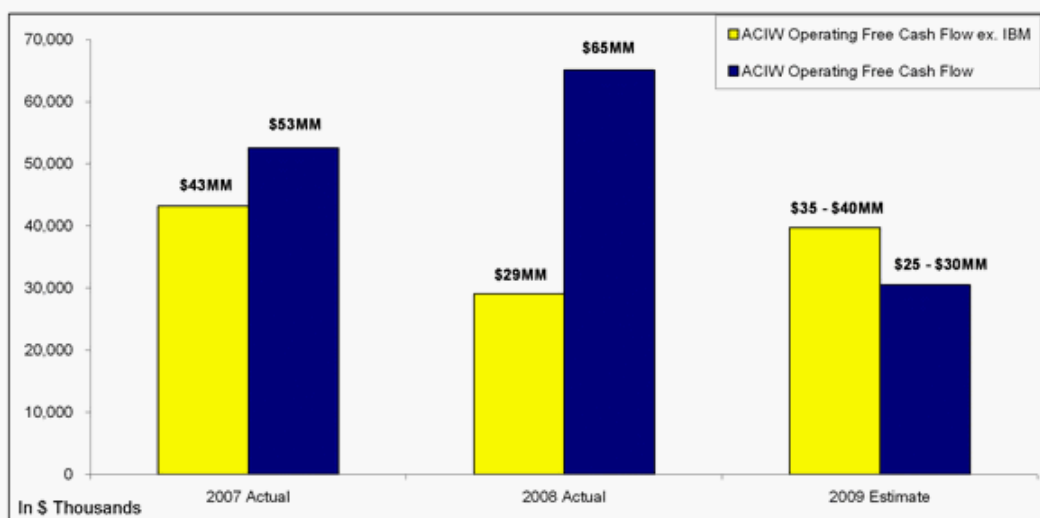
# EBITDA (Adjusted) Trending



*In \$ Millions*

	CY 2005	CY 2006	CY 2007	CY 2008
<b>EBITDA</b>	<b>61.8</b>	<b>66.1</b>	<b>17.4</b>	<b>52.0</b>
<b>Non-Recurring Items</b>				
Stock Options	-	2.6	9.2	-
Restructuring & Emp. Related	-	-	5.5	6.4
Corporate Jet Lease Term.	-	-	1.3	-
IBM Prof. Fees & Transition Exp.	-	-	0.5	6.5
LTIP Reversal	-	-	(2.1)	(2.1)
Class Action Settlement	-	8.5	-	-
<b>Total Non-Recurring Items</b>	<b>-</b>	<b>11.1</b>	<b>14.4</b>	<b>10.8</b>
<b>Non-Cash Compensation</b>	<b>1.4</b>	<b>6.7</b>	<b>7.9</b>	<b>10.6</b>
<b>EBITDA Adjusted</b>	<b>63.2</b>	<b>72.9</b>	<b>39.7</b>	<b>73.3</b>

# Operating Free Cash Flow 2007-08-09



	2007 Actual	2008 Actual	2009 Estimate
GAAP Cash Flow from Operations	37,866	77,826	\$40 - \$45 MM
Capital Expenditures	(7,967)	(11,957)	~(\$12MM)
Non - Recurring Items	13,301	4,100	~\$7MM
Proceeds from Alliance Agreement (Investing)	9,330	1,498	~\$4MM
Alliance Tech. Enablement Exp. (Investing)	0	(6,328)	~(\$14MM)
<b>ACIW Operating Free Cash Flow</b>	<b>52,530</b>	<b>65,139</b>	<b>\$25 - \$30MM</b>
Add back Alliance Tech. Enablement Exp.	0	6,328	~\$14MM
Subtract Proceeds from Alliance Agreement	(9,330)	(42,433)	~(\$4MM)
<b>ACIW Operating Free Cash Flow ex. IBM</b>	<b>43,200</b>	<b>29,034</b>	<b>\$35 - \$40MM</b>



## Annual Guidance further refined from August expectations

Key Metrics	2008 Actuals	August 09 Guidance	Risks/Opportunities
Sales	\$460	\$450	(5-8)%
GAAP Revenues	418	415	(0-2)%
GAAP Operating Income	22	35	positive 5-10%

- In August reiterated low end of 2009 guidance, as reflected above but there could be volatility in this number
  - Robust pipeline - timing is unclear due to weaker-than- expected recent-period EMEA closings
  - Ralph Dangelmaier addressing the market performance in his new role as Global Head of Sales and Services
- Slight reduction in anticipated revenue if sales slip into later quarters
- Improved outlook on Operating Income
  - Expect to see an improvement from earlier expectations due to opex management

# Forward-Looking Statements

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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,” “looks forward to,” 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:

- Our anticipated delivery of Base 24-eps, PRM and Enterprise Banker products according to our contemplated release plans and pricing structures while also achieving the value propositions contemplated for our customers;
- Expectations that overall market drivers will remain positive for ACI and that market conditions, including cost pressures on customers, focus on customer compliance, fraud and risk management, customer M&A activity, the U.S. credit crisis leading to customer focus on ROI and M&A activity, customer cost reduction and productivity activities, rising electronic payment volumes, globalization and newer payments industry phenomena, will create favorable conditions for the Company and that the Company will be able to successfully take advantage of those conditions;
- Expectations relating to operating free cash flow, including expected capital expenditures, non-recurring items and proceeds and expenses associated with the IBM alliance;
- Expectations relating to 2009 financial guidance, including sales, GAAP revenues and GAAP operating income and an improved outlook on GAAP operating income;
- Belief that the Company has a robust pipeline of sales activity and that the Company will be able to successfully take advantage of the sales opportunities; and
- Belief that Mr. Dangelmaier will address market performance as Global Head of Sales and Service.

## Forward-Looking Statements

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Any or all of the forward-looking statements may turn out to be wrong. They can be affected by the judgments and estimates underlying such assumptions or by known or unknown risks and uncertainties. Many of these factors will be important in determining our actual future results. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially from those expressed or implied in any forward-looking statement. In addition, we disclaim any obligation to update any forward-looking statement after the date of this presentation.

All of the foregoing forward-looking statements are expressly qualified by the risk factors discussed in our filings with the Securities and Exchange Commission. 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 Form 10-K filed on March 4, 2009, and our Forms 10-Q filed on May 8, 2009 (as amended) and August 7, 2009, and specifically the sections entitled "Factors That May Affect Our Future Results or the Market Price of Our Common Stock".

The risks identified in our filings with the Securities and Exchange Commission include:

- The global financial crisis affecting the banking system and financial markets and the current global economic conditions which could reduce the demand for our products and services or otherwise adversely impact our cash flows, operating results and financial condition;
- Restrictions and other financial covenants contained in our current credit facility that limit our flexibility in operating our business;
- The volatility and disruption of the capital and credit markets and adverse changes in the global economy that may negatively impact our liquidity and our ability to access financing;
- The possibility that our restructuring and efficiency efforts as part of the implementation of our strategic plan may not achieve the expected efficiencies and cost savings which could affect our results of operations and financial condition;

## Forward-Looking Statements

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- The recent restatements of our financial statements;
- The consolidation in the financial services industry that may adversely impact the number of customers and revenues in the future;
- The economic changes in the banking and financial services industries that apply to most of our customers could reduce the demand for our products and services;
- Management's backlog estimate which may not be accurate and may not generate the predicted revenues;
- A material weakness that management has identified in our internal control over financial reporting;
- Our possible exposure to unknown tax liabilities, which could adversely affect our financial condition and/or results of operations;
- Our stock price, which may be volatile;
- Our international operations;
- Rapid change and high competition in the software industry which may limit our ability to compete effectively;
- The offshore software development activities that we are engaged in, which may not be successful and which may put our intellectual property at risk;
- One of our most strategic products, BASE24-eps, which could prove to be unsuccessful in the market;
- Our announcement of the maturity of certain legacy retail payment products, which may result in decreased customer investment in our products, and the possibility that our strategy to migrate customers to our next generation products may be unsuccessful, which may adversely impact our business and financial condition;
- Our announcement of the maturity of certain legacy retail payment products, and customer migrations to our next generation products, may result in ratable or deferred recognition of certain revenue associated with the legacy retail payment products.
- Our future profitability's dependence on demand for our products and the possibility that lower demand in the future could adversely affect our business;

## Forward-Looking Statements (Continued)

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- The possibility that if we are unable to successfully perform under the terms of our alliance with IBM or our customers are not receptive to the alliance, then our business, financial condition and/or results of operations may be adversely affected;
- Our outsourcing agreement with IBM, which may not achieve the level of savings that we anticipate, and the many associated changes in systems and personnel being made, along with the increases in operational and control risk during transition, which may have an impact on the business and its financial condition;
- Undetected errors or other defects which may be contained in our software products which could damage our reputation with customers, decrease profitability and expose us to liability;
- Security breaches or computer viruses which could harm our business by disrupting delivery of services and damaging our reputation;
- Our products' and services' possible failure to comply with government regulations and industry standards to which our customers are subject, which could result in a loss of customers and decreased revenue;
- Our possible failure to comply with privacy regulations imposed on providers of services to financial institutions, which could result in harm to our business;
- System failures, which could delay or interrupt the products and services we provide to our customers, which could harm our business and reputation and result in the loss of customers;
- The possibility that we may be unable to protect our intellectual property and technology and could be subject to increasing litigation over our intellectual property rights;
- Future acquisitions and investments that could materially adversely affect our business; and
- The possibility that we may become involved in litigation that could materially adversely affect our business financial condition and/or results of operations.





EVERY SECOND. EVERY DAY.