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

FORM 8-K

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

Date of Report (Date of earliest event reported): June 10, 2009 (June 10, 2009)

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

Delaware	**0-25346**	**47-0772104**
(State or other jurisdiction of incorporation)	(Commission File Number)	(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)

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On June 10, 2009, the Company posted investor relations materials on its website (www.aciworldwide.com) to be used in connection with the annual meeting of stockholders being held in New York City. 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 exhibit hereto) is being furnished under "Item 7.01- Regulation FD Disclosure". Such information (including the exhibit hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1933, 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 Annual Shareholder Meeting presentation dated June 10, 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, Corporate Controller and Chief Financial Officer

Date: June 10, 2009

EXHIBIT INDEX

Exhibit No.	Description
99.1	Annual Shareholder Meeting presentation dated June 10, 2009

Exhibit 99.1

Annual Meeting of Stockholders

June 10, 2009
New York, NY

2008 Calendar Year Review

Phil Heasley, President and CEO

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

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.

2008 General Market Conditions

- Financial crisis spread to most markets
- Cost pressures on our customers
  - 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 in 2009 of last year's 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)

Base 24 Classic Sunset Announced in 2008

- SUNSET was announced in March 2008
  - Not End-of-Life announcement
  - Sunset will be effective in November 2011
- Sunset means:
  - Standard maintenance rates will increase significantly
  - No new releases on the Classic product
- Supported platforms for BASE24-eps:
  - IBM System z
  - IBM System p
  - Sun Solaris
  - HP Nonstop

IBM Alliance- 2008 Review

- Key Deals
  - Strategic wins for Base24-eps (Americas)
  - Proactive Risk Manager (Asia) on IBM System z
  - Enterprise Banker On Demand (Americas)
- Sales Summary
  - Strong finish in Q4, led by wholesale payments
  - FY 2008 performance doubled IBM platform business as compared to prior year
  - Achieved expectations for business plan
- Product Investment
  - Successful rollouts for new releases of Base24-eps and Proactive Risk Manager
  - Continued focus on wholesale payments
    - Service oriented architecture, System z optimization
    - Single European Payments Area (SEPA) functionality

Customer Revenue by Industry Type

Industry Type	CY 2008 Revenue	%	
Finance	288,144	69%	Banks, mainly Tier 1 & 2
Other	10,419	2%	Healthcare, Colleges, Government, Social Svcs, etc
Processor	90,842	22%	Processors and Credit Card companies
Retail	28,248	7%	Retail
Grand Total	417,653	100%	

Industry Type	PY 2007 Revenue	%	
Finance	253,155	68%	Banks and credit unions
Other	26,695	7%	Healthcare, Colleges, Government, Social Svcs, etc
Processor	71,632	19%	Processors and Credit Card companies
Retail	22,730	6%	Retail
Grand Total	374,211	100%	

- We maintained a similar product line segmentation year-over-year
- Strong revenue from banks and processors in 2008
- Growing activity in the retailer segment in the United States
- All product attrition for the year at extremely low rates of 4.2%

Historic Sales By Quarter 2007-2008

Quarter-End	Total Economic Value of Sales	Sales Mix by Category: New Accounts	New Applications	Add-on Business inc. Capacity Upgrades & Services	Term Extentions
3/31/2007	$125,480	$20,333 16%	$18,295 15%	$43,192 34%	$43,660 35%
6/30/2007	$85,220	$7,780 9%	$12,048 14%	$49,803 58%	$15,588 18%
9/30/2007	$91,052	$8,244 9%	$21,617 24%	$35,425 39%	$25,765 28%
12/31/2007	$131,539	$17,665 13%	$13,721 10%	$55,635 42%	$44,518 34%
3/31/2008	$63,814	$1,182 2%	$9,718 15%	$37,896 59%	$15,017 24%
6/30/2008	$99,938	$15,856 16%	$23,487 24%	$45,434 45%	$15,160 15%
9/30/2008	$106,594	$14,345 13%	$7,180 7%	$52,133 49%	$32,936 31%
12/31/2008	$189,337	$16,490 9%	$17,014 9%	$82,509 44%	$73,324 39%

	Sales	New Accounts	New Applications	Add-on Business inc. Capacity Upgrades & Services	Term Extentions
Dec. YTD 08	$459,683	$47,873	$57,399	$217,972	$136,437
Dec. YTD 07	$433,291	$54,022	$65,681	$184,055	$129,531
Variance	$26,392	($6,149)	($8,282)	$33,917	$6,906

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Americas Year in Review

- Annual revenue of $207.4 million, an increase of 5% over prior year
- Sales in the year were very strong
  - New business sales up 14% year-over-year
  - Term extension sales flat although dollar amount rose significantly
  - U.S. sales up 14% even while headcount was reduced by 17%
- 20 new accounts
  - Including Synovus, Tempo Servicios, Banred (Ecuador), Sumitomo U.S.
- 22 new applications sold in calendar year 2008
- 31 deals sold over $1 million in contract value during the year
- 10-12 major renewals
  - Including Bank of America, Fiserv, Shoppers Drug, M&T, Comerica

2009 Opportunities- Americas

- North American Banks
  - Top bank ATM systems currently on processors
  - Hub consolidation and cross-sell
  - Online banking consolidation
  - Risk Management cross-sell and upsell
  - Wholesale payments in Canada
- North American Retailers
  - Replace redundant, fragmented legacy technologies
- Processors
  - Replace redundant legacy technologies
- Latin America
  - New accounts and cross-selling
  - Wholesale payments

EMEA Year in Review

- Annual Revenue of $169.0 million, an improvement of 21% due to Faster Payments services acceptance
- 9 New customer names and 41 new applications during the year
- 25 deals over $1 million in contract value in 2008
- Major 2008 renewals at:
  - Al Rajhi
  - Erste Bank
  - Fortis
  - HSBC
  - OTP

2009 Opportunities- EMEA

- BASE24-eps
  - Focus on Tier 1 migrations and new names
- Payments HUB consolidation opportunities
- Build Operate Transfer model
  - Creates opportunity during a difficult economic climate and with major M&A activity
- Wholesale focus on SEPA-express with market regulations driver, expansion of Faster Payments and MTS-eps business development
- Continue to build on the success of PRM
- Professional Services
  - Expansion of existing offerings to include support packages for sunset products and continue to increase margins

Asia-Pacific Year in Review

- Annual revenue of $41.3 million, an increase of 13% over prior year
  - Largely due to strong professional services deals being implemented across Wholesale and Retail business
- 5 new customers and 9 new applications licensed during the year
- Grew sales by 37% year on year
- Wholesale Product related sales grew by 156% year on year
- Operating entities and sales operations in China and India established

2009 Opportunities- Asia

- North Asia is the growth opportunity
  - Japan upgrading retail/wholesale infrastructure
  - China banks looking for payment hubs & upgrade risk
- India volumes continue to grow
  - Indian banks rapidly extend coverage in consumer payments
- Australia consolidates
  - Drives urgency to implement payment hubs across retail/wholesale
- Transaction banking services growing
  - Corporate banking services attracting greater budgets in ASEAN

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Cost Management

- Annualized gross cost savings of $30 million achieved in 2008
- Rationalized headcount in mature markets and reinvested in growth regions
- A further $8 million in cost savings related to the 2008 restructuring to close in 1H 2009
- Approximately $11.5 million to be re-invested in products, services and operational management
- Globalize Help24 customer support
  - to create better quality as well as to control costs through better common tools and processes
- Assessing back office delivery / functionality

2008 Business Organization

- Hired Ron Totaro as COO and Scott Behrens elevated to CFO
- Filling out the second level of management expertise

Key Hires 2008-2009:

☑Chief Product Officer

☑VP Global Risk Solutions

☑ APAC Strategy & Planning Leader

☑ APAC Head of Services

☑EMEA VP of Services

☑EMEA Strategy & Planning Leader

☑Global Help24 Leader

☑VP Human Resources

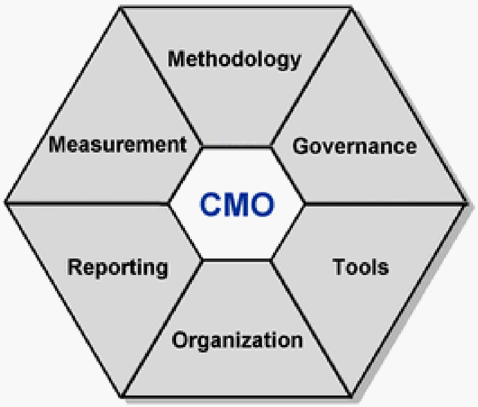
Remaining Roles to Fill:

➢ On-Demand Leader

➢ S. Europe / Middle East Leader

Corporate Management Office (CMO)

- The CMO was instituted during late 2008 and serves as the "nerve center" for program excellence and coordination of projects across the enterprise



CMO Purpose

- Define processes / methodologies
- Provide governance / oversight
- Provide tools / infrastructure
- Facilitate communication
- Escalate issues when appropriate
- Audit issues when necessary

CMO Benefits

- Provides the consistent processes, tools and oversight to enable integrated planning and management across the business units to achieve strategic objectives

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Deal Review Process (DRP) Created in 2008

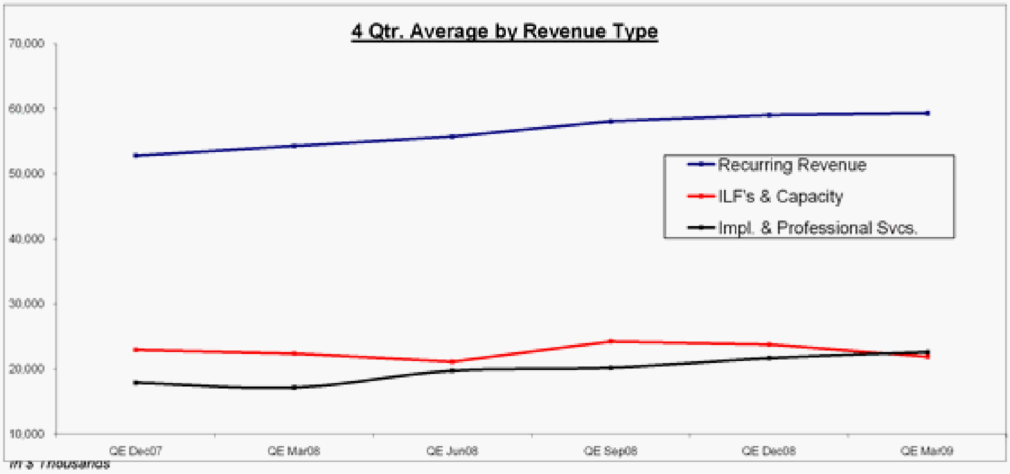
DRP Purpose

- Created to monitor and manage the sales and services teams
- All deals will be run through a formal requirements and delivery estimation process
- Deal Review Committee (DRC) will discuss and approve specific deals meeting pre-set criteria before formal pricing terms are offered to the customer

DRP Benefits

- Estimate of the total cost that ACI will incur to deliver the project to the customer
- Understand the complete economic benefit of executing a customer deal
- Understand ACI's resource capacity needed to implement the deal within the timeframe the customer needs
- Obtain formal internal sign-offs (Sales, Services, Product, CIO, FP&A, Legal, etc.) for proposed deals
- Ensures we have agreement on the functionality we're committing to deliver to the customer
- Institutes process guidelines for the economic analysis of all deals being negotiated with clients

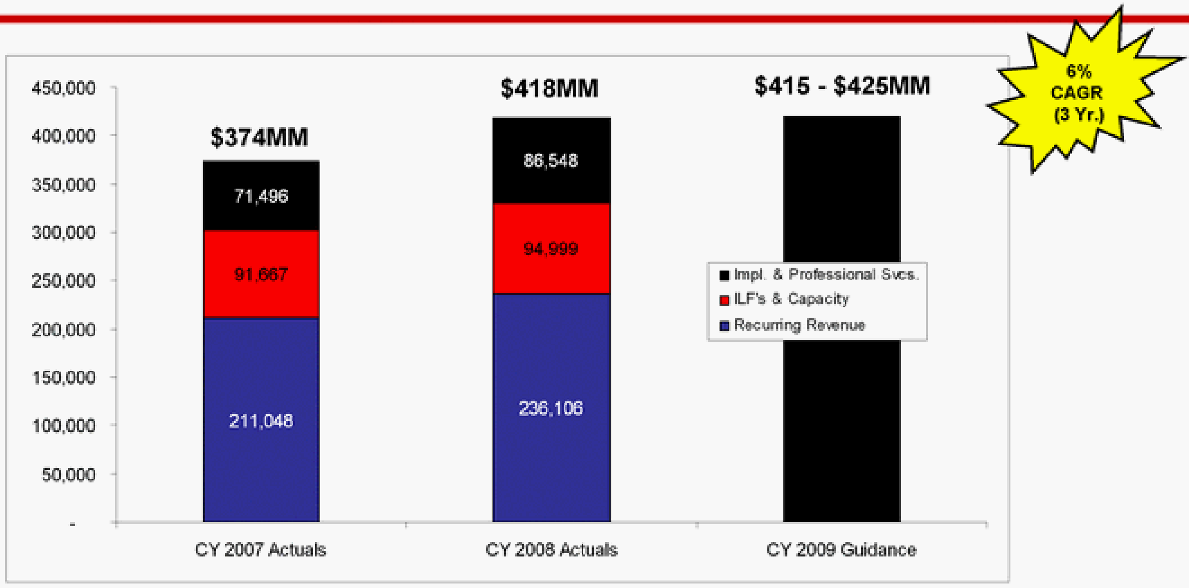
ACIW Quarterly Revenue by Type



Revenue Type	QE Mar07	QE Jun07	QE Sep07	QE Dec07	QE Mar08	QE Jun08	QE Sep08	QE Dec08	QE Mar09
Recurring Revenue	50,295	52,504	53,916	54,333	56,274	58,272	63,390	58,170	57,454
ILF's & Capacity	23,259	25,379	12,754	30,274	20,953	20,421	25,175	28,449	13,465
Impl. & Professional Svcs.	16,394	20,224	18,202	16,675	13,436	30,525	19,996	22,591	17,294
Total Revenue	89,948	98,108	84,872	101,282	90,663	109,218	108,561	109,210	88,213

- 12% Recurring Revenue Growth between '07 & '08
- 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)

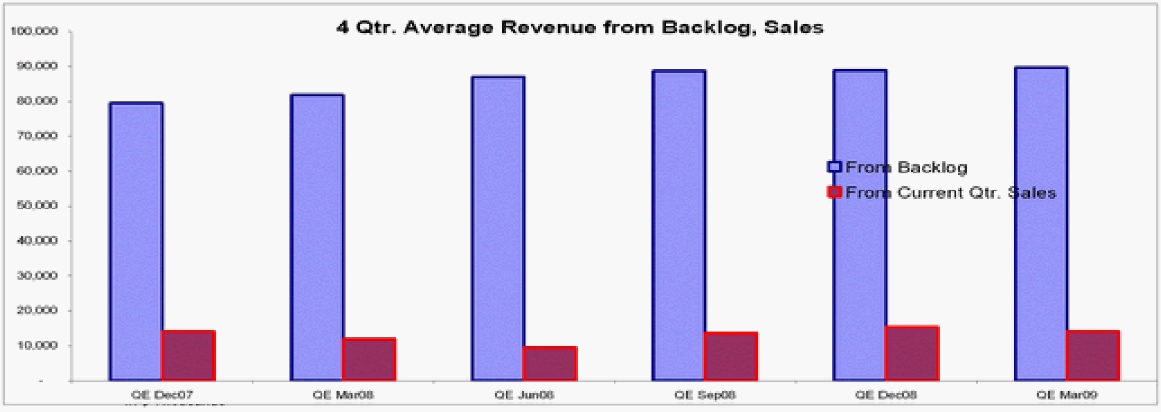
ACIW Annual Revenue by Type



In $ Thousands

- ~ 55% of Total Revenue is Monthly Recurring Revenue
- ~ 45% of Total Revenue is generally split evenly between ILF's & Capacity and Implementation & Professional Services Revenue

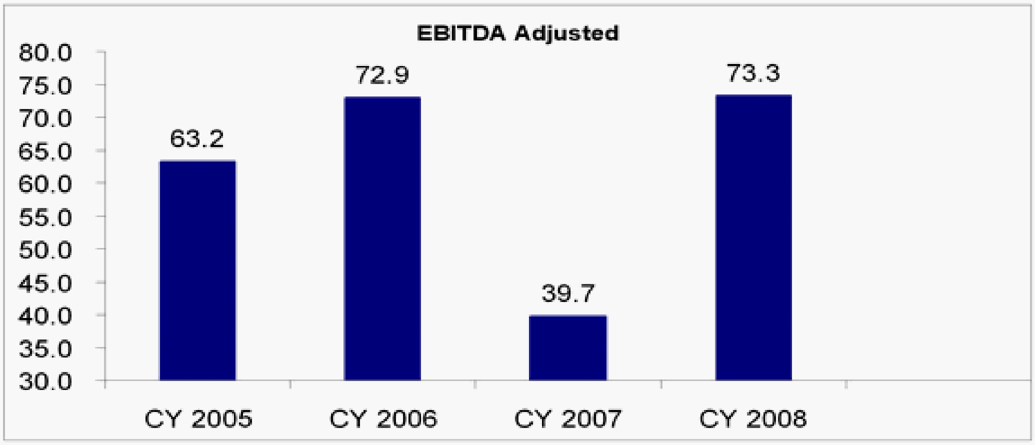
ACIW Quarterly Revenue from Backlog vs. Sales



Total Revenue	QE Mar07	QE Jun07	QE Sep07	QE Dec07	QE Mar08	QE Jun08	QE Sep08	QE Dec08	QE Mar09
From Backlog	71,470	76,743	81,484	88,108	80,883	97,637	88,398	88,838	83,648
From Current Qtr. Sales	18,478	21,366	3,388	13,175	9,780	11,581	20,162	20,372	4,566
Total Revenue	**89,948**	**98,108**	**84,872**	**101,282**	**90,663**	**109,218**	**108,560**	**109,210**	**88,213**
% From Backlog	79%	78%	96%	87%	89%	89%	81%	81%	95%
% from Current Qtr. Sales	21%	22%	4%	13%	11%	11%	19%	19%	5%

- ~ 85% of Total Revenue has been from Backlog
- ~ 15% of Total Revenue has been from Current Quarter Sales

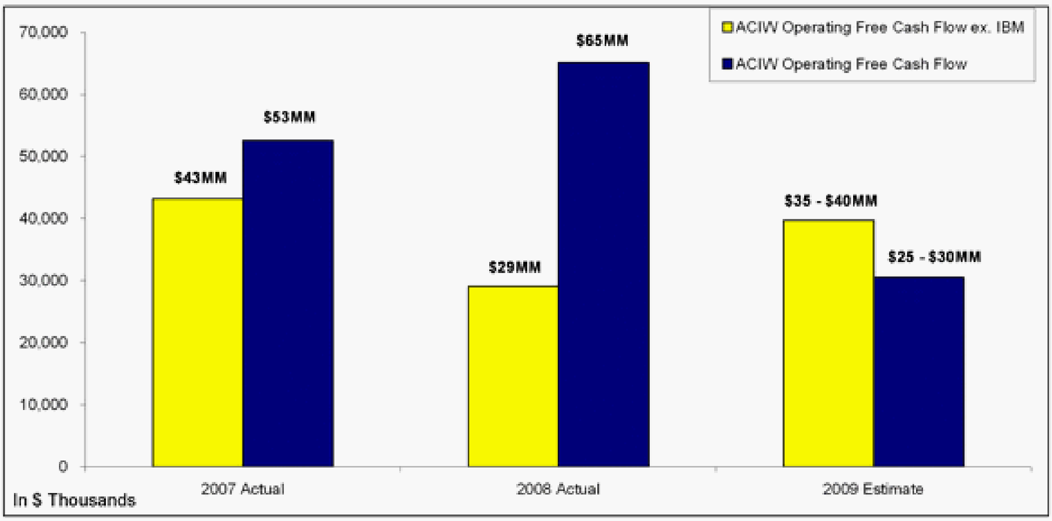
EBITDA (Adjusted) Trending



In $ Millions

	CY 2005	CY 2006	CY 2007	CY 2008
EBITDA	**61.8**	**56.1**	**17.4**	**52.0**
Non-Recurring Items				
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	-	-
Total Non-Recurring Items	**-**	**11.1**	**14.4**	**10.8**
Non-Cash Compensation	**1.4**	**6.7**	**7.9**	**10.5**
EBITDA Adjusted	**63.2**	**72.9**	**39.7**	**73.3**

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)
ACIW Operating Free Cash Flow	**52,530**	**65,139**	**$25 - $30MM**
Add back Alliance Tech. Enablement Exp.	0	6,328	~$14MM
Subtract Proceeds from Alliance Agreement	(9,330)	(42,433)	~($4MM)
ACIW Operating Free Cash Flow ex. IBM	**43,200**	**29,034**	**$35 - $40MM**

Annual Guidance

Key Metrics	2008 Actuals	2009 Guidance
Sales	$460	$450-460
Revenue	418	415-425
GAAP Operating Income	22	35-40

Disciplined Capital Allocation

Objective: Allocate capital to optimize shareholder returns

Organic Business Growth

- Internal Investments
  - Geographic build out
  - Product development
  - Cost effectiveness
- Capital expenditures

Acquisition

- Bolt-on acquisitions and alliances aligned with growth strategy
- Focus on product extensions, fill product gaps, geographic expansion, and customer access

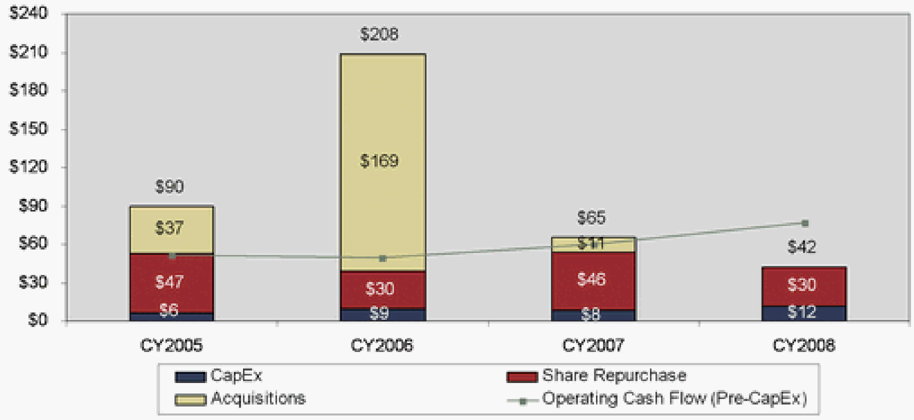
Share Repurchase Program

- $210M total authorization
  - Increased authorization by $100M in Q1 2007
- As of May 31, 2009, $168M (7.0M shares) repurchased since inception of plan
- Most recently, repurchased $15M (1.0M shares) in Q2 2009 at an average price of $14.55
- $42M authorization remaining

Historical Capital Allocation

(dollars in millions)

- **Over the past four years, we have deployed cash and cash flow to fund our capital activities.**
- **We also entered into a $150 million credit facility ($75 million outstanding) to provide more flexibility.**



Capital deployed to support growth strategy and enhance shareholder returns

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Non-GAAP Reconciliation

- This presentation includes non-GAAP information: EBITDA and EBITDA Adjusted. EBITDA is defined as net income (oss) before interest, taxes, depreciation and amortization. EBITDA Adjusted is EBITDA less non-recurring items that are not likely to be indicative of the ongoing operations of our business. EBITDA and EBITDA Adjusted are considered non-GAAP measures as defined by SEC Regulation G. We used EBITDA and EBITDA Adjusted in this presentation for illustrative purposes in comparison with Operating Free Cash Flow which we utilize as a further indicator of operating performance and for planning investing activities. Because EBITDA and EBITDA Adjusted exclude some, but not all, items that affect net income (loss) and the definition of EBITDA may vary among other companies, the EBITDA measure presented may not be calculated and presented in accordance with GAAP.

Reconciliation of EBITDA ($ millions)

	CY 2005	CY 2006	CY 2007	CY 2008
Net income (loss)	$ 45.5	$ 42.8	$ (13.8)	$ 10.6
Plus:				
Interest expense (income), net	(5.8)	(4.2)	2.6	2.4
Taxes	16.3	5.1	7.7	17.0
Depreciation and amortization	5.8	11.4	20.9	22.0
EBITDA	$ 61.8	$ 55.1	$ 17.4	$ 52.0

Non-GAAP Reconciliation

- This presentation also includes operating free cash flow, which is defined as net cash provided (used) by operating activities, excluding cash payments associated with one-time non-recurring items (including employee related activities and early termination of facility leases), less capital expenditures and plus or minus net proceeds from IBM. 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 (used) 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. We also believe that this measure can assist investors in comparing our performance to that of other companies on a consistent basis without regard to certain items, which do not directly affect our ongoing cash flow.

Non-GAAP Reconciliation

- 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.
- This presentation also includes discussion on backlog estimates which are 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.
- The presentation of these non-GAAP financial measures should be considered in addition to our GAAP results and is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP.

Forward-Looking Statements

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 :

- Expectations that market conditions, including the financial crisis, cost pressures on customers, focus on customer compliance, fraud and risk management, and customer M&A activity, will create favorable conditions for the Company and that the Company will be able to successfully take advantage of those conditions;
- Expectations related to the Company's Base24 Classic Sunset strategy and the Company's ability to implement that strategy.
- Expectations related to market opportunities in the Americas, EMEA and Asia-Pacific and the Company's ability to capitalize on those opportunities;
- Expectations related to the implementation of the Company's anticipated cost management measures including, but not limited to, completion of the Company's restructuring, the anticipated investment of $11.5 million in products, services and operational management, the globalization of Help24 customer support and an assessment of back office delivery and functionality.
- Expectations related to the implementation of the Corporate Management Office and the Company's realization of the expected benefits associated with such implementation;
- Expectations related to the implementation of the Deal Review Process and the Company's realization of the expected benefits associated with such implementation;
- Expectations relating to 2009 financial guidance, including sales, revenue, GAAP operating income, operating free cash flow and the anticipated phasing of such results;
- Expectations relating to Q2 sales figures exceeding prior year Q2 sales; and
- Expectations relating to the allocation of capital in order to achieve anticipated optimization of shareholder returns.

Forward-Looking Statements (continued)

- 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 statements. In addition, we disclaim any obligation to update any forward-looking statements 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 Form 10-Q filed on May 8, 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 announced 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 (continued)

- 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, that 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 future profitability's dependence on demand for our products and the possibility that lower demand in the future could adversely affect our business;
- 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;

Forward-Looking Statements (continued)

- 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.