

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ACI WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-0772104
(I.R.S. Employer
Identification Number)

120 Broadway Street, Suite 3350
New York, New York
(Address of principal executive offices)

10271
(Zip Code)

2005 EQUITY AND PERFORMANCE INCENTIVE PLAN
(Full title of the plan)

Dennis P. Byrnes, Esq.
Executive Vice President, General Counsel and Secretary
ACI Worldwide, Inc.
6060 Coventry Drive
Elkhorn, Nebraska 68022
(402) 778-2183
(Name, address, and telephone number, including area code, of agent for service)

With a copy to:

Jeffery R. Schaffart, Esq.
Koley Jessen P.C., L.L.O.
1125 South 103rd Street, Suite 800
Omaha, Nebraska 68124
(402) 390-9500

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value \$.005 per share	2,750,000	\$45.29	\$124,547,500	\$14,273.14

- (1) This Registration Statement covers 2,750,000 additional shares of Common Stock, par value \$.005 per share, of ACI Worldwide, Inc. ("Registrant") available for awards under the Registrant's 2005 Equity and Performance Incentive Plan, as amended (the "2005 Plan").
- (2) Pursuant to Rule 416 under the Securities Act, this Registration Statement also covers an indeterminate number of additional shares that may be offered or issued pursuant to the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act. The fee is calculated on the basis of the average of the high and low sale prices of the Registrant's common stock on July 6, 2012, of \$45.75 and \$44.83, respectively, as reported on The NASDAQ Global Select Stock Market.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement 333-123263 on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the "Commission") on March 11, 2005 and Registration Statement 333-146794 on Form S-8 filed with the Commission on October 18, 2007 are incorporated herein by reference.

Item 8. Exhibits

The following are filed as exhibits to this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on July 30, 2007)
3.2	Amended and Restated Bylaws of Registrant (Incorporated herein by reference to Exhibit 3.02 to the registrant's current report on Form 8-K filed December 18, 2008)
4.1	2005 Equity and Performance Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 19, 2012)
5.1*	Opinion of Koley Jessen, P.C., L.L.O. (as to the validity of the securities being registered)
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Koley Jessen, P.C., L.L.O. (included in Exhibit 5.1)
24*	Power of Attorney (included on the signature page of the Registration Statement)

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elkhorn, State of Nebraska, on July 9, 2012.

ACI WORLDWIDE, INC.

By: /s/ Dennis P. Byrnes

Name: Dennis P. Byrnes

Title: Executive Vice President, General Counsel and Secretary

POWER OF ATTORNEY

We, the undersigned officers and directors of ACI Worldwide, Inc., hereby severally and individually constitute and appoint Dennis P. Byrnes and Theodore F. Rodriguez and each of them, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to this Registration Statement on Form S-8, and all instruments necessary or advisable in connection therewith, and to file the same with the Commission, each of said attorneys and agents to have power to act with or without the other and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents and each of them to any and all such amendments and other instruments.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Philip G. Heasley</u> Philip G. Heasley	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 14, 2012
<u>/s/ Scott W. Behrens</u> Scott W. Behrens	Executive Vice President, Chief Financial Officer and Chief Accounting Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	June 14, 2012
<u>/s/ Harlan F. Seymour</u> Harlan F. Seymour	Chairman of the Board of Directors and Director	June 14, 2012
<u>/s/ John D. Curtis</u> John D. Curtis	Director	June 14, 2012
<u>/s/ James C. McGroddy</u> James C. McGroddy	Director	June 14, 2012
<u>/s/ John M. Shay, Jr.</u> John M. Shay, Jr.	Director	June 14, 2012
<u>/s/ John E. Stokely</u> John E. Stokely	Director	June 14, 2012
<u>/s/ Jan H. Suwinski</u> Jan H. Suwinski	Director	June 14, 2012

EXHIBIT INDEX

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* filed herewith

Opinion of Counsel of Koley Jessen P.C., L.L.O.

July 9, 2012

ACI Worldwide, Inc.
120 Broadway, Suite 3350
New York, NY 10271

Re: Registration Statement on Form S-8 Filed by ACI Worldwide, Inc.

Ladies and Gentlemen:

We have acted as counsel for ACI Worldwide, Inc., a Delaware corporation (the "Company"), in connection with the filing of the above-referenced registration statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") to register under the Securities Act of 1933 (the "Act") 2,750,000 additional shares (the "Shares") of common stock, \$0.005 par value per share, of the Company that may be issued or delivered and sold pursuant to the Company's 2005 Equity and Performance Incentive Plan as amended (the "Plan"). This letter (this "Opinion") is delivered in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5) of Regulation S-K under the Securities Act.

For purposes of this Opinion, we have reviewed such documents and made such other investigation as we have deemed appropriate, including without limitation, the Registration Statement. As to certain matters of fact material to the opinions expressed in this Opinion, we have relied on the representations, warranties and information set forth in the Registration Statement and certificates of public officials and the Company's officers. We have not independently established the facts so relied on.

For purposes of this Opinion, we have (with your permission) assumed that resolutions, approved by the Board of Directors of the Company (the "Board of Directors") or an authorized committee of the Board of Directors, authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the applicable award agreements thereunder will be in full force and effect at all times at which such Shares are issued or delivered and sold by the Company, and the Company will take no action inconsistent with such resolutions.

Based upon the foregoing, and subject to the other paragraphs of this Opinion, we are of the opinion that each Share that is newly issued will be legally issued, fully paid and non-assessable when: (i) the Registration Statement, as it may be amended, shall have become effective under the Securities Act; (ii) such Share shall have been duly issued or delivered and sold in the manner contemplated by the Plan and the related and the applicable award agreements against receipt of the agreed consideration therefor (in an amount not less than the par value thereof).

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, including the applicable provisions of the Constitution of the State of Delaware and the reported judicial decisions interpreting such law, in each case as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement filed by the Company to effect registration of the Shares under the Act. This consent is not be construed as an admission that we are a party whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely,

/s/ Koley Jessen P.C., L.L.O.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 22, 2012, relating to the consolidated financial statements of ACI Worldwide, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of ACI Worldwide, Inc. for the year ended December 31, 2011.

/s/ Deloitte & Touche LLP

Omaha, Nebraska

July 6, 2012