

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 No.)

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.

Senior Vice President, General Counsel and Secretary

ACI Worldwide, Inc.

120 Broadway Street, Suite 3350

New York, New York 10271

(646) 348-6700

(Name, address, telephone number, including area code, of agent for service)

with a copy to:

Robert A. Profusek

Jones Day

222 East 41st Street

New York, New York 10017

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 (3)	Amount of registration fee
Common Stock, par value \$.005 per share	2,000,000	\$23.53(3)	\$47,060,000	\$1,445

- (1) This Registration Statement covers 2,000,000 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 October 16, 2007, of \$23.82 and \$23.24, respectively, as reported on The NASDAQ Global Select Stock Market.

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 are incorporated herein by reference.

Item 8. Exhibits

The following are filed as exhibits to this Registration Statement:

Exhibit No.	Description
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 3.2 of the Registrant's Quarterly Report for the fiscal quarter ended June 30, 2007 filed with the Commission September 25, 2007)
4.1	2005 Equity and Performance Incentive Plan (incorporated herein by reference to Exhibit 10.2 of the Registrant's Quarterly Report for the fiscal quarter ended March 31, 2007 filed with the Commission August 10, 2007)
5.1*	Opinion of Jones Day (as to the validity of the securities being registered)
23.1*	Consent of KPMG LLP
23.2*	Consent of Jones Day (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, 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 New York, State of New York, on October 18, 2007.

ACI WORLDWIDE, INC.

By: /s/ Philip G. Heasley
Philip G. Heasley
President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of ACI Worldwide, Inc., hereby severally and individually constitute and appoint Dennis P. Byrnes, Henry C. Lyons and Scott W. Behrens 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.

Name	Title	Date
<u>/s/ Philip G. Heasley</u> Philip G. Heasley	President, Chief Executive Officer and Director (Principal Executive Officer)	October 18, 2007
<u>/s/ Henry C. Lyons</u> Henry C. Lyons	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	October 18, 2007

<u>/s/ Scott W. Behrens</u> Scott W. Behrens	Vice President, Chief Accounting Officer and Controller <i>(Principal Accounting Officer)</i>	October 18, 2007
<u>/s/ Harlan F. Seymour</u> Harlan F. Seymour	Chairman of the Board and Director	October 18, 2007
<u>/s/ Alfred R. Berkeley, III</u> Alfred R. Berkeley, III	Director	October 18, 2007
<u>/s/ John D. Curtis</u> John D. Curtis	Director	October 18, 2007
<u>/s/ Jan H. Suwinski</u> Jan H. Suwinski	Director	October 18, 2007
<u>/s/ John E. Stokely</u> John E. Stokely	Director	October 18, 2007
<u>/s/ John M. Shay, Jr.</u> John M. Shay, Jr.	Director	October 18, 2007

EXHIBIT INDEX

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Opinion and Consent of Jones Day

October 18, 2007

ACI Worldwide, Inc.
120 Broadway, Suite 3350
New York, New York, 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") 2,000,000 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 (the "Plan").

In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of this opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares have been authorized by all necessary corporate action of the Company and, when issued or delivered and sold pursuant to the Plan and the related authorized forms of stock option, restricted stock or other applicable award agreements thereunder, will be validly issued, fully paid and nonassessable, provided that the consideration for such Shares is at least equal to the stated 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. In addition, we have assumed that the resolutions 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.

In rendering the opinion set forth above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company (the "Board of Directors") or an authorized committee of the Board of Directors.

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. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

Consent of Independent Registered Public Accounting Firm

The Board of Directors
ACI Worldwide, Inc.:

We consent to the use of our reports incorporated herein by reference dated May 10, 2007, with respect to the consolidated balance sheets of ACI Worldwide, Inc. and subsidiaries (the Company) as of September 30, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity and comprehensive income and cash flows for each of the years in the three-year period ended September 30, 2006, management's assessment of the effectiveness of internal control over financial reporting as of September 30, 2006, and the effectiveness of internal control over financial reporting as of September 30, 2006, which reports appear in the Company's Form 10-K for the year ended September 30, 2006.

Our report dated May 10, 2007, contains an explanatory paragraph that states that the consolidated financial statements as of September 30, 2005, and for each of the years in the two-year period ended September 30, 2005, have been restated. In addition, our report refers to a change in method of accounting for stock-based compensation.

Our report dated May 10, 2007, on management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting as of September 30, 2006, expresses our opinion that the Company did not maintain effective internal control over financial reporting as of September 30, 2006 because of the effect of material weaknesses on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states:

- The Company did not have the appropriate level of staffing with the necessary knowledge, experience and training to adequately account for complex and non-recurring transactions, including business combinations.
- The Company did not have the appropriate level of staffing with the necessary knowledge, experience and training for the financial close process.
- The Company did not have a sufficient level of staffing with the necessary knowledge, experience and training to ensure the completeness and existence of revenue recognition.
- The Company did not have the appropriate level of staffing with the necessary knowledge, experience and training in the application of income tax accounting commensurate with the Company's financial reporting requirements. Additionally, the Company did not design adequate internal control procedures related to the transfer of intellectual property between subsidiaries in different tax jurisdictions.

Our report dated May 10, 2007, on management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting as of September 30, 2006, contains an explanatory paragraph that states that the Company acquired the businesses of P&H Solutions, Inc. and Electronic Payment Systems, AG during the year ended September 30, 2006, and management excluded from its assessment of the effectiveness of the Company's internal controls over financial reporting as of September 30, 2006, the P&H Solutions, Inc.'s and the Electronic Payment Systems, AG's internal control over financial reporting associated with total assets of \$213.7 million and total revenues of \$2.9 million included in the consolidated financial statements of the Company and its subsidiaries as of and for the year ended September 30, 2006. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of P&H Solutions, Inc. and Electronic Payment Systems, AG.

Our report dated May 10, 2007, on management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting as of September 30, 2006, contains an emphasis of matter paragraph that states that we do not express an opinion or any other form of assurance on any of management's statements in the third paragraph of Management's Report on Internal Control over Financial Reporting (Item 9A(b)).

/s/ KPMG LLP

Omaha, Nebraska
October 18, 2007
