

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 4 - FINAL AMENDMENT)

TRANSACTION SYSTEMS ARCHITECTS, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

OPTIONS TO PURCHASE CLASS A COMMON STOCK, PAR VALUE \$0.005 PER SHARE,
GRANTED TO ELIGIBLE EMPLOYEES AND ELIGIBLE DIRECTORS UNDER THE
ACI HOLDING, INC. 1994 STOCK OPTION PLAN AND THE
TRANSACTION SYSTEMS ARCHITECTS, INC.
1996 STOCK OPTION PLAN AND 1999 STOCK OPTION PLAN
(Title of Class of Securities)

893416107
(CUSIP Number of Class of Securities)

David P. Stokes
Vice President - Legal and Secretary
Transaction Systems Architects, Inc.
224 South 108th Avenue
Omaha, Nebraska 68154
(402) 334-5101

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of Filing Person)

Copy to:
Albert G. McGrath, Jr.
Baker & McKenzie
2001 Ross Avenue, Suite 2300
Dallas, Texas 75201
(214) 978-3000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO (the "Tender Offer Statement") filed by Transaction Systems Architects, Inc., a Delaware corporation ("TSA"), relating to the offer by TSA to exchange certain outstanding employee and director options to purchase shares of its common stock under the ACI Holding, Inc. 1994 Stock Option Plan and the Transaction Systems Architects, Inc. 1996 Stock Option Plan and 1999 Stock Option Plan for new options to purchase shares of its common stock, upon the terms and subject to the conditions set forth in the Offer to Exchange, dated

August 1, 2001, as supplemented on August 13, 2001, and in the related Acceptance Letter, copies of which were attached as Exhibits (a)(1) and (a)(2), respectively, to the Tender Offer Statement.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Tender Offer Statement is hereby amended and supplemented as follows:

The offer made by TSA pursuant to the Tender Offer Statement expired at 11:59 p.m., Omaha, Nebraska time, Tuesday, August 28, 2001. TSA accepted for exchange and cancellation options to purchase an aggregate of approximately 1,941,050 shares of TSA's common stock, representing 63% of the options subject to the offer. TSA expects to issue new options to purchase 1,941,050 shares of its common stock in exchange for the options accepted for exchange and cancellation as described in the Offer to Exchange.

ITEM 12. EXHIBITS.

Item 12 of the Tender Offer Statement is hereby amended to add a reference to Exhibit (a)(18), which is attached hereto, as follows:

- (a)(18) Form of Letter Sent to Option Holders Following Expiration of Offer Period and Cancellation of Tendered Options.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TRANSACTION SYSTEMS ARCHITECTS, INC.

/s/ Dwight G. Hanson

Dwight G. Hanson,
Chief Financial Officer and Senior
Vice President

DATE: August 31, 2001

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
(a)(18)	Form of Letter Sent to Option Holders Following Expiration of Offer Period and Cancellation of Tendered Options.

Transaction Systems Architects, Inc.
224 South 108th Avenue
Omaha, Nebraska 68154

August 31, 2001

Dear Option Holder:

On behalf of Transaction Systems Architects, Inc. ("TSA"), I am writing to provide you with the results of TSA's recent offer to exchange outstanding options granted under the ACI Holding, Inc. 1994 Stock Option Plan and the Transaction Systems Architects, Inc. 1996 Stock Option Plan and 1999 Stock Option Plan (collectively, the "Option Plans") for new options TSA will grant under the Option Plans. The offer was consummated pursuant to the terms and conditions in TSA's Offer to Exchange, dated August 1, 2001, as supplemented on August 13, 2001, and the related Acceptance Letter.

The offer expired at 11:59 p.m., Omaha, Nebraska time, on August 28, 2001. Promptly following the expiration of the offer and pursuant to the terms and conditions of the offer, TSA accepted for exchange on August 29, 2001 tendered options exercisable for a total of 1,941,050 shares of its Class A common stock, par value \$0.005 per share (the "common stock"), and canceled all such options tendered for exchange.

TSA has accepted for exchange and canceled the options tendered by you exercisable for the number of shares of common stock set forth on Attachment A to this letter. In accordance with the terms and subject to the conditions of the offer, you have the right to receive a new option under the same Option Plan as the tendered options exercisable for the same number of shares of common stock as the tendered options as set forth on Attachment A, as adjusted for any stock splits, stock dividends and similar events that occur prior to the date on which TSA issues such new options. Also in accordance with the terms of the offer, the terms and conditions of the new options will generally be substantially the same as the terms and conditions of the options you tendered for exchange, except that:

- o the per share exercise price of the new options will equal the fair market value of the common stock on the date TSA grants the new options;
- o the new options will have an 18 month, monthly vesting schedule that will begin on the date TSA grants the new options, except that if executive officers tender options under the 1994 Option Plan, their new options will vest 25% annually on each anniversary of that grant date; and
- o the new options will expire ten years from the date TSA grants the new options, except that certain new options granted to residents of the United Kingdom may have an expiration date of seven years from that grant date.

In accordance with the terms and subject to the conditions of the offer, TSA will grant you the new options on or about March 4, 2002. At that time, as described in the Offer to Exchange, you will receive a new option agreement that will be executed by you and TSA.

In accordance with the terms of the offer, and as provided in the Option Plans, you must be an eligible employee or eligible director of TSA or one of its subsidiaries from August 1, 2001 continuously through the date TSA grants the new options to receive your new options. If for any reason you are not an eligible employee or eligible director from August 1, 2001 continuously through the date TSA grants the new options, you will not receive a new option or any other consideration for the options tendered by you and cancelled by TSA. Participation in the offer does not confer upon you the right to remain in the employment or as a director of TSA or any of its subsidiaries.

If you have any questions about your rights in connection with the grant of a new option, please contact Eric Nipp at Transaction Systems Architects, Inc., 224 South 108th Avenue, Omaha, Nebraska 68154, (402) 778-1911, nippe@tsainc.com.

Sincerely,

/s/ Lang G. Fendley

Number of Shares of Common Stock Subject to New Options to be Granted to You on
or About March 4, 2002: