

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

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 3)**

**OFFICIAL PAYMENTS HOLDINGS, INC.**  
(Name of Subject Company)

**ACI WORLDWIDE, INC.  
OLYMPIC ACQUISITION CORP.**  
(Names of Filing Persons—Offeror)

**Common Stock, Par Value \$0.01 Per Share**  
(Title of Class of Securities)

**67623R106**  
(Cusip Number of Class of Securities)

**Dennis P. Byrnes, Esq.**  
**Executive Vice President, Chief Administrative Officer,**  
**General Counsel and Secretary**  
**ACI Worldwide, Inc.**  
**6060 Coventry Drive**  
**Elkhorn, Nebraska 68022**  
**(402) 778-2183**

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

*Copies to:*  
**Robert A. Profusek, Esq.**  
**Jones Day**  
**222 East 41st Street**  
**New York, New York 10017**  
**Telephone: (212) 326-3939**

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$166,831,772.55	\$21,487.93

\* Estimated for purposes of calculating the filing fee only. This amount is based on the offer to purchase at a purchase price of \$8.35 cash per share all shares of common stock of the subject company, which represents (1) 16,738,772 outstanding shares of common stock of the subject company, other than those shares held by Official Payments Holdings, Inc., ACI Worldwide, Inc. and Olympic Acquisition Corp. and their wholly owned subsidiaries, (2) 3,187,081 shares of common stock of the subject company issuable by the subject company upon the exercise of outstanding stock options pursuant to the subject company's stock option plans, and (3) 54,000 shares of common stock issuable upon the full settlement of all outstanding restricted share unit awards. The foregoing share figures have been provided by the subject company to the offerors and are as of September 20, 2013, the most recent practicable date before filing.

\*\* The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for the fiscal year 2014, issued August 30, 2013, by multiplying the transaction valuation by 0.0001288.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$21,487.93

Filing Party:

ACI Worldwide, Inc. and Olympic  
Acquisition Corp.

Form or Registration No.: Schedule TO

Date Filed:

October 4, 2013

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.

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This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission on October 4, 2013, as amended, and is filed by (i) Olympic Acquisition Corp., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of ACI Worldwide, Inc., a Delaware corporation ("ACI"), and (ii) ACI. The Schedule TO relates to the offer by Purchaser and ACI to purchase all outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of Official Payments Holdings, Inc., a Delaware corporation ("OPAY"), at \$8.35 per Share in cash, without interest, on the terms and subject to the conditions set forth in the Offer to Purchase, dated October 4, 2013 (the "Offer to Purchase"), and in the related Letter of Transmittal, copies of which were filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which, together with any amendments or supplements, collectively constitute the "Offer"). The Offer is made pursuant to the Agreement and Plan of Merger, dated September 23, 2013, among ACI, Purchaser and OPAY.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment by reference to all of the applicable items in the Schedule TO, except that such information is amended and supplemented to the extent specifically provided in this Amendment. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

#### **Items 1-11.**

Items 1-11 of the Schedule TO are hereby amended and supplemented as follows:

"The Offer expired at 12:00 midnight, New York City time, on Monday, November 4, 2013. Based on information provided by the Depository, 11,263,992 Shares were validly tendered and not withdrawn in the Offer (excluding Shares that were tendered pursuant to guaranteed delivery procedures), representing a majority (approximately 67.3%) of the outstanding Shares. The aggregate number of Shares validly tendered and not properly withdrawn pursuant to the Offer satisfies the Minimum Condition. All conditions to the Offer having been satisfied, Purchaser has accepted for payment all Shares validly tendered in the Offer in accordance with the terms of the Offer and will promptly pay for such Shares.

As the final step of the acquisition process and in accordance with the Merger Agreement and Section 251(h) of the DGCL, ACI completed the acquisition of OPAY by means of a merger of Purchaser with and into OPAY, with OPAY continuing as the surviving corporation and as a wholly owned subsidiary of ACI. At the effective time of the Merger, 8:42 a.m., New York City time, on November 5, 2013, each Share outstanding (other than Shares owned by OPAY, ACI, Purchaser, or any wholly owned subsidiary of OPAY, ACI or Purchaser, or held by shareholders who properly demand and perfect appraisal rights under Delaware law) was converted into the right to receive \$8.35, in cash, without interest and less any required withholding taxes. Following the Merger, all Shares were delisted and ceased to trade on the NASDAQ.

On November 5, 2013, ACI issued a press release announcing the results and expiration of the Offer. A copy of the press release is attached hereto as Exhibit (a)(5)(I), and the information set forth in the press release is incorporated herein by reference."

#### **Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

<u>Exhibit No.</u>	<u>Description</u>
** (a)(5)(I)	Press Release, dated November 5, 2013.

\*\* Filed herewith.

SIGNATURES

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.

Date: November 5, 2013

ACI WORLDWIDE, INC.

By: /s/ Dennis P. Byrnes

Name: Dennis P. Byrnes

Title: Executive Vice President, Chief Administrative  
Officer, General Counsel and Secretary

OLYMPIC ACQUISITION CORP.

By: /s/ Dennis P. Byrnes

Name: Dennis P. Byrnes

Title: President

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
*(a)(1)(A)	Offer to Purchase dated October 4, 2013.
*(a)(1)(B)	Form of Letter of Transmittal (including Internal Revenue Service Form W-9).
*(a)(1)(C)	Form of Notice of Guaranteed Delivery.
*(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
*(a)(1)(E)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
*(a)(1)(F)	Form of Summary Advertisement published in The New York Times on October 4, 2013.
*(a)(5)(A)	Press Release, dated September 23, 2013 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by ACI Worldwide, Inc. with the Securities and Exchange Commission on September 23, 2013).
*(a)(5)(B)	Investor Presentation Materials, dated September 23, 2013 (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K filed by ACI Worldwide, Inc. with the Securities and Exchange Commission on September 23, 2013).
*(a)(5)(C)	Complaint filed on October 2, 2013 in Court of Chancery of the State of Delaware, captioned Charles Williams v. Official Payments, Inc., et al. (Case No. 8970).
*(a)(5)(D)	Complaint filed on October 14, 2013 in Superior Court of Gwinnett County of the State of Georgia, captioned Joseph L. Giacherio v. Official Payment Holdings, et al. (Case No. 13-A-08794-8).
*(a)(5)(E)	Press Release, dated October 18, 2013
*(a)(5)(F)	Complaint filed on October 25, 2013 in United States District Court for the Northern District of Georgia, captioned Natalie Vesely v. Official Payment Holdings, et al. (Case No. 1:13-mi-99999-UNA).
*(a)(5)(G)	Memorandum of Understanding, dated October 27, 2013.
*(a)(5)(H)	Press Release, dated October 28, 2013
***(a)(5)(I)	Press Release, dated November 5, 2013.
*(d)(1)	Agreement and Plan of Merger, dated September 23, 2013, by and among ACI Worldwide, Inc., Olympic Acquisition Corp. and Official Payments Holdings, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by ACI Worldwide, Inc. with the Securities and Exchange Commission on September 23, 2013).
*(d)(2)	Stockholder Agreement, dated September 23, 2013, by and among ACI Worldwide, Inc., Olympic Acquisition Corp. and Giant Investment, LLC (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by ACI Worldwide, Inc. with the Securities and Exchange Commission on September 23, 2013).

\* Previously filed.

\*\* Filed herewith.



**ACI Worldwide Completes Acquisition of Official Payments**  
*Expands industry presence while providing significant growth opportunity*

**Naples, FLA - November 5, 2013** - ACI Worldwide (NASDAQ: ACIW), a leading international provider of electronic payment systems, announced today it has completed the acquisition of Official Payments Holdings, Inc. (NASDAQ: OPAY), a leading provider of electronic bill payment solutions. Under the terms of the agreement, ACI Worldwide acquired Official Payments in an all-cash transaction for \$8.35 per share.

Norcross, GA-based Official Payments provides bill payment solutions to federal, state and local governments, municipal utilities, higher education institutions and charitable giving organizations. Official Payments currently has more than 3,000 customers representing access to over 100 million end users. The company processes approximately 20 million payments and over \$9 billion in volume annually.

“We are excited to welcome Official Payments into the ACI family. The addition of Official Payments’ talented team and product portfolio further strengthens ACI’s leadership position within the electronic bill payment market,” said Philip Heasley, President and CEO, ACI Worldwide. “We are fully committed to serving Official Payments’ customer base and delivering them the industry’s best support, services and solutions, key tenets of our Universal Payments strategy of providing a complete set of end-to-end payment services.”

**Commitment to customers**

ACI also announced that consistent with its long-standing lifecycle management policy, the company is committed to maintaining multi-year roadmaps and contractual commitments to Official Payments’ customers. Official Payments’ customers will benefit from ACI’s size and scale to support current and future initiatives. ACI invests 18 percent of revenues in R&D, significantly ahead of industry averages. The company also provides a world-class hosting environment, as well as global 24x7x365 support.

**Completion of the tender offer**

ACI Worldwide successfully completed its tender offer for common stock of Official Payments, which expired at 12:00 midnight, New York City time, Monday, November 4, 2013.

Based on information from Computershare Trust Company, N.A., the depositary for the offer, as of the expiration of the offer, 11,263,992 shares (excluding 332,228 shares that were tendered pursuant to guaranteed delivery procedures) were validly tendered and not withdrawn in the offer. These shares represent 67.3 percent of Official Payments’ issued and outstanding shares. Shares not purchased in the offer will be converted into \$8.35 per share pursuant to a merger being completed today in accordance with the previously announced merger agreement (except for shares, if any, held by shareholders who exercise appraisal rights under Delaware law). Following the merger, the Official Payments shares will be delisted and will cease to trade on the NASDAQ.

## About ACI Worldwide

ACI Worldwide powers electronic payments and banking for more than 2,600 financial institutions, retailers, billers and processors around the world. ACI software enables \$13 trillion in payments each day, processing transactions for more than 250 of the leading global retailers, and 18 of the world's 20 largest banks. Through our comprehensive suite of software products and hosted services, we deliver a broad range of solutions for payments processing; card and merchant management; online banking; mobile, branch and voice banking; fraud detection; trade finance; and electronic bill presentment and payment. To learn more about ACI, please visit [www.aciworldwide.com](http://www.aciworldwide.com). You can also find us on Twitter @ACI\_Worldwide.

## Forward-Looking Statements

This press release contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including statements about the planned completion of the tender offer and the merger. No forward-looking statement can be guaranteed and actual results may differ materially from those that ACI and Official Payments project. Numerous risks, uncertainties and other factors may cause actual results to differ materially from those expressed in any forward-looking statement, many of which are outside of the control of management. These factors include, but are not limited to: (1) negative effects on ACI's business or OPAY's business resulting from the pendency of the transaction; (2) that ACI may not achieve the synergies and other expected benefits within the expected time or in the amounts it anticipates; (3) that ACI may not be able to promptly and effectively integrate the merged businesses; and (4) other factors described in ACI's and Official Payments' filings with the SEC, including their respective reports on Forms 10-K, 10-Q and 8-K. Except to the extent required by applicable law, neither ACI nor Official Payments undertakes any obligation to revise or update any forward-looking statements, or to make any other forward-looking statements, whether as a result of new information, future results or otherwise.

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Product roadmaps are for informational purposes only and may not be incorporated into a contract or agreement. The development release and timing of future product releases remains at ACI's sole discretion. ACI is providing the following information in accordance with ACI's standard product communication policies. Any resulting features, functionality, and enhancements or timing of release of such features, functionality and enhancements are at the sole discretion of ACI and may be modified without notice. All product roadmap or other similar information does not represent a commitment to deliver any material, code or functionality, and should not be relied upon in making a purchasing decision.

For more information contact:

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