
**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): May 10, 2012 (May 9, 2012)

ACI WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-25346
(Commission
File Number)

47-0772104
(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - 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 May 10, 2012, ACI Worldwide, Inc. posted investor relations materials on its website (www.aciworldwide.com) to be used in connection with investor meetings that management expects to have from time to time. 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 exhibits hereto) is being furnished under “Item 7.01- Regulation FD Disclosure.” Such information (including the exhibits hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, 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 Investor Presentation Materials dated Spring 2012

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, Executive Vice President, Chief Financial Officer, and Chief Accounting Officer

Date: May 10, 2012

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation Materials dated Spring 2012



ACI Worldwide Investor Conferences
Spring 2012

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.



Business overview

 trusted globally

3500 employees

Rev CY2012 G = \$701M

Adj EBITDA CY 2012G = \$168M

60 month backlog as of Dec 2011 = \$2.3B



~ 1,700 customers in over 80 countries rely on ACI solutions

ACI Product Family as % of Revenue

- | Fraud Management |
|--|
| <ul style="list-style-type: none"> • Payments transaction fraud • Enterprise financial crimes • Case management |
| Wholesale Payments |
| <ul style="list-style-type: none"> • Wholesale payments engines • Transaction banking • Trade finance • Serves FIs globally |
| Tools |
| <ul style="list-style-type: none"> • Analytics • Payments Infrastructure • Testing tools |
| Merchant Retail Payments |
| <ul style="list-style-type: none"> • U.S. and int'l merchant retail payments engines • In-store integration • PCI compliance • Loyalty / stored value • Serves Retailers of all sizes |



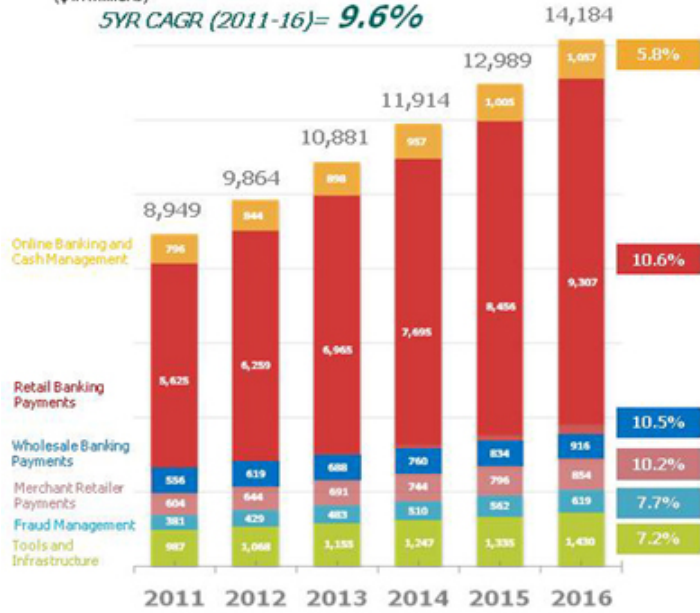
- Rich set of Product Capabilities
- Strong focus on Product Development (R&D ~20% of revenue)

- | Retail Payments |
|---|
| <ul style="list-style-type: none"> • Retail payments engines • Card and account management • Authentication, authorization, acquiring, clearing and settlement • Single message format • Mobile payments • Sold to FIs and processors of all sizes globally |
| Online Banking |
| <ul style="list-style-type: none"> • U.S. and int'l corporate online banking and cash management • U.S. and Int'l branch systems • Trade finance • Mobile banking • In-house or hosted solution • Sold to Large FIs |
| Community Banking |
| <ul style="list-style-type: none"> • U.S. business and consumer online banking • U.S. branch system • Mobile banking • Hosted solutions • Sold to community FIs and credit unions |

Our Customers Are Top Global Banks, Processors and Retailers

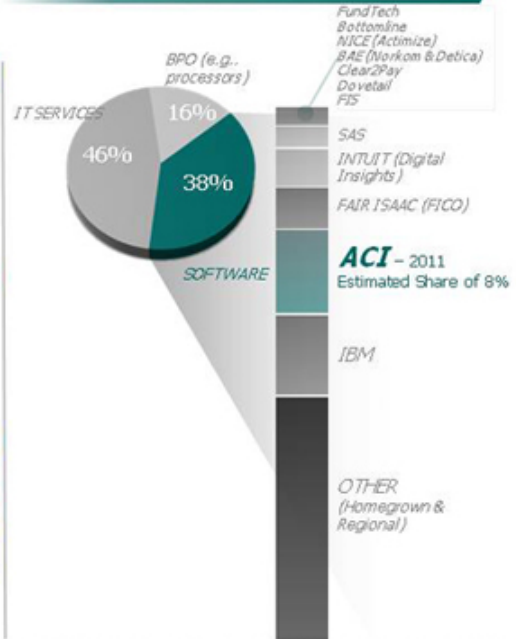


SERVICEABLE SOFTWARE
 INDUSTRY SPEND IN 2016 = \$14.2B
 (\$ in millions)
 5YR CAGR (2011-16) = **9.6%**



Source: IDC Financial Insights 2011, ACI Internal Analysis

2011 ESTIMATED SHARE



Source: IDC Financial Insights, June 2011; Company reports and ACI analysis
 Note: ACI market share pro forma for S1 acquisition

Continued Shift to Electronic Payments

- Global retail and wholesale transaction volumes are expected to grow at a 9-10% CAGR through 2020

Customer Focus on Improved Efficiency and Risk Management

- E-payments vendors are increasingly investing in robust, scalable architecture with enhanced straight-through processing capabilities to reduce errors and prevent fraud

Replacement of Legacy Systems

- Many large financial institutions process electronic payments on legacy software and systems developed by internal IT departments
- Financial institutions will upgrade or replace their existing systems with the robust, scalable solutions third-party vendors provide as industry IT investment recovers

Regulatory Requirements

- Dodd-Frank bill, Basel II and SEPA
- Requirements to upgrade existing systems to manage enterprise risk and reduce cross-border payments costs

Financial Industry Consolidation

- Large financial institutions desire to simplify their vendor relationships
- Vendors with a complete set of solutions across the enterprise are poised to capitalize on their existing relationships for cross-selling opportunities

- **Closed the acquisition of S1 Corporation in February 2012**
- **Combination creates an industry leader in financial and payments software serving financial institutions ("FI"), processors and merchant retailers worldwide**
- **Summary pro forma financials are compelling**
 - Approximately \$701 million in combined 2012E Revenue (1)
 - Approximately \$168 million in combined 2012E Adj. EBITDA, including cost synergies (1)
 - Annual cost synergies of \$33 million
- **Complementary products and customers expand breadth and features/functions**
- **Enhanced global product capabilities to expand growth opportunities**
- **Greater scale and cost synergies to drive margin expansion and earnings accretion**

Note: (1) 2012E pro forma combined ACI + S1 financial results are before one-time transaction expenses.



Financial overview

 trusted globally

(\$ in Millions)

- New Account / New Product Sales – revenue generally split evenly among license, maintenance and service
- Term Extensions – 50% license, 50% maintenance
- 99% of our organic contracts are fixed term, 5 years
- 95% of our contracts are Transaction Based (TBP)
- Average initial license fee (ILF) is 25% to 35% of total license fee value
- 40% to 50% of annual sales are derived from up-selling existing customers (incremental capacity, services and add-on modules)

Sales / Bookings



Historical 60-Month Backlog

(as of December 31st)

- Continued growth in backlog yields increased forward revenue visibility
- Higher margin recurring revenues (maintenance, license and hosting fees) comprise majority of 60-month backlog
- Lower margin implementation services more significant in first 12 months
- Renewal rates across all products > 96% with near zero attrition on BASE24 product line



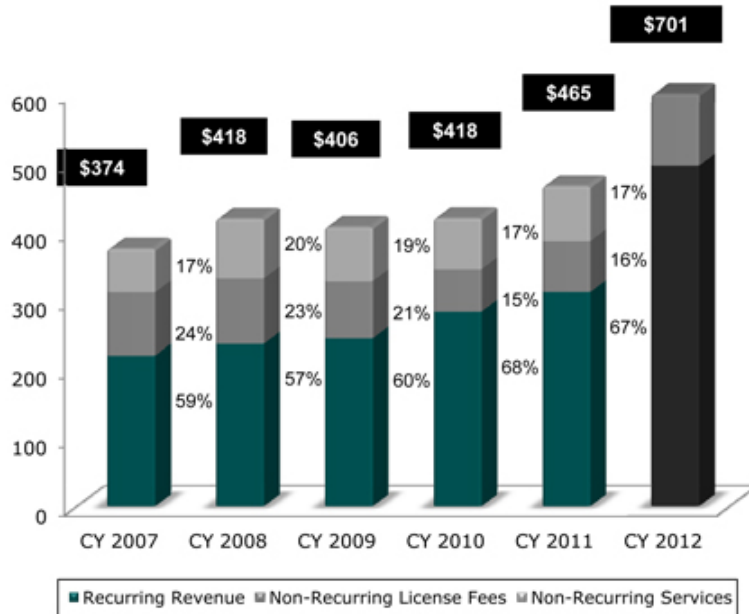
Revenue						
Revenue (\$M)	Yr Ended Dec 07	Yr Ended Dec 08	Yr Ended Dec 09	Yr Ended Dec 10	Yr Ended Dec 11	2012G
Revenue from Backlog	293	336	325	355	381	567
Revenue from Backlog	78.0%	80.0%	80.0%	85.0%	82.0%	80.9%
Revenue from Sales	81	82	81	63	84	134
Revenue from Sales	22.0%	20.0%	20.0%	15.0%	18.0%	19.1%
Total Revenue	374	418	406	418	465	701

- Backlog from monthly recurring revenues and project go-lives continues to drive annual GAAP revenue, leading to more predictable performance and less reliance on current period sales bookings to meet revenue targets

Calendar Year Revenue Mix



(\$ in Millions)

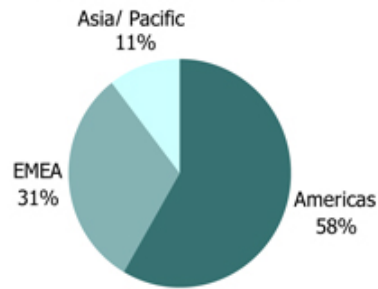


- Improved monthly recurring from 59% to 67% of annual revenue
- Non-recurring license fees include annual license fees representing approximately 5% of total revenue resulting in annual recurring revenue in excess of 70%
- Beginning contracted backlog represents approximately 81% of forward revenue guidance

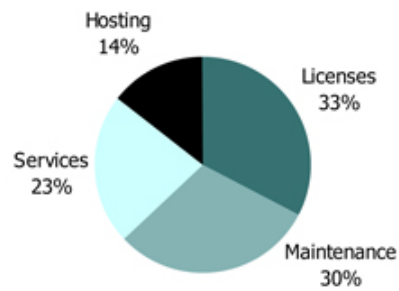
Note: Amounts represent reported FX rates and are not reflective of FX movements between reporting periods

- Diversified global company with customers spanning ~ 80 countries
- Approximately 75-80% of business denominated in U.S. dollars in spite of geographic scope
- EMEA is comprised of ~30% UK-derived revenue, 20% Middle East/Africa and 50% Europe (inclusive of 32 countries)
- Higher margin recurring revenues (maintenance, license and hosting fees) comprise nearly 80% of revenue
- Lower margin implementation services represent approximately 20% of revenue

Revenue by Region



Revenue by Type



(\$ in Millions)

Operating Income



Adjusted EBITDA



- 2011 and 2012 Operating Income and Adjusted EBITDA exclude one-time expenses related to the acquisition of S1 Corporation but include impact of the \$20 million deferred revenue haircut
- Stated target margins of >20% operating margin and >30% Adjusted EBITDA over planning horizon

(\$ in Millions)

	Standalone ACI	Combined Guidance before One-Time Trans. Exps.
Revenue	\$ 495	\$ 696 - \$ 706
Adjusted EBITDA	\$ 127	\$ 165 - \$ 170
Margin %	26%	24% 24%
Operating Income	\$ 87	\$ 99 - \$ 104
Margin %	17%	14% 15%

- ACI 2012E represents midpoint of organic Guidance
- Combined Guidance before one-time transaction expenses:
 - Represents 10½ months of financial results of S1
 - State Farm custom project completed in 2011 (revenue of ~\$17 million in 2011)
 - Includes annual cost synergies of \$25 million to be realized in 2012
 - Includes estimates for non-cash purchase accounting adjustments (assumes deferred revenue haircut of \$20M)
- Before purchase accounting, combined adjusted EBITDA margin in-line with ACI organic margins
- Fully diluted shares outstanding of approximately 40 million at close

ACI includes 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.

ACI also includes Adjusted EBITDA, which is defined as net income (loss) plus income tax expense, net interest income (expense), net other income (expense), depreciation and amortization and non-cash compensation. Adjusted EBITDA is considered a non-GAAP financial measure as defined by SEC Regulation G. Adjusted EBITDA should be considered in addition to, rather than as a substitute for, operating income (loss).

Adjusted EBITDA (millions)	Calendar Year Ended December 31,				
	2011	2010	2009	2008	2007
Net income (loss)	\$52.6	\$27.2	\$19.6	\$10.6	(\$13.8)
Plus:					
Income tax expense	18.5	21.5	13.5	17.0	7.7
Net interest expense	1.1	1.3	1.8	2.4	2.6
Net other expense (income)	0.8	3.6	6.6	(8.2)	3.8
Depreciation expense	7.5	6.7	6.3	6.5	6.0
Amortization expense	20.8	19.7	17.4	15.5	14.8
Non-cash compensation expense	11.3	7.8	7.6	7.9	5.8
Adjusted EBITDA	\$112.6	\$87.8	\$72.8	\$51.7	\$26.9

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," "intends," 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 and assumptions regarding the recent acquisition of S1 relating to (i) creating a worldwide industry leader in financial and payments software serving FIs, processors and merchant retailers, (ii) creating compelling pro forma financials, (iii) complementary products and customers expand breadth and features/ functions, (iv) enhanced global product capabilities to expand growth opportunities and (v) greater scale and cost synergies to drive margin expansion and earnings accretion;
- Expectations related to 2012 customer trends including expectations and assumptions regarding (i) growth in global retail and wholesale transaction volumes, (ii) investment in robust, scalable architecture with enhanced straight-through processing capabilities to reduce errors and prevent fraud, (iii) replacement of existing systems with robust, scalable third-party vendors, (iv) upgrade existing systems to manage risk and reduce cross-border payments costs, (v) simplification of vendor relationships and (vi) vendors poised to capitalize on existing customer relationships leading to cross-selling opportunities;
- The company's 12-month and 60-month backlog estimates and assumptions, including our belief that backlog from monthly recurring revenues and project go-lives will continue to drive current quarter GAAP revenue and lead to predictable performance; and
- Expectations and assumptions regarding (i) ACI/S1 combined 2012 financial guidance related to revenue, operating income and adjusted EBITDA and (ii) expectations and assumptions regarding other factors impacting our 2012 financial guidance.

All of the foregoing forward-looking statements are expressly qualified by the risk factors discussed in our filings with the Securities and Exchange Commission. Such factors include but are not limited to, risks related to the global financial crisis and the continuing decline in the global economy; volatility and disruption of the capital and credit markets and adverse changes in the global economy; consolidations and failures in the financial services industry; increased competition; restrictions and other financial covenants in our credit facility; the restatement of our financial statements; the accuracy of management's backlog estimates; impairment of our goodwill or intangible assets; exposure to unknown tax liabilities; risks from operating internationally; our offshore software development activities; customer reluctance to switch to a new vendor; the performance of our strategic product, BASE24-eps; our strategy to migrate customers to our next generation products; ratable or deferred recognition of certain revenue associated with customer migrations and the maturity of certain of our products; demand for our products; failure to obtain renewals of customer contracts or to obtain such renewals on favorable terms; delay or cancellation of customer projects or inaccurate project completion estimates; business interruptions or failure of our information technology and communication systems; our alliance with International Business Machines Corporation ("IBM"); the complexity of our products and services and the risk that they may contain hidden defects or be subjected to security breaches or viruses; compliance of our products with applicable legislation, governmental regulations and industry standards; our compliance with privacy regulations; the protection of our intellectual property in intellectual property litigation; future acquisitions, strategic partnerships and investments and litigation; the risk that expected synergies, operational efficiencies and cost savings from our recent acquisition of S1 Corporation ("S1") may not be fully realized or realized within the expected timeframe; the cyclical nature of our revenue and earnings and the accuracy of forecasts due to the concentration of revenue generating activity during the final weeks of each quarter; and volatility in our stock price. 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 most recently filed Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K.

ACI's software underpins electronic payments throughout retail and wholesale banking, and commerce all the time, without fail.

 **trusted globally**

www.aciworldwide.com