

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
 Washington, DC 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.)

**3520 Kraft Rd., Suite 300, Naples, Florida 34105**  
 (Address of Principal Executive Offices Including Zip Code)

**ACI Worldwide, Inc. 2020 Equity and Incentive Compensation Plan**  
 (Full Title of the Plan)

**Dennis P. Byrnes**  
 Executive Vice President, General Counsel  
 ACI Worldwide, Inc.  
 3520 Kraft Rd., Suite 300  
 Naples, Florida 34105  
 (239) 403-4660

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

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

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  Smaller reporting company   
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**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 \$0.005 per share	6,661,484	\$27.79	\$185,122,640.36	\$24,028.92

- (1) Represents the number of shares of common stock, par value \$0.005 per share ("Common Stock"), of ACI Worldwide, Inc. (the "Registrant"), deliverable pursuant to the ACI Worldwide, Inc. 2020 Equity and Incentive Compensation Plan (the "Plan") being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of Common Stock that become issuable in respect of the shares identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the NASDAQ Global Select Market on June 4, 2020, within five business days prior to filing.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the “*Commission*”). The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2019 (Commission File No. 000-25346), filed February 27, 2020;
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2020 (Commission File No. 000-25346), filed May 7, 2020;
- (c) The Registrant’s Current Reports on [Form 8-K](#) (Commission File No. 001-1091) filed February 20, 2020; and
- (d) The description of the Registrant’s Class A Common Stock (reclassified as “Common Stock”) set forth under the caption “Description of Capital Stock—Common Stock” in the Registrant’s Registration Statement on Form S-4 (Commission File No. 333-56309) filed with the Commission on June 8, 1998.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware (the “*DGCL*”) permits indemnification by a corporation of certain officers, directors, employees and agents. Consistent therewith, Article X of the Amended and Restated Certificate of Incorporation of the Registrant provides that the Registrant shall, to the fullest extent permitted or required by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Registrant to provide broader indemnification rights than such law permitted the Registrant to provide prior to such amendment), indemnify a director or officer of the Registrant or a person who is or was serving at the request of the Registrant as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, who was or is made (or threatened to be made) a party to or is otherwise involved in a civil, criminal, administrative or investigative action suit or proceeding (an “indemnified person”). Article X also provides that expenses incurred by an indemnified person will be paid in advance by the Registrant; provided, however, that, if the DCGL requires, an advancement of expenses incurred by an indemnified person in his or her

capacity as a director or officer will be made only if the Registrant receives an undertaking by or on behalf of the indemnified person to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnified person is not entitled to be indemnified for such expenses. The Amended and Restated Certificate of Incorporation also authorizes the Registrant to maintain officer and director liability insurance, and such a policy is currently in effect.

The Registrant has entered into Indemnification Agreements with each of its executive officers and certain other employees. Under the Indemnification Agreements, the Registrant agrees to indemnify the employee to the fullest extent permitted by law if the employee was, is or becomes a party to or witness or other participant in any threatened, pending or completed action, suit, proceeding or alternative dispute resolution mechanism, or any hearing, inquiry or investigation by reason of (or arising in part out of) any event or occurrence related to the fact that the employee is or was a director, officer, employee, agent or fiduciary of the Registrant, or any subsidiary of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee, agent or fiduciary of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action or inaction on the part of the employee while serving in such capacity. The Registrant also agrees, to the extent the Registrant maintains liability insurance applicable to directors, officers, employees, agents or fiduciaries, the employee will be covered by such policies as to provide the employee the same rights and benefits as are accorded to the most favorably similarly situated insured.

The above discussion of the DGCL and the Registrant's Amended and Restated Certificate of Incorporation is not intended to be exhaustive and is qualified in its entirety by such statute and the Amended and Restated Certificate of Incorporation.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#">ACI Worldwide, Inc. Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (Commission File No. 000-25346) filed on August 17, 2017)</a>
4.2	<a href="#">ACI Worldwide, Inc. Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (Commission File No. 000-25346) filed on February 27, 2017)</a>
4.4	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.01 to the Registrant's Registration Statement No. 33-88292 on Form S-1)(P)
5.1	<a href="#">Opinion of Jones Day</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm – Deloitte &amp; Touche LLP</a>
23.2	<a href="#">Consent of Jones Day (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (included on the signature page of this Registration Statement)</a>
99.1	<a href="#">ACI Worldwide, Inc. 2020 Equity and Incentive Compensation Plan (incorporated herein by reference to Appendix A to the Registrant's definitive proxy statement on Schedule 14A (Commission File No. 000-25346), filed on April 24, 2020)</a>

(P) Paper exhibits

**Item 9. Undertakings.**

- (a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**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 Naples, state of Florida, on this 9th day of June, 2020.

**ACI WORLDWIDE, INC.**

By: /s/ Dennis P. Byrnes

Name: Dennis P. Byrnes

Title: Executive Vice President, General Counsel

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Craig A. Maki and Dennis P. Byrnes, and each of them, as their true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, 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/ Odilon Almeida</u> Odilon Almeida	President, Chief Executive Officer and Director (Principal Executive Officer)	June 9, 2020
<u>/s/ Scott W. Behrens</u> Scott W. Behrens	Executive Vice President, Chief Financial Officer, and Chief Accounting Officer (Principal Financial Officer)	June 9, 2020
<u>/s/ David A. Poe</u> David A. Poe	Chairman of the Board	June 9, 2020
<u>/s/ Janet O. Estep</u> Janet O. Estep	Director	June 9, 2020
<u>/s/ James C. Hale</u> James C. Hale	Director	June 9, 2020
<u>/s/ Pamela S. Patsley</u> Pamela S. Patsley	Director	June 9, 2020
<u>/s/ Charles E. Peters, Jr.</u> Charles E. Peters, Jr.	Director	June 9, 2020
<u>/s/ Adalio T. Sanchez</u> Adalio T. Sanchez	Director	June 9, 2020
<u>/s/ Thomas W. Warsop III</u> Thomas W. Warsop III	Director	June 9, 2020

## JONES DAY

250 VESEY STREET • NEW YORK, NEW YORK 10281.1047  
TELEPHONE: +1.212.326.3939 • FACSIMILE: +1.212.755.7306

June 9, 2020

ACI Worldwide, Inc.  
3520 Kraft Rd. Suite 300  
Naples, Florida 34105

**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 ACI Worldwide, Inc. 2020 Equity and Incentive Compensation 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 such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the aggregate of 6,661,484 shares (the “Shares”) of the Company’s common stock, par value \$0.005 per share, that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock, restricted stock units, performance shares or performance units, other stock-based awards under the Plan or other applicable award agreements thereunder (the “Award Agreements”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the 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, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. 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 Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

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June 9, 2020

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We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (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 Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day



**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 27, 2020, relating to the 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 the Company for the year ended December 31, 2019.

*/s/ DELOITTE & TOUCHE LLP*

Omaha, Nebraska  
June 9, 2020