

As filed with the Securities and Exchange Commission on April 27, 1998  
 Registration No. 333-  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM S-4  
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TRANSACTION SYSTEMS ARCHITECTS, INC.  
 (Exact name of registrant as specified in its charter)

Delaware  
 (State or other jurisdiction of incorporation or organization)

7372  
 (Primary Standard Industrial Classification Code Number)

47-0772104  
 (I.R.S. Employer Identification No.)

224 South 108th Avenue  
 Omaha, Nebraska 68154  
 (402) 334-5101  
 (Address, including ZIP Code, and telephone number, including area code, of  
 registrant's principal executive offices)

William E. Fisher, President  
 Transaction Systems Architects, Inc.  
 224 South 108th Avenue  
 Omaha, Nebraska 68154  
 (402) 334-5101  
 (Name, address, including ZIP Code, and telephone number, including area code,  
 of agent for service)

It is requested that copies of communications be sent to:

Neal A. Klegerman  
 Baker & McKenzie  
 One Prudential Plaza  
 Chicago, Illinois 60601

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-24279

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

Calculation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Class A Common Stock, par value \$.005 per share	224,264 shares	\$38.875	\$8,718,263	\$2.575

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) promulgated under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the Class A Common Stock on April 20, 1998, as reported on The Nasdaq National Market.



This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-4 (File No. 333-24279), previously filed by the Registrant and declared effective by the Commission on April 10, 1997, are incorporated herein by reference.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska, on April 27, 1998.

TRANSACTION SYSTEMS ARCHITECTS, INC.

By: /s/ Gregory J. Duman  
 -----  
 Gregory J. Duman  
 Chief Financial Officer

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 dates indicated.

Name -----	Title -----	Date -----
* ----- William E. Fisher	Director and President (Principal Executive Officer)	April 27, 1998
/s/ Gregory J. Duman ----- Gregory J. Duman	Chief Financial Officer (Principal Financial Officer)	April 27, 1998
* ----- Dwight G. Hanson	Vice President (Principal Accounting Officer)	April 27, 1998
* ----- David C. Russell	Director	April 27, 1998
* ----- Jim D. Kever	Director	April 27, 1998
* ----- Promod Haque	Director	April 27, 1998
* ----- Charles E. Noell, III	Director	April 27, 1998
* ----- Larry G. Fendley	Director	April 27, 1998
/s/ Gregory J. Duman ----- *Gregory J. Duman as Attorney-In-Fact Pursuant to Power of Attorney Granted in Registration Statement No. 333-24279		April 27, 1998

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EXHIBIT INDEX

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Exhibit  
Number

Description

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5.01	Opinion of Baker & McKenzie
23.01	Consent of Independent Public Accountants
23.02	Consent of Baker & McKenzie (included in opinion filed as Exhibit 5.01)
24.01	Power of Attorney (contained in Signature Page to Registration Statement on Form S-4 (File No. 333-24279) and incorporated herein by reference)



BAKER & MCKENZIE  
Attorneys at Law

One Prudential Plaza  
130 East Randolph Drive  
Chicago, Illinois 60601

April 27, 1998

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

Re: Transaction Systems Architects, Inc. (the "Company")

Gentlemen:

We have acted as your counsel in connection with the registration, on a Registration Statement on Form S-4 (the "Registration Statement") under Rule 462(b) of the Securities Act of 1933, as amended, of an additional 224,264 shares of the Company's Class A Common Stock, \$.005 par value per share (the "Stock"), to be issued by the Company in connection with an acquisition by the Company. We have reviewed the Registration Statement, the charter and by-laws of the Company, corporate proceedings of the Board of Directors relating to the issuance of the shares of Stock, and such other documents, corporate records and questions of law as we have deemed necessary to the rendering of the opinions expressed below.

Based upon the foregoing, we are of the opinion that the 224,264 shares of Stock to be issued by the Company as described in the Registration Statement are duly authorized and, when issued and paid for in the manner contemplated in the Registration Statement, will be legally issued, fully paid and non-assessable shares of Class A Common Stock of the Company.

We hereby consent to the reference to our firm under the caption "Legal Matters" in the prospectus incorporated by reference in the Registration Statement and to the filing of this opinion as an exhibit thereto.

Very truly yours,

BAKER & MCKENZIE

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Form S-4 Registration Statement of our reports dated October 30, 1997, included in Transaction Systems Architects, Inc.'s Annual Report on Form 10-K for the fiscal year ended September 30, 1997, and to all references to our firm included in this Registration Statement.

ARTHUR ANDERSEN LLP

Omaha, Nebraska,  
April 27, 1998