
**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): December 4, 2013 (December 4, 2013)

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.)

3520 Kraft Rd, Suite 300
Naples, FL 34105
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (239) 403-4600

(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 December 4, 2013, ACI Worldwide, Inc. posted investor relations materials on its website (www.aciworldwide.com) to be used in connection with an investor conference. 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 December 4, 2013.

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: December 4, 2013

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor presentation materials dated December 4, 2013

A logo consisting of four slanted rectangular bars in a row, colored from top to bottom: orange, red, blue, and green.

ACI Worldwide Investor Conferences

December, 2013

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.

Founded in 1975, ACI is a leading provider of electronic payments and transaction banking software solutions for financial institutions, retailers, processors and billers worldwide

- **High quality products and services drive strong renewal rates on a large installed user base of over 5,000 customers**
- **Long-term, blue-chip, geographically diverse customer base with low customer concentration**
- **Subscription-based model drives recurring revenue and provides stability and predictability to our operations**
- **Large contractual backlog provides earnings visibility and allows our management to optimally manage the size and infrastructure of the business**
- **Leading payments transformation with Universal Payments (UP)**
- **Management team has an established track record of operational excellence and significant industry experience**

2013
Pro Forma Revenue
\$1035 Million

2013
Pro Forma Adjusted EBITDA
\$291 Million

9/30/2013
60-Month Backlog
\$3.1 Billion

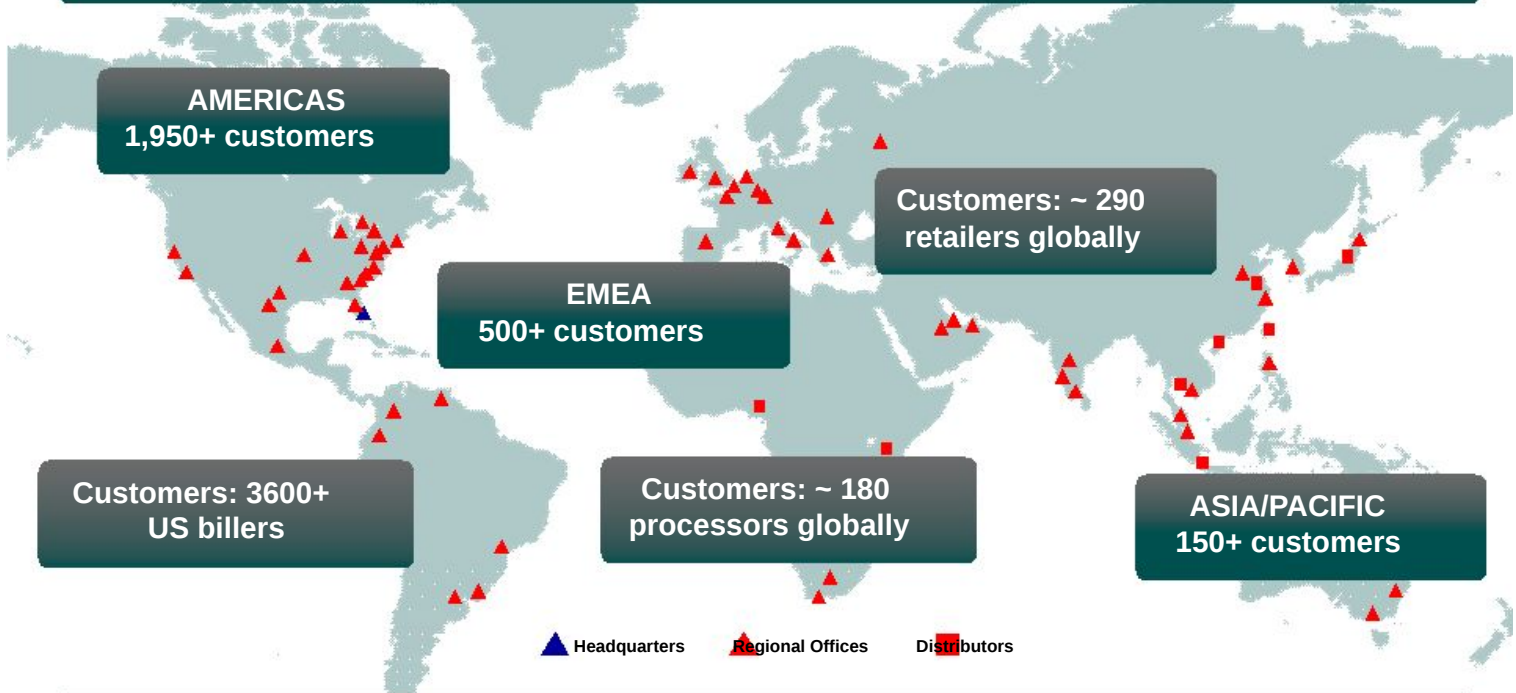
Note: Pro Forma Revenue is presented on a Non-GAAP basis that adds back the Deferred Revenue Fair Value Adjustment. Pro Forma Adjusted EBITDA excludes transaction and litigation expenses. Both metrics are presented on a pro forma basis for the ORCC and OPAY acquisitions.

2

Global Distribution and Customer Base: The Leader in the Mega and Large FIs Market

5,000+ customers in over 80 countries rely on ACI solutions

18 of the top 20 and 67 of the top 100 global banks are customers



Customers: 3600+
US billers

AMERICAS
1,950+ customers

EMEA
500+ customers

Customers: ~ 290
retailers globally

Customers: ~ 180
processors globally

ASIA/PACIFIC
150+ customers

▲ Headquarters ▲ Regional Offices ■ Distributors

~ 4,500 employees in 36 countries

Retail Payments

- Software sold directly to banks and payment processors
- Solutions help authenticate, authorize, acquire, clear and settle electronic consumer payments
- Payments acquiring and authorization solution for retailers

Online Banking

- Consumer and Business Internet Banking, Mobile, Trade Finance and Branch Automation sold to large banks globally as license or hosted subscription services
- Consumer and small biz Internet and mobile banking sold to US community FIs and credit unions as hosted, subscription

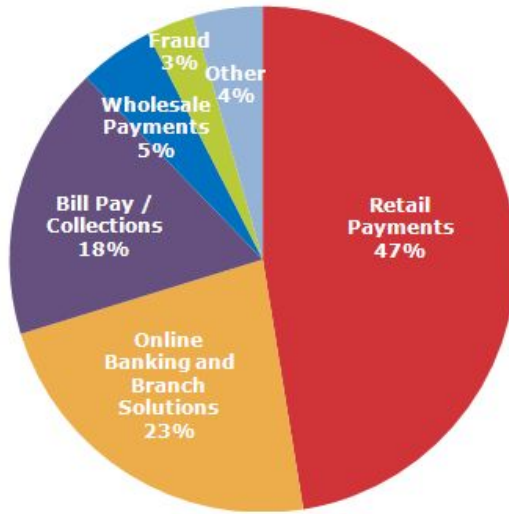
Bill Pay / Collections

- Internet-based electronic bill payment and presentment
- Transaction-based, hosted services for banks and billers
- Automated collection application

Wholesale Payments

- Software sold to global banks that enables the providing of treasury services to large corporates
- High value wire transfers, Low Value Bulk Payments and SWIFT messaging

ACI Product Family Revenue %



Fraud

- Tools to prevent payment transaction fraud and enterprise financial crimes
- Case management

Highlights

In a highly fragmented market, we control 6% of the market spend¹

Software facilitates over 120 billion consumer transaction per year; scales to thousands per second

~1/3 of all domestic SWIFT transactions

Enables over \$13 trillion in payments each day

Software designed for "Five nines availability"

2/3 of all Fed wires

¹ Financial Insights - Worldwide Payments Market Sizing 2012 and 3rd Party Consultant
 Note: Revenue figures represent Pro Forma FY 2012 GAAP Revenue on a pro forma basis for the ORCC and S1 acquisitions. Figures exclude OPAY acquisition.

Diverse Customer Base of Top Global Banks, Processors, Billers and Retailers Provide Significant Cross Sell Opportunities



Pro Forma FY 2012 Revenue by Customer

Customer	% of Total
Customer #1	3.3%
Customer #2	1.7%
Customer #3	1.7%
Customer #4	1.4%
Customer #5	1.1%
Customer #6	1.1%
Customer #7	0.9%
Customer #8	0.9%
Customer #9	0.9%
Customer #10	0.9%
Top 20 Customers	21.4%
Other Customers	78.6%
Total ACI Pro Forma 2012 Revenue	100.0%

No single customer represents more than 4% of pro forma 2012 revenue

On average, customers use 3 ACI products or less representing a large cross sell opportunity

Note: Revenue figures represent Pro Forma FY 2012 GAAP Revenue on a pro forma basis for the ORCC and S1 acquisitions. Figures exclude OPAY contribution.

Market Sizing ¹

- Total addressable market is ~\$20bn in 2013 and growing 7-8% overall
- ~50% of addressable market is in-sourced (homegrown) applications
- Global transaction volume growth expected to be 9% CAGR through 2020

Industry Dynamics ²

- Shift from paper to electronic
- Compounding regulatory requirements
- Revenue and profitability pressures
- Complexity from globalization
- Increasing fraud costs
- Convergence of payments; real-time
- Legacy systems increasingly difficult to update

Customer Trends

FIs looking to transform their businesses by:

- Driving down unit costs
- Launching new products quicker
- Reducing risks
- Improving customer satisfaction and loyalty
- Vendor Consolidation

Attractive trends will drive growth opportunities for ACI

¹ Source: Financial Insights - Worldwide Payments Market Sizing 2012 and 3rd Party Consultant
² Source: McKinsey "Dynamic Changes in the Global Payments Industry", 2012

Continued Focus on Control, Profitability and Growth

Growth Drivers

- Continue to increase recurring revenue base
- Expand customer relationships by cross-selling (on average customers use 3 ACI products or less)
- Lead payments transformation with Universal Payments Platform delivering technology-enabled efficiencies
- Expand geographically

Continuous Improvements to Drive Margin Expansion

- Expand margins through operating leverage and process-driven operating philosophy
- Realize cost synergies derived from recent acquisitions

Disciplined Acquisition / Investment Strategy

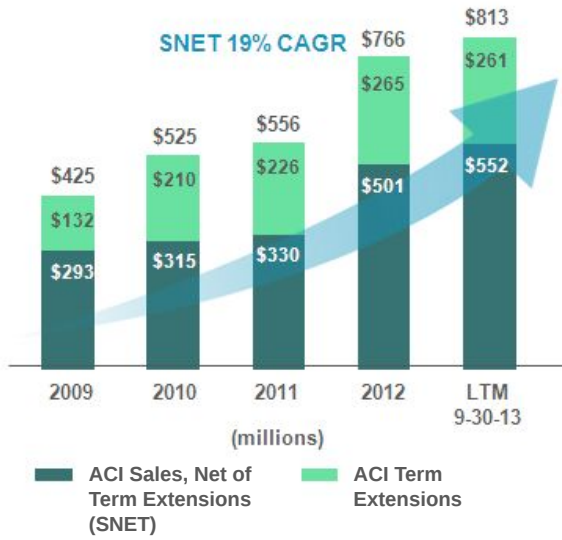
- Buy, build or partner to fill-in product gaps or expand customer base
- Recent acquisitions have added product, scale and market breadth
 - ORCC acquisition provides ACI with a full-service Bill Payment platform for Online Banking and Billers
 - OPAY acquisition expands bill payment reach into key new verticals incl. Federal, State & Local government, taxes and higher education

The graphic features a dark teal background with a white diagonal line on the left side. The line is composed of four colored segments: orange, red, blue, and green. To the right of this line, the text "Financial Overview" is written in a white, sans-serif font.

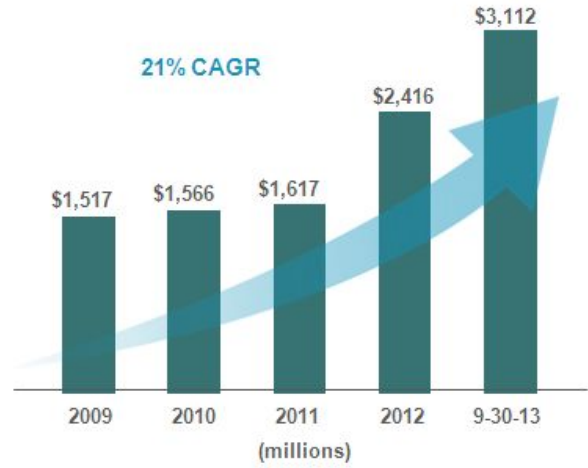
Financial Overview

- Renewal rates across ACI products >96%
- >95% of our contracts are transaction-based

SALES BOOKINGS

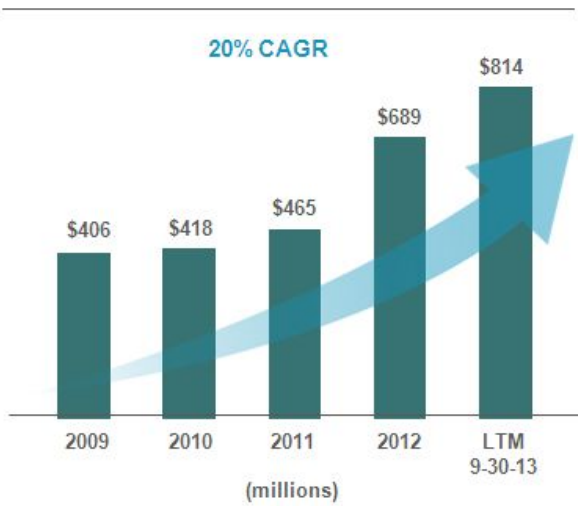


HISTORICAL 60-MONTH BACKLOG



- LTM 9/30/13 revenue geographic mix: 70% Americas, 20% EMEA and 10% Asia Pacific

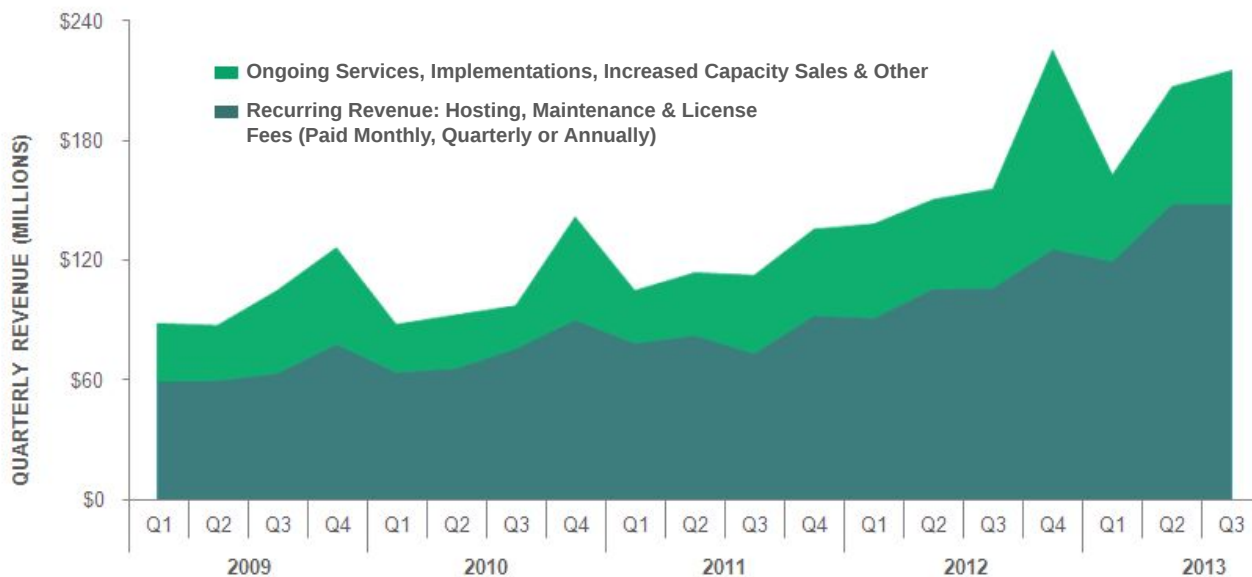
NON-GAAP REVENUE



ADJUSTED EBITDA

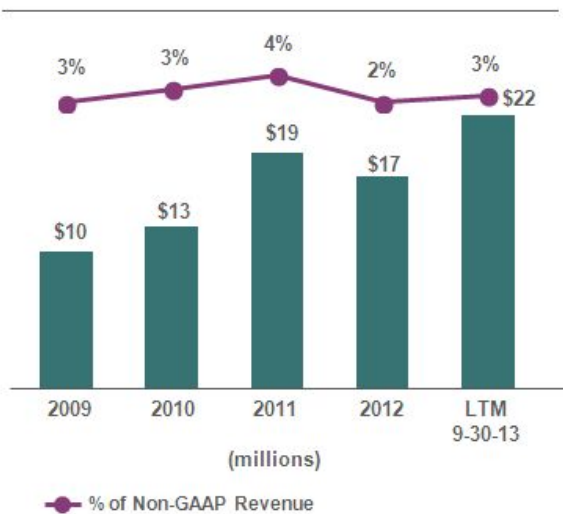


STRONG RECURRING REVENUE GROWTH



- Recurring revenue has increased in dollar amount and as a percent of revenue
- Virtually all components of revenue are seasonally stronger in the latter half of the year

CAPITAL EXPENDITURES



Low capital expenditures needed to maintain existing client base

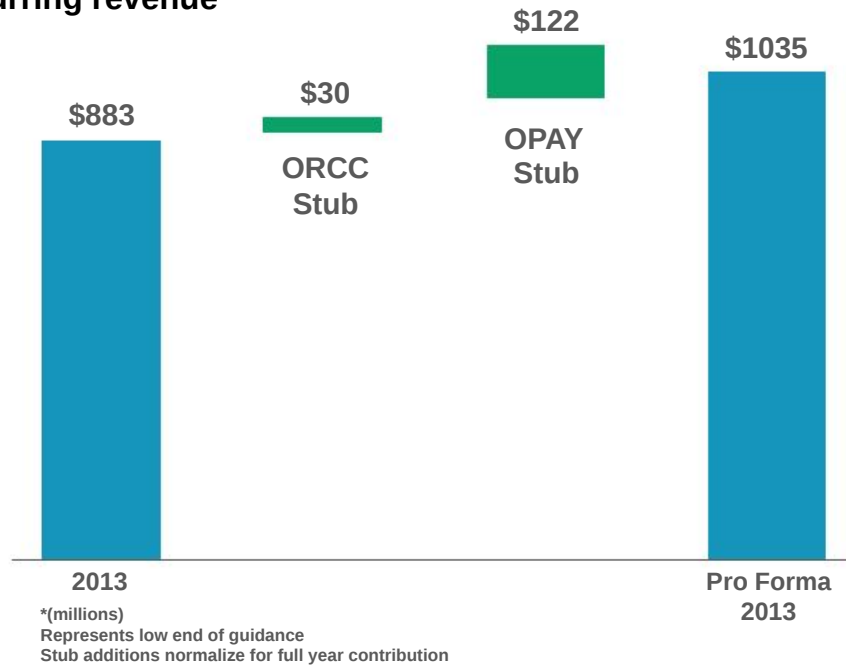
OPERATING FREE CASH FLOW



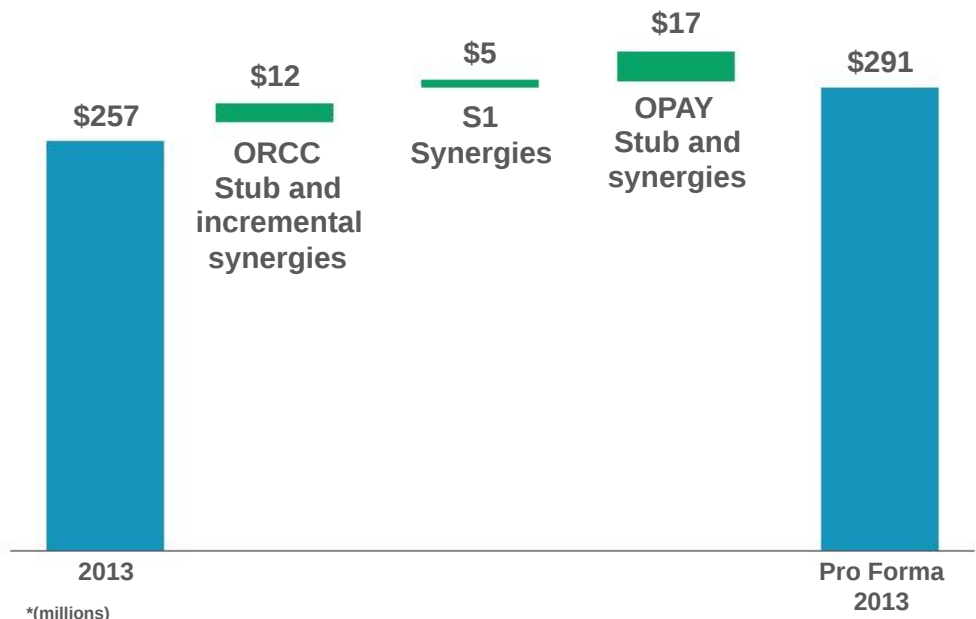
ACI consistently generates strong free cash flow

- NOLs starting to contribute and cash taxes much lower than GAAP
- Current net leverage ratio 2.8x

- Normalized 2013 revenue mix:
 - 40% Hosting (SaaS), 24% Maintenance and 36% License & Services
 - 75% recurring revenue



2013 Pro Forma Adjusted EBITDA Bridge



*(millions)
Represents low end of guidance
Stub additions normalize for full year contribution

- **Organic revenue growth – Mid to upper single digits**
- **Adjusted EBITDA margin – 100 bps expansion per year**
- **Operating free cash flow – Track adjusted EBITDA growth**
- **Sales net of term extension growth – High single digits**

To supplement our financial results presented on a GAAP basis, we use the non-GAAP measure indicated in the tables, which exclude certain business combination accounting entries related to the acquisitions of ORCC and S1 and significant transaction related expenses, as well as other significant non-cash expenses such as depreciation, amortization and share-based compensation, that we believe are helpful in understanding our past financial performance and our future results. The presentation of these non-GAAP financial measures should be considered in addition to our GAAP results and are not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. Management generally compensates for limitations in the use of non-GAAP financial measures by relying on comparable GAAP financial measures and providing investors with a reconciliation of non-GAAP financial measures only in addition to and in conjunction with results presented in accordance with GAAP. We believe that these non-GAAP financial measures reflect an additional way of viewing aspects of our operations that, when viewed with our GAAP results, provide a more complete understanding of factors and trends affecting our business. Certain non-GAAP measures include:

- **Non-GAAP revenue:** revenue plus deferred revenue that would have been recognized in the normal course of business by S1, Online Resources and Official Payments if not for GAAP purchase accounting requirements. Non-GAAP revenue should be considered in addition to, rather than as a substitute for, revenue.
- **Non-GAAP operating income:** operating income (loss) plus deferred revenue that would have been recognized in the normal course of business by S1, Online Resources and Official Payments if not for GAAP purchase accounting requirements and significant transaction related expenses. Non-GAAP operating income should be considered in addition to, rather than as a substitute for, operating income.
- **Adjusted EBITDA:** net income (loss) plus income tax expense, net interest income (expense), net other income (expense), depreciation, amortization and non-cash compensation, as well as deferred revenue that would have been recognized in the normal course of business by S1, Online Resources and Official Payments if not for GAAP purchase accounting requirements and significant transaction related expenses. Adjusted EBITDA should be considered in addition to, rather than as a substitute for, operating income.

Non-GAAP Revenue (millions)					9 months		LTM
	2009	2010	2011	2012	Q4 2012	9-30-13	9-30-13
Revenue	\$ 406	\$ 418	\$ 465	\$ 667	\$ 224	\$ 582	\$ 806
Deferred revenue fair value adjustment	-	-	-	22	4	4	8
Non-GAAP revenue	\$ 406	\$ 418	\$ 465	\$ 689	\$ 228	\$ 586	\$ 814

Adjusted EBITDA (millions)					9 months		LTM
	2009	2010	2011	2012	Q4 2012	9-30-13	9-30-13
Net income (loss)	\$ 20	\$ 27	\$ 46	\$ 49	\$ 50	\$ 13	\$ 63
Plus:							
Income tax expense (benefit)	13	22	18	16	24	5	29
Net interest expense	2	1	1	10	3	17	20
Net other expense	7	4	1	-	(1)	2	1
Depreciation expense	6	6	8	13	4	14	18
Amortization expense	17	20	21	38	10	36	46
Non-cash compensation expense	8	8	11	15	3	11	14
Adjusted EBITDA	73	88	106	141	93	98	191
Deferred revenue fair value adjustment	-	-	-	22	4	5	9
Employee related actions	-	-	-	11	-	9	9
Facility closure costs	-	-	-	5	1	1	2
IT exit costs	-	-	-	3	-	-	-
Other significant transaction related expenses	-	-	7	9	3	9	12
Adjusted EBITDA excluding significant transaction related expenses	\$ 73	\$ 88	\$ 113	\$ 191	\$ 101	\$ 122	\$ 223

Reconciliation of Operating Free Cash Flow (millions)	2009	2010	2011	2012	Q4 2012	9 months 9-30-13	LTM 9-30-13
Net cash provided (used) by operating activities	\$ 44	\$ 81	\$ 83	\$ (9)	\$ 4	\$ 87	\$ 91
Net after-tax payments associated with employee-related actions	3	-	-	6	-	5	5
Net after-tax payments associated with facility closures	-	-	-	3	2	1	3
Net after-tax payments associated with significant transaction related expenses	-	-	4	9	-	7	7
Net after-tax payments associated with cash settlement of S1 options	-	-	-	10	-	-	-
Net after-tax payments associated with IBM IT Outsourcing Transition	-	1	1	1	-	-	-
Plus IBM Alliance liability repayment	-	-	-	21	21	-	21
Less capital expenditures	(10)	(13)	(19)	(17)	(3)	(18)	(21)
Less IBM Alliance technical enablement expenditures	(7)	(6)	(2)	-	-	-	-
Operating Free Cash Flow	\$ 30	\$ 63	\$ 67	\$ 24	\$ 24	\$ 82	\$ 106

ACI is also presenting operating free cash flow, which is defined as net cash provided by operating activities, plus net after-tax payments associated with employee-related actions and facility closures, net after-tax payments associated with significant transaction related expenses, net after-tax payments associated with IBM IT outsourcing transition and termination, and less capital expenditures. Operating free cash flow is considered a non-GAAP financial measure as defined by SEC Regulation G. We utilize this non-GAAP financial measure, and believe it is useful to investors, as an indicator of cash flow available for debt repayment and other investing activities, such as capital investments and acquisitions. We utilize operating free cash flow as a further indicator of operating performance and for planning investing activities. Operating free cash flow should be considered in addition to, rather than as a substitute for, net cash provided by operating activities. A limitation of operating free cash flow is that it does not represent the total increase or decrease in the cash balance for the period. This measure also does not exclude mandatory debt service obligations and, therefore, does not represent the residual cash flow available for discretionary expenditures. We believe that operating free cash flow is useful to investors to provide disclosures of our operating results on the same basis as that used by our management.

Reconciliation of Operating Free Cash Flow (millions)					9 months		LTM
	2009	2010	2011	2012	Q4 2012	9-30-13	9-30-13
Net cash provided (used) by operating activities	\$ 44	\$ 81	\$ 83	\$ (9)	\$ 4	\$ 87	\$ 91
Net after-tax payments associated with employee-related actions	3	-	-	6	-	5	5
Net after-tax payments associated with facility closures	-	-	-	3	2	1	3
Net after-tax payments associated with significant transaction related expenses	-	-	4	9	-	7	7
Net after-tax payments associated with cash settlement of S1 options	-	-	-	10	-	-	-
Net after-tax payments associated with IBM IT Outsourcing Transition	-	1	1	1	-	-	-
Plus IBM Alliance liability repayment	-	-	-	21	21	-	21
Less capital expenditures	(10)	(13)	(19)	(17)	(3)	(18)	(21)
Less IBM Alliance technical enablement expenditures	(7)	(6)	(2)	-	-	-	-
Operating Free Cash Flow	\$ 30	\$ 63	\$ 67	\$ 24	\$ 24	\$ 82	\$ 106

ACI also includes backlog estimates, which include 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, facilities management, and software hosting 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.

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 regarding the financial impact of the Official Payments acquisition;
- expectations regarding future increases in organic revenue, adjusted EBITDA, operating free cash flow and sales net of term extension;
- expectations that we will generate annual cost synergies with respect to recent prior acquisitions; and
- expectations regarding 2013 financial guidance related to revenue, operating income and adjusted EBITDA.

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, increased competition, the performance of our strategic product, BASE24-eps, demand for our products, restrictions and other financial covenants in our credit facility, consolidations and failures in the financial services industry, customer reluctance to switch to a new vendor, the accuracy of management's backlog estimates, the maturity of certain products, 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, 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, volatility and disruption of the capital and credit markets and adverse changes in the global economy, our existing levels of debt, impairment of our goodwill or intangible assets, litigation, future acquisitions, strategic partnerships and investments, risks related to the expected benefits to be achieved in the transaction with Online Resources, 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, 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, business interruptions or failure of our information technology and communication systems, our offshore software development activities, risks from operating internationally, including fluctuations in currency exchange rates, exposure to unknown tax liabilities, 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, Registration Statement on Form S-4, and subsequent reports on Forms 10-Q and 8-K.

 **trusted globally**