

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO  
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 5 - AMENDMENT TO FINAL AMENDMENT)  
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TRANSACTION SYSTEMS ARCHITECTS, INC.  
(Name of Subject Company (Issuer) and Filing Person (Offeror))  
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OPTIONS TO PURCHASE CLASS A COMMON STOCK, PAR VALUE \$0.005 PER SHARE,  
GRANTED TO ELIGIBLE EMPLOYEES AND ELIGIBLE DIRECTORS UNDER THE  
ACI HOLDING, INC. 1994 STOCK OPTION PLAN AND THE  
TRANSACTION SYSTEMS ARCHITECTS, INC.  
1996 STOCK OPTION PLAN AND 1999 STOCK OPTION PLAN  
(Title of Class of Securities)

893416107  
(CUSIP Number of Class of Securities)

David P. Stokes  
Vice President - Legal and Secretary  
Transaction Systems Architects, Inc.  
224 South 108th Avenue  
Omaha, Nebraska 68154  
(402) 334-5101

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of Filing Person)  
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Copy to:  
Albert G. McGrath, Jr.  
Baker & McKenzie  
2001 Ross Avenue, Suite 2300  
Dallas, Texas 75201  
(214) 978-3000  
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// 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.

/X/ issuer tender offer subject to Rule 13e-4.

// going-private transaction subject to Rule 13e-3.

// amendment to Schedule 13D under Rule 13d-2.

/X/ Check the following box if the filing is a final amendment reporting the  
results of the tender offer.

Transaction Systems Architects, Inc., a Delaware corporation ("TSA"), previously  
filed a Final Amendment (the "Final Amendment") to its Tender Offer Statement on  
Schedule TO (the "Tender Offer Statement") to report the results of the offer by  
TSA to exchange certain outstanding employee and director options to purchase  
shares of its common stock under the ACI Holding, Inc. 1994 Stock Option Plan  
and the Transaction Systems Architects, Inc. 1996 Stock Option Plan and 1999  
Stock Option Plan for new options to purchase shares of its common stock, upon  
the terms and subject to the conditions set forth in the Offer to Exchange,  
dated August 1, 2001, as supplemented on August 13, 2001, and in the related

Acceptance Letter, copies of which were attached as Exhibits (a)(1) and (a)(2), respectively, to the Tender Offer Statement.

This Amendment No. 5 is being filed to amend the Final Amendment and amends and supplements the Tender Offer Statement to update the number of options accepted for exchange by TSA and the number of new options to be granted in exchange for the options accepted for exchange, which numbers were previously incorrectly reported due to a clerical error.

ITEM 4. TERMS OF THE TRANSACTION.

The amendment and supplement to Item 4 of the Tender Offer Statement set forth in the Final Amendment is hereby amended and restated in its entirety as follows:

The offer made by TSA pursuant to the Tender Offer Statement expired at 11:59 p.m., Omaha, Nebraska time, Tuesday, August 28, 2001. TSA accepted for exchange and cancellation options to purchase an aggregate of approximately 1,946,550 shares of TSA's common stock, representing 63% of the options subject to the offer. TSA expects to issue new options to purchase 1,946,550 shares of its common stock in exchange for the options accepted for exchange and cancellation as described in the Offer to Exchange.

ITEM 12. EXHIBITS.

Item 12 of the Tender Offer Statement is hereby amended to add a reference to Exhibit (a)(19), which is attached hereto, as follows:

- (a)(19) Letter Sent to Option Holders Regarding Updated Results of Offer.

SIGNATURE

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.

TRANSACTION SYSTEMS ARCHITECTS, INC.

/s/ Dwight G. Hanson

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Dwight G. Hanson,  
Chief Financial Officer and Senior Vice President

DATE: September 7, 2001

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
- (a)(19)	Letter Sent to Option Holders Regarding Updated Results of Offer.

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

September 7, 2001

Dear Option Holder:

On behalf of Transaction Systems Architects, Inc. ("TSA"), I would like to provide you with updated results of TSA's recent offer to exchange outstanding options granted under the ACI Holding, Inc. 1994 Stock Option Plan and the Transaction Systems Architects, Inc. 1996 Stock Option Plan and 1999 Stock Option Plan for new options to be granted by TSA.

Promptly following the expiration of the offer at 11:59 p.m., Omaha, Nebraska time, on August 28, 2001, and pursuant to the terms and conditions of the offer, TSA accepted for exchange on August 29, 2001 tendered options exercisable for a total of 1,946,550 shares of its Class A common stock, par value \$0.005 per share (the "common stock"), and canceled all such options tendered for exchange.

The letter sent to you on or about August 31, 2001 with the results of the offer set forth the number of shares of common stock subject to the options tendered by you and accepted for exchange by TSA as well as the number of shares of common stock subject to the new options to be granted to you. These numbers are not affected by the updated results of the offer reported in this letter unless you are notified otherwise.

If you have any questions about the final results of the offer, the number of options tendered by you and cancelled by TSA, or the number of new options to be granted to you by TSA, please contact Eric Nipp at Transaction Systems Architects, Inc., 224 South 108th Avenue, Omaha, Nebraska 68154, (402) 778-1911, [nippe@tsainc.com](mailto:nippe@tsainc.com).

Sincerely,

/s/ Lang G. Fendley