

As filed with the Securities and Exchange Commission on April 27, 2001

Registration No. 333-_____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

Delaware 47-0772104
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

224 South 108th Avenue
Omaha, Nebraska 68154
(Address of principal executive offices, including zip code)

Transaction Systems Architects, Inc. 1999 Stock Option Plan
Transaction Systems Architects, Inc. 1999 Employee Stock Purchase Plan
(Full title of the plans)

David P. Stokes, Esq.
General Counsel and Secretary
Transaction Systems Architects, Inc.
224 South 108th Avenue
Omaha, Nebraska 68514
(402) 334-5101

(Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
1999 STOCK OPTION PLAN Class A Common Stock, \$0.005 par value	1,000,000 shares	\$7.755	\$ 7,755,000	\$1,938.75
1999 EMPLOYEE STOCK PURCHASE PLAN Class A Common Stock, \$0.005 par value	500,000 shares	\$7.755	\$ 3,877,500	\$ 969.38
TOTAL	1,500,000 shares		\$11,632,500	\$2,908.13

(1) Pursuant to Rule 416, this Registration Statement also covers any additional shares of Class A Common Stock which may be issuable pursuant to the antidilution provisions of the Transaction Systems Architects, Inc. 1999 Stock Option Plan or Transaction Systems Architects, Inc. 1999 Employee Stock Purchase Plan.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457 (c) and (h). The price is based upon the average of the high and low prices of Transaction Systems Architects, Inc. Class A Common Stock on April 23, 2001, as reported on the National Association of Securities Dealers Automated Quotations system.

EXPLANATORY STATEMENT

This Registration Statement is filed pursuant to General Instruction E to Form S-8 by Transaction Systems Architects, Inc., a Delaware corporation, in order to register (1) 1,000,000 shares of Class A Common Stock, which shares are in addition to those previously registered on a Registration Statement on Form S-8 (File No. 333-73027) filed with the Securities and Exchange Commission (the "Commission") on February 26, 1999 and on a Registration Statement on Form S-8 (File No. 333-33728) filed with the Commission on March 31, 2000 for issuance

pursuant to the Transaction Systems Architects, Inc. 1999 Stock Option Plan, and (2) 500,000 shares of Class A Common Stock, which shares are in addition to those previously registered on the Registration Statement on Form S-8 (File No. 333-73027) filed with the Commission on February 26, 1999. The contents of the Registration Statements on Form S-8 (File Nos. 333-73027 and 333-33728) previously filed with the Commission on February 26, 1999 and March 31, 2000, respectively, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit
Number

- | | |
|------|--|
| 5 | Opinion of Baker & McKenzie |
| 23.1 | Consent of Arthur Andersen LLP |
| 23.2 | Consent of Baker & McKenzie (See Exhibit 5) |
| 24 | Power of Attorney (included in Signature Page) |

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 Omaha, State of Nebraska, on this 25th day of April, 2001.

TRANSACTION SYSTEMS ARCHITECTS, INC.

By: /s/William E. Fisher

 William E. Fisher, Chairman, Chief
 Executive Officer, and Director

POWER OF ATTORNEY

We, the undersigned officers and directors of Transaction Systems Architects, Inc., hereby severally and individually constitute and appoint William E. Fisher, Dwight G. Hanson and David P. Stokes, and each of them, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to this Registration Statement on Form S-8, and all instruments necessary or advisable in connection therewith, and to file the same with the Securities and Exchange Commission, each of said attorneys and agents to have power to act with or without the other and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents and each of them to any and all such amendments and other instruments.

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 date indicated.

Name -----	Title -----	Date -----
/s/ William E. Fisher ----- William E. Fisher	Chairman, Chief Executive Officer and Director	April 25, 2001
/s/ Dwight G. Hanson ----- Dwight G. Hanson	Chief Financial Officer and Senior Vice President	April 25, 2001
/s/ Edward C. Fuxa ----- Edward C. Fuxa	Controller	April 25, 2001
/s/ Charles E. Noell, III ----- Charles E. Noell, III	Director	April 25, 2001
/s/ Jim D. Kever ----- Jim D. Kever	Director	April 25, 2001
/s/ Larry G. Fendley ----- Larry G. Fendley	Director	April 25, 2001
/s/ Roger K. Alexander ----- Roger K. Alexander	Director	April 25, 2001
/s/ Gregory J. Duman ----- Gregory J. Duman	Director	April 25, 2001

EXHIBIT INDEX

Exhibit Number	Description
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BAKER & MCKENZIE
Attorneys at Law

2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201

April 27, 2001

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

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

Gentlemen:

The Company has filed with the Securities and Exchange Commission (the "Commission") a registration statement (the "Registration Statement") on Form S-8 under the Securities Act of 1933, as amended (the "Act"). The Registration Statement covers (a) 1,000,000 shares of Class A Common Stock, par value \$.005 per share, of the Company (the "Stock"), which shares shall be issued pursuant to the Company's 1999 Stock Option Plan, as amended (the "Option Plan"), (b) 500,000 shares of Stock, which shares shall be issued pursuant to the Company's 1999 Employee Stock Purchase Plan, as amended (the "Purchase Plan," together with the Option Plan, the "Plans"), and (c) such additional shares of Stock as may become issuable pursuant to the anti-dilution provisions of the Plans (such shares collectively referred to as the "Securities").

We have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement. In rendering this opinion we have examined such corporate records, documents and instruments of the Company and such certificates of public officials, have received such representations from officers of the Company, and have reviewed such questions of law as in our judgment are necessary, relevant or appropriate to enable us to render the opinion expressed below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all corporate records, documents and instruments submitted to us as originals, the conformity to original documents of all documents submitted to us as conformed, certified or photostatic copies thereof, and the authenticity of the originals of such conformed, certified or photostatic copies.

Based upon such examination and review and upon representations made to us by officers of the Company, we are of the opinion that upon issuance and delivery of the Securities in accordance with the applicable terms and conditions of the Plans and upon receipt by the Company of the full consideration for the Securities as determined pursuant to the Plans, the Securities will be legally issued, fully paid and nonassessable.

This firm consents to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/Baker & McKenzie

Consent of independent public accountants

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 26, 2000, included in Transaction Systems Architects, Inc.'s Annual Report on Form 10-K for the fiscal year ended September 30, 2000, and to all references to our Firm included in this Registration Statement.

Arthur Andersen LLP

Omaha, Nebraska,
April 25, 2001