

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b> <u>BYRNES DENNIS</u>  (Last) (First) (Middle) 3520 KRAFT ROAD SUITE 300  (Street) NAPLES FL 34105  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ACI WORLDWIDE, INC. [ ACIW ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CAO, General Counsel &amp; Sec</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/23/2016</u>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2016		A		13,415 <sup>(1)</sup>	A	\$0.0	293,729 <sup>(2)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$17.89	02/23/2016		A		72,333		(3)	02/23/2026	Common Stock	72,333	\$0.0	72,333	D	
Non-Qualified Stock Option (right to buy)	\$17.89	02/23/2016		A		12,055		(4)	02/23/2026	Common Stock	12,055	\$0.0	84,388	D	
Non-Qualified Stock Option (right to buy)	\$17.89	02/23/2016		A		12,055		(5)	02/23/2026	Common Stock	12,055	\$0.0	96,443	D	
Non-Qualified Stock Option (right to buy)	\$17.89	02/23/2016		A		12,056		(6)	02/23/2026	Common Stock	12,056	\$0.0	108,499	D	

**Explanation of Responses:**

- Represents restricted shares granted on February 23, 2016 pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The restrictions on these shares of restricted stock will generally lapse with respect to 50% of the shares on July 1, 2016 and 50% of the shares on July 1, 2017.
- The amount of securities owned has also been updated to include 1,281 shares acquired under the Company's 1999 Employee Stock Purchase Plan, as amended.
- The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vest in equal annual installments over a three year period beginning with the first anniversary of the date of grant.
- These options were granted pursuant to the Plan and will become exercisable, if at all, upon: (i) the reporting person's continued employment by the registrant as of the third anniversary of the date of grant, and (ii) subject to the reporting person's continued employment on such date, the first date, which must be on or before the fifth anniversary of the date of grant, that the closing price per share of of the registrant's common stock on the NASDAQ Global Select Stock Market ("Stock Price") has met or exceeded \$23.79 for at least 20 consecutive trading days.
- These options were granted pursuant to the Plan and will become exercisable, if at all, upon: (i) the reporting person's continued employment by the registrant as of the fourth anniversary of the date of grant, and (ii) subject to the reporting person's continued employment on such date, the first date, which must be on or before the fifth anniversary of the date of grant, that the closing price per share of of the registrant's Stock Price has met or exceeded \$29.88 for at least 20 consecutive trading days.
- These options were granted pursuant to the Plan and will become exercisable, if at all, upon: (i) the reporting person's continued employment by the registrant as of the fifth anniversary of the date of grant, and (ii) subject to the reporting person's continued employment on such date, the first date, which must be on or before the fifth anniversary of the date of grant, that the closing price per share of of the registrant's Stock Price has met or exceeded \$35.78 for at least 20 consecutive trading days.

Dennis P Byrnes

02/25/2016

\*\* Signature of Reporting Person

Date

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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