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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from

Commission File Number 0-25346

ACI WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3520 Kraft Rd, Suite 300
Naples, FL 34105
(Address of principal executive offices,
including zip code)

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

(239) 403-4600
(Registrant's telephone number,
including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of the Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 4, 2013, there were 38,546,999 shares of the registrant's common stock outstanding.

TABLE OF CONTENTS

	<u>Page</u>
PART I – FINANCIAL INFORMATION	
Item 1. Financial Statements (unaudited)	
Condensed Consolidated Balance Sheets as of September 30, 2013 and December 31, 2012	3
Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2013 and 2012	4
Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2013 and 2012	5
Condensed Consolidated Statement of Stockholders' Equity for the nine months ended September 30, 2013	6
Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2013 and 2012	7
Notes to Condensed Consolidated Financial Statements	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	29
Item 3. Quantitative and Qualitative Disclosures About Market Risk	46
Item 4. Controls and Procedures	46
<u>PART II – OTHER INFORMATION</u>	
Item 1. Legal Proceedings	46
Item 1A. Risk Factors	46
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	47
Item 3. Defaults Upon Senior Securities	47
Item 4. Mine Safety Disclosures	48
Item 5. Other Information	48
Item 6. Exhibits	49
Signature	50
Exhibit Index	51

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited and in thousands, except share and per share amounts)

	September 30, 2013	December 31, 2012
ASSETS		
Current assets		
Cash and cash equivalents	\$ 166,511	\$ 76,329
Billed receivables, net of allowances of \$6,969 and \$8,117, respectively	166,649	176,313
Accrued receivables	32,303	41,008
Deferred income taxes, net	66,461	34,342
Recoverable income taxes	4,287	5,572
Prepaid expenses	21,106	16,746
Other current assets	18,377	5,816
Total current assets	<u>475,694</u>	<u>356,126</u>
Property and equipment, net	50,400	41,286
Software, net	176,263	129,314
Goodwill	630,739	501,141
Other intangible assets, net	190,591	127,900
Deferred income taxes, net	34,774	63,370
Other noncurrent assets	43,034	31,749
TOTAL ASSETS	<u>\$ 1,601,495</u>	<u>\$ 1,250,886</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 39,453	\$ 33,926
Accrued employee compensation	40,298	35,194
Current portion of term credit facility	41,398	17,500
Deferred revenue	129,230	139,863
Income taxes payable	5,095	3,542
Deferred income taxes, net	574	174
Accrued and other current liabilities	39,372	36,400
Total current liabilities	<u>295,420</u>	<u>266,599</u>
Noncurrent liabilities		
Deferred revenue	67,308	51,519
Note payable under term credit facility	422,855	168,750
Note payable under revolving credit facility	—	188,000
Senior notes	300,000	—
Deferred income taxes, net	12,626	14,940
Other noncurrent liabilities	26,590	26,721
Total liabilities	<u>1,124,799</u>	<u>716,529</u>
Commitments and contingencies (Note 14)		
Stockholders' equity		
Preferred stock; \$0.01 par value; 5,000,000 shares authorized; no shares issued and outstanding at September 30, 2013 and December 31, 2012	—	—
Common stock; \$0.005 par value; 70,000,000 shares authorized; 46,606,796 shares issued at September 30, 2013 and December 31, 2012	232	232
Treasury stock, at cost, 8,164,923 and 7,159,023 shares at September 30, 2013 and December 31, 2012, respectively	(252,769)	(186,784)
Additional paid-in capital	539,252	534,953
Retained earnings	213,464	199,987
Accumulated other comprehensive loss	(23,483)	(14,031)
Total stockholders' equity	<u>476,696</u>	<u>534,357</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 1,601,495</u>	<u>\$ 1,250,886</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited and in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Revenues:				
Software license fees	\$ 56,236	\$ 39,560	\$ 151,306	\$ 127,115
Maintenance fees	60,457	47,920	176,921	141,014
Services	30,240	35,811	81,133	92,551
Software hosting fees	67,006	31,771	172,406	81,804
Total revenues	<u>213,939</u>	<u>155,062</u>	<u>581,766</u>	<u>442,484</u>
Expenses:				
Cost of software license fees (1)	5,888	5,874	17,975	16,624
Cost of maintenance, services, and hosting fees (1)	80,948	51,944	225,392	148,550
Research and development	33,642	34,213	109,182	100,173
Selling and marketing	24,098	20,448	76,710	64,324
General and administrative	24,559	24,533	75,743	87,131
Depreciation and amortization	15,249	9,742	39,696	26,845
Total expenses	<u>184,384</u>	<u>146,754</u>	<u>544,698</u>	<u>443,647</u>
Operating income (loss)	29,555	8,308	37,068	(1,163)
Other income (expense):				
Interest income	159	222	501	705
Interest expense	(7,453)	(2,620)	(17,403)	(7,386)
Other, net	(3,152)	(1,430)	(1,506)	(899)
Total other expense	<u>(10,446)</u>	<u>(3,828)</u>	<u>(18,408)</u>	<u>(7,580)</u>
Income (loss) before income taxes	19,109	4,480	18,660	(8,743)
Income tax expense (benefit)	5,347	(1,175)	5,183	(7,925)
Net income (loss)	<u>\$ 13,762</u>	<u>\$ 5,655</u>	<u>\$ 13,477</u>	<u>\$ (818)</u>
Income (loss) per share information				
Weighted average shares outstanding				
Basic	39,125	39,126	39,512	38,323
Diluted	39,807	40,712	40,199	38,323
Income (loss) per share				
Basic	\$ 0.35	\$ 0.14	\$ 0.34	\$ (0.02)
Diluted	\$ 0.35	\$ 0.14	\$ 0.34	\$ (0.02)

(1) The cost of software license fees excludes charges for depreciation but includes amortization of purchased and developed software for resale. The cost of maintenance, services, and hosting fees excludes charges for depreciation.

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited and in thousands)

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Nine Months Ended</u> <u>September 30,</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Net income (loss)	\$13,762	\$ 5,655	\$13,477	\$ (818)
Other comprehensive income (loss):				
Unrealized gain on available-for-sale securities	—	—	—	964
Reclassification of unrealized gain to a realized gain on available-for-sale securities	—	—	—	(1,557)
Foreign currency translation adjustments	10,421	3,381	(9,452)	1,746
Total other comprehensive income (loss)	<u>10,421</u>	<u>3,381</u>	<u>(9,452)</u>	<u>1,153</u>
Comprehensive income	<u>\$24,183</u>	<u>\$ 9,036</u>	<u>\$ 4,025</u>	<u>\$ 335</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(unaudited and in thousands)

	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance as of January 1, 2013	\$ 232	\$(186,784)	\$534,953	\$199,987	\$ (14,031)	\$534,357
Net Income	—	—	—	13,477	—	13,477
Other comprehensive loss	—	—	—	—	(9,452)	(9,452)
Stock-based compensation	—	—	11,110	—	—	11,110
Shares issued and forfeited, net, under stock plans including income tax benefits	—	20,557	(6,811)	—	—	13,746
Repurchase of common stock, 1,651,708 shares	—	(80,648)	—	—	—	(80,648)
Repurchase of restricted stock and performance shares for tax withholdings	—	(5,894)	—	—	—	(5,894)
Balance as of September 30, 2013	<u>\$ 232</u>	<u>\$(252,769)</u>	<u>\$539,252</u>	<u>\$213,464</u>	<u>\$ (23,483)</u>	<u>\$476,696</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited and in thousands)

	For the Nine Months Ended September 30,	
	2013	2012
Cash flows from operating activities:		
Net income (loss)	\$ 13,477	\$ (818)
Adjustments to reconcile net income (loss) to net cash flows from operating activities		
Depreciation	13,533	9,688
Amortization	36,250	27,145
Provision for doubtful accounts receivable	390	(1,266)
Deferred income taxes	(5,340)	(7,767)
Stock-based compensation expense	11,110	11,661
Excess tax benefit of stock options exercised	(2,564)	(3,378)
Other	4,284	317
Changes in operating assets and liabilities, net of impact of acquisitions:		
Billed and accrued receivables, net	25,782	(11,265)
Other current and noncurrent assets	89	3,480
Accounts payable	(15,029)	16
Accrued employee compensation	(5,007)	(26,289)
Accrued liabilities	(2,917)	(9,967)
Current income taxes	6,195	(11,546)
Deferred revenue	5,881	9,654
Other current and noncurrent liabilities	426	(2,407)
Net cash flows from operating activities	<u>86,560</u>	<u>(12,742)</u>
Cash flows from investing activities:		
Purchases of property and equipment	(11,482)	(10,032)
Purchases of software and distribution rights	(6,878)	(3,558)
Acquisition of businesses, net of cash acquired	(264,202)	(325,232)
Other investments	—	(1,046)
Net cash flows from investing activities	<u>(282,562)</u>	<u>(339,868)</u>
Cash flows from financing activities:		
Proceeds from issuance of common stock	1,532	1,028
Proceeds from exercises of stock options	9,892	15,059
Excess tax benefit of stock options exercised	2,564	3,378
Repurchases of common stock	(80,648)	(57,836)
Repurchase of restricted stock and performance shares for tax withholdings	(5,894)	(2,942)
Exercise of common stock warrants	—	11,866
Cash settlement of common stock warrants	—	(29,596)
Proceeds from revolver portion of credit agreement	—	119,000
Proceeds from term portion of credit agreement	300,000	200,000
Proceeds from issuance of senior notes	300,000	—
Repayment of term portion of credit agreement	(21,996)	(9,375)
Repayment of revolver portion of credit agreement	(188,000)	—
Payments for debt issuance costs	(16,397)	(1,094)
Payment of acquired debt	(7,500)	—
Payments on debt and capital leases	(5,822)	(5,783)
Net cash flows from financing activities	<u>287,731</u>	<u>243,705</u>
Effect of exchange rate fluctuations on cash	(1,547)	(511)
Net increase (decrease) in cash and cash equivalents	90,182	(109,416)
Cash and cash equivalents, beginning of period	76,329	197,098
Cash and cash equivalents, end of period	<u>\$ 166,511</u>	<u>\$ 87,682</u>
Supplemental cash flow information		
Income taxes paid, net	\$ 11,499	\$ 21,434
Interest paid	\$ 11,291	\$ 5,957

The accompanying notes are an integral part of the condensed consolidated financial statements.

ACI WORLDWIDE, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Condensed Consolidated Financial Statements

The unaudited condensed consolidated financial statements include the accounts of ACI Worldwide, Inc. and its wholly-owned subsidiaries (collectively, the “Company”). All intercompany balances and transactions have been eliminated. The condensed consolidated financial statements as of September 30, 2013, and for the three and nine months ended September 30, 2013 and 2012, are unaudited and reflect all adjustments of a normal recurring nature, which are, in the opinion of management, necessary for a fair presentation, in all material respects, of the financial position and operating results for the interim periods. The condensed consolidated balance sheet as of December 31, 2012 is derived from the audited financial statements.

The condensed consolidated financial statements contained herein should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company’s annual report on Form 10-K for the fiscal year ended December 31, 2012, filed on March 1, 2013. Results for the three and nine months ended September 30, 2013 are not necessarily indicative of results that may be attained in the future.

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

The fair values of cash and cash equivalents approximate the carrying values due to the short period of time to maturity (Level 2 of the fair value hierarchy).

Settlement Accounts

The Company enters into agreements with certain clients to process payment funds on their behalf. When an automated clearing house or automated teller machine network payment transaction is processed, a transaction is initiated to withdraw funds from the designated source account and deposit them into a settlement account, which is a trust account maintained for the benefit of the Company’s clients. A simultaneous transaction is initiated to transfer funds from the settlement account to the intended destination account. These “back to back” transactions are designed to settle at the same time, usually overnight, such that the Company receives the funds from the source at the same time as it sends the funds to their destination. However, due to the transactions being with various financial institutions there may be timing differences that result in float balances. These funds are maintained in accounts separate from the Company’s corporate assets. As the Company does not take ownership of the funds, the settlement accounts are not included in the Company’s balance sheet. The Company is entitled to interest earned on the fund balances. The collection of interest on these settlement accounts is considered in the Company’s determination of its fee structure for clients and represents a portion of the payment for services performed by the Company. The amount of settlement funds as of September 30, 2013 was \$239.8 million.

[Table of Contents](#)

Revenue

Vendor Specific Objective Evidence (“VSOE”)

ASC 985-605 requires the seller of software that includes PCS to establish VSOE of fair value of the undelivered element of the contract in order to account separately for the PCS revenue. The Company has traditionally established VSOE of the fair value of PCS by reference to stated renewals, expressed in dollar terms, or separate sales with consistent pricing of PCS expressed in percentage terms. In determining whether a stated renewal is not substantive, the Company considers factors such as whether the period of the initial PCS term is relatively long when compared to the term of the software license or whether the PCS renewal rate is significantly below the Company’s normal pricing practices. In determining whether PCS pricing is consistent, the Company considers the population of separate sales that are within a reasonably narrow range of the median within the identified market segment over the trailing 12 month period.

Effective July 2013, the Company establishes VSOE of fair value of PCS by reference to stated renewals for all identified marked segments. The Company continues to consider factors such as whether the period of the initial PCS term is relatively long when compared to the term of the software license or whether the PCS renewal is significantly below the Company’s normal pricing practices. In determining whether PCS pricing is significantly below the Company’s normal pricing practice, the Company considers the population of stated renewal rates that are within a reasonably narrow range of the median within the identified market segment over the trailing 12 month period. The change in estimation methodology does not have a material effect on our financial statements.

Certain of the Company’s software license arrangements include PCS terms that fail to achieve VSOE of fair value (when VSOE of fair value is established by reference to stated renewals) due to non-substantive renewal periods or non-substantive PCS renewal amounts. For these arrangements, VSOE of fair value of PCS does not exist and revenues for the software license, PCS and services, if applicable, are considered to be one accounting unit and are therefore recognized ratably over the longer of the contractual service term of PCS term once the delivery of both services has commenced. The Company typically classifies revenues associated with these arrangements in accordance with the contractually specified amounts, which approximate fair value assigned to the various elements, including software license fees, maintenance fees and services, if applicable.

This allocation methodology has been applied to the following amounts included in revenues in the consolidated statements of income from arrangements for which VSOE of fair value does not exist for each undelivered element (in thousands):

	Three Months Ended		Nine Months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Software license fees	\$5,653	\$ 9,599	\$17,013	\$31,057
Maintenance fees	2,325	3,312	7,093	11,581
Services	—	118	3	750
Total	<u>\$7,978</u>	<u>\$13,029</u>	<u>\$24,109</u>	<u>\$43,388</u>

Adoption of New Accounting Pronouncement

In February 2013, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2013-2, *Comprehensive Income (Topic 220)* in the Accounting Standards Codifications (“ASC”). This update requires separate presentation of the components that are reclassified out of accumulated other comprehensive income either on the face of the financial statements or in the notes to the financial statements. This update also requires companies to disclose the income statement line items impacted by any significant reclassifications. These items are required for both interim and annual reporting for public companies and were adopted by the Company during the nine months ended September 30, 2013.

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. This update requires an entity to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows: to the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. This update is effective for the Company in the first quarter of fiscal 2014 and should be applied prospectively with retroactive application permitted. The Company already discloses uncertain tax benefits in accordance with this standard update and no material change is expected.

2. Acquisitions

Fiscal 2013 Acquisitions

Official Payments Holdings, Inc.

On November 5, 2013, the Company completed the tender offer for Official Payments Holdings, Inc. (“OPAY”) and all its subsidiaries. The Company paid approximately \$139.8 million using cash on hand and a temporary draw on the Revolving Credit Facility for the common stock outstanding. As a leading provider of electronic bill payment solutions in the U.S., serving federal, state and local governments, municipal utilities, higher education institutions and charitable giving organizations, OPAY’s team, user base and vertical expertise make it an ideal match for the Company. The acquisition will further extend the Company’s presence in the Electronic Bill Presentment and Payment (“EBPP”) space, expanding its portfolio across key sectors including federal, state and local governments, municipal utilities, higher education institutions and charitable giving organizations.

The Company paid \$8.35 per share of common stock. Each outstanding option to acquire OPAY common stock was canceled and terminated at the effective time of the acquisition and converted into the right to receive cash with respect to the number of shares of OPAY common stock that would have been issuable upon a net exercise of such option, assuming the market value of the OPAY common stock at the time of such exercise was equal to the \$8.35 per common stock tender offer. Any outstanding option with a per share exercise price that was greater than or equal to such amount was cancelled and terminated and no payment was made with respect thereto. In addition, each OPAY restricted stock unit award outstanding immediately prior to the effective time of the tender offer was fully vested and cancelled, and each holder of such awards became entitled to receive the \$8.35 per common stock tender offer for each share of OPAY common stock into which the vested portion of the awards would otherwise have been converted.

The acquisition will be accounted for using the acquisition method of accounting with the Company identified as the acquirer. Under the acquisition method of accounting, the Company will record all assets acquired and liabilities assumed at their respective acquisition-date fair values. The Company has not completed the valuation analysis and calculations necessary to finalize the required purchase price allocations. In addition to goodwill, the final purchase price allocation may include allocations to intangible assets such as trademarks and trade names, developed technology and customer-related assets.

Online Resources Corporation

On March 11, 2013, the Company completed the exchange offer for Online Resources Corporation (“ORCC”) and all its subsidiaries. The Company paid cash of \$3.85 per share of common stock for approximately \$132.9 million and \$127.2 million for the Series A-1 Convertible Preferred Stock for a total purchase price of \$260.1 million (the “Merger”). The Company has included the financial results of ORCC in the condensed consolidated financial statements from the date of acquisition. As a leading provider of online banking and full service bill pay solutions, the acquisition of ORCC adds EBPP solutions as a strategic part of ACI’s Universal Payments portfolio. It also strengthens the Company’s online banking capabilities with complementary technology, and expands the Company’s leadership in serving community banking and credit union customers.

Each outstanding option to acquire ORCC common stock was canceled and terminated at the effective time of the Merger and converted into the right to receive an equivalent number of options to purchase ACI common stock. Each ORCC restricted stock unit was vested immediately prior to the effective time of the Merger and received \$3.85 per share.

The Company used funds from the \$300.0 million of senior bank financing arranged through Wells Fargo Securities, LLC to fund the acquisition. See Note 3, *Debt*, for terms of the financing arrangement.

The Company incurred approximately \$5.4 million in transaction related expenses during the nine months ended September 30, 2013, including fees to the investment bank, legal and other professional fees, which are included in general and administrative expenses in the accompanying condensed consolidated statement of operations.

ORCC contributed approximately \$36.6 million in revenue and \$2.1 million in operating income for the three months ended September 30, 2013, which includes severance expense related to the integration activities. ORCC contributed approximately \$83.8 million in revenue and \$2.6 million in operating income for the nine months ended September 30, 2013, which includes severance expense related to the integration activities.

[Table of Contents](#)

The consideration paid by the Company to complete the Merger has been allocated preliminarily to the assets acquired and liabilities assumed based upon their estimated fair values as of the date of the acquisition. The allocation of purchase price is based upon certain external valuations and other analyses that have not been completed as of the date of this filing, including, but not limited to, deferred revenue and certain tax matters. Accordingly, the purchase price allocations are preliminary and are subject to future adjustments during the maximum one-year allocation period.

In connection with the acquisition, the Company recorded the following amounts based upon its preliminary purchase price allocation during the nine months ended September 30, 2013, which are subject to completion of the valuation and other analyses (in thousands, except weighted-average useful lives):

	<u>Amount</u>	<u>Weighted-Average Useful Lives</u>
Current assets:		
Cash and cash equivalents	\$ 9,930	
Billed and accrued receivables, net	19,394	
Deferred income taxes, net	16,306	
Other current assets	11,377	
Total current assets acquired	<u>57,007</u>	
Noncurrent assets:		
Property and equipment	7,335	
Goodwill	126,810	
Software	62,215	10 years
Customer relationships	68,750	15 years
Trademarks	3,050	5 years
Other noncurrent assets	2,090	
Total assets acquired	<u>327,257</u>	
Current liabilities:		
Accounts payable	15,393	
Accrued employee compensation	10,549	
Note payable	7,500	
Other current liabilities	5,680	
Total current liabilities acquired	<u>39,122</u>	
Noncurrent liabilities:		
Deferred income taxes, net	24,079	
Other noncurrent liabilities acquired	3,938	
Total liabilities acquired	<u>67,139</u>	
Net assets acquired	<u>\$260,118</u>	

The Company made adjustments to the preliminary purchase price allocation as additional information became available to deferred income taxes, property and equipment, software, accounts payable, other current and noncurrent liabilities. These adjustments and any resulting adjustments to the statements of operations were not material to the Company's previously reported operating results or financial position.

Factors contributing to the purchase price that resulted in the goodwill (which is not tax deductible) include the acquisition of management, sales, and technology personnel with the skills to market new and existing products of the Company, enhanced product capabilities, complementary products and customers.

[Table of Contents](#)

Profesionales en Transacciones Electronicas S.A.

During the first quarter of 2013, the Company acquired 100% of Profesionales en Transacciones Electronicas S.A. – Venezuela (“PTESA-V”), 100% of Profesionales en Transacciones Electronicas S.A. – Ecuador (“PTESA-E”), and the ACI related assets of Profesionales en Transacciones Electronicas S.A. – Colombia (“PTESA-C”), collectively “PTESA”. The common stock of PTESA-E and PTESA-V were acquired for \$2.8 million and the assets of PTESA-C were acquired for \$11.4 million, for a total aggregate purchase price of \$14.2 million. The Company has included the financial results of PTESA in our condensed consolidated financial statements from the date of acquisition. PTESA has been a long-term partner of the Company, serving customers in South America in sales, service and support functions. The addition of the PTESA team to the Company reinforces its commitment to serve the Latin American market.

The aggregate purchase price of PTESA of \$14.2 million was paid in cash. The consideration paid by the Company to complete the acquisition has been preliminarily allocated to the assets acquired and liabilities assumed based upon their estimated fair values as of the date of the acquisition, including \$7.2 million of goodwill and \$7.7 million of customer relationships with a weighted-average useful life of 14 years. The allocation of purchase price is based upon certain external valuations and other analyses that have not been completed as of the date of this filing, including, but not limited to, certain tax matters. Accordingly, the purchase price allocations are preliminary and are subject to future adjustments during the maximum one-year allocation period.

Factors contributing to the purchase price that resulted in the goodwill (approximately \$1.5 million of which is not tax deductible) include the acquisition of management, sales, and services personnel with the skills to market and support products of the Company in the Latin America region. Pro forma results are not presented because they are not material.

Fiscal 2012 Acquisitions

Distra Pty Ltd

On September 18, 2012, the Company closed the acquisition of 100% of Distra Pty Ltd (“Distra”). The Company has included the financial results of Distra in our condensed consolidated financial statements from the date of acquisition. The Distra Universal Payments Platform delivers a fault-tolerant, Service-Oriented Architecture (SOA)-based payments platform that helps to significantly reduce the risk and cost of payments transformation without compromising security, performance, scalability and reliability. The integration of the Company’s and Distra’s technologies will enable financial institutions, processors and retailers to enhance the flexibility and performance of their existing payments infrastructure to address market needs, such as mobile, social channels and payment service hubs. In addition, this acquisition will enable the Company’s payment products to integrate more tightly with customers’ enterprise architectures, reducing their total cost of ownership.

The aggregate purchase price of Distra was \$49.8 million and was paid with existing cash balances. The consideration paid by the Company to complete the acquisition has been allocated to the assets acquired and liabilities assumed based upon their estimated fair values as of the date of the acquisition. The allocation of purchase price is based upon certain external valuations and other analyses that have been completed as of the date of this filing.

[Table of Contents](#)

In connection with the acquisition, the Company recorded the following amounts based upon its purchase price allocation as of the date of the acquisition (in thousands, except weighted-average useful lives):

	<u>Amount</u>	<u>Weighted-Average Useful Lives</u>
Total current assets acquired	\$ 1,492	
Noncurrent assets:		
Goodwill	21,307	
Software	18,802	7 years
Customer relationships	6,200	10 years
Deferred income taxes	4,113	
Other noncurrent assets	96	
Total assets acquired	<u>52,010</u>	
Current liabilities acquired	<u>2,260</u>	
Net assets acquired	<u>\$49,750</u>	

The Company made final adjustments to the preliminary purchase price allocation as additional information became available to deferred income taxes and other current liabilities. These adjustments and any resulting adjustments to the statements of operations were not material to the Company's previously reported operating results or financial position.

Factors contributing to the purchase price that resulted in the goodwill (which is not tax deductible) include the acquisition of management, technical, and services personnel with the skills to support products of the Company in addition to the enhanced focus on product innovation and enabling cross-selling opportunities when coupled with the Company's suite of payments products. Pro forma results are not presented because they are not material.

North Data Uruguay S.A.

On May 24, 2012, the Company closed the acquisition of North Data Uruguay S.A. ("North Data"). The Company has included the financial results of North Data in our condensed consolidated financial statements from the date of acquisition. North Data had been a long-term partner of the Company, serving customers in South America in sales, service and support functions. The addition of the North Data team to the Company reinforces its commitment to serve the Latin American market.

The aggregate purchase price of North Data was \$4.6 million, which included cash acquired of \$0.1 million. The consideration paid by the Company to complete the acquisition has been allocated to the assets acquired and liabilities assumed based upon their estimated fair values as of the date of the acquisition, including \$3.5 million of goodwill and \$2.2 million of customer relationships with a weighted-average useful life of 12.6 years.

Factors contributing to the purchase price that resulted in the goodwill (which is not tax deductible) include the acquisition of management, sales, and services personnel with the skills to market and support products of the Company in the Latin America region. Pro forma results are not presented because they are not material.

S1 Corporation

On February 10, 2012, the Company completed the exchange offer for S1 Corporation and all its subsidiaries ("S1"). The acquisition was effectively closed on February 13, 2012 for approximately \$368.7 million in cash and 5.9 million shares of the Company's stock, including 95,500 shares reissued from Treasury stock, resulting in a total purchase price of \$587.3 million (the "Merger"). The Company has included the financial results of S1 in our condensed consolidated financial statements from the date of acquisition. The combination of the Company and S1 has created a leader in the global enterprise payments industry. The combined company has enhanced scale, breadth, and additional capabilities, as well as a complementary suite of products that will better serve the entire spectrum of financial institutions, processors and retailers.

The Company used \$73.7 million of its cash balance for the acquisition in addition to \$295.0 million of senior bank financing arranged through Wells Fargo Securities, LLC. See Note 3, *Debt*, for terms of the financing arrangement.

[Table of Contents](#)

The consideration paid by the Company to complete the acquisition has been allocated to the assets acquired and liabilities assumed based upon their estimated fair values as of the date of the acquisition.

In connection with the acquisition, the Company recorded the following amounts based upon its purchase price allocation during the year ended December 31, 2012 (in thousands, except weighted-average useful lives):

	<u>Amount</u>	<u>Weighted-Average Useful Lives</u>
Current assets:		
Cash and cash equivalents	\$ 97,748	
Billed and accrued receivables, net	65,329	
Other current assets	16,791	
Total current assets acquired	<u>179,868</u>	
Noncurrent assets:		
Property and equipment	18,440	
Goodwill	256,244	
Software	87,517	5 - 10 years
Customer relationships	108,690	10 - 20 years
Trademarks	4,500	3 years
Covenant not to compete	360	3 years
Deferred income tax	40,634	
Other noncurrent assets	11,004	
Total assets acquired	<u>707,257</u>	
Current liabilities:		
Deferred revenue	34,671	
Accrued employee compensation	34,689	
Other current liabilities	28,387	
Total current liabilities acquired	<u>97,747</u>	
Noncurrent liabilities:		
Deferred income tax	15,795	
Other noncurrent liabilities acquired	6,431	
Total liabilities acquired	<u>119,973</u>	
Net assets acquired	<u>\$587,284</u>	

Factors contributing to the purchase price that resulted in the goodwill (which is not tax deductible) include the acquisition of management, sales, and technology personnel with the skills to market new and existing products of the Company, enhanced global product capabilities, and complementary products and customers.

Unaudited Pro Forma Financial Information

The pro forma financial information in the table below presents the combined results of operations for ACI and ORCC as if the acquisition had occurred January 1, 2012 and S1 as if the acquisition had occurred on January 1, 2011 (in thousands, except per share data). The pro forma information is shown for illustrative purposes only and is not necessarily indicative of future results of operations of the Company or results of operations of the Company that would have actually occurred had the transactions been in effect for the periods presented. This pro forma information is not intended to represent or be indicative of actual results had the acquisition occurred as of the beginning of each period, nor is it necessarily indicative of future results and does not reflect potential synergies, integration costs, or other such costs or savings. Certain pro forma adjustments have been made to net income (loss) for the three and nine months ended September 30, 2013 and 2012 to give effect to estimated adjustments to expenses to remove the amortization on eliminated ORCC and S1 historical identifiable intangible assets and added amortization expense for the value of identified intangibles acquired in the acquisitions (primarily acquired software, customer relationships, trade names, and covenants not to compete), adjustments to interest expense to reflect the elimination of preexisting ORCC and S1 debt and added estimated interest expense on the Company's additional Term Credit Facility and Revolving Credit Facility borrowings and to eliminate share-based compensation expense for eliminated positions. Additionally, certain transaction expenses that are a direct result of the acquisitions have been excluded from the three and nine months ended September 30, 2013 and 2012.

[Table of Contents](#)

	Pro Forma Results of Operations for the Three Months Ended September 30,		Pro Forma Results of Operations for the Nine Months Ended September 30,	
	2013	2012	2013	2012
Total Revenues	\$ 213,939	\$ 201,238	\$ 615,215	\$ 612,784
Net income	9,603	11,532	12,252	17,542
Income per share				
Basic	\$ 0.25	\$ 0.29	\$ 0.31	\$ 0.46
Diluted	\$ 0.24	\$ 0.28	\$ 0.30	\$ 0.44

3. Debt

Credit Facility

As of September 30, 2013, we had \$464.3 million outstanding under our Term Credit Facilities, with up to \$250.0 million of unused borrowings under the Revolving Credit Facility portion of the Credit Agreement, as amended. The amount of unused borrowings actually available varies in accordance with the terms of the agreement.

On November 10, 2011, the Company entered into the Credit Agreement (the "Credit Agreement"), as amended March 7, 2013, with a syndicate of financial institutions, as lenders, and Wells Fargo Bank, National Association ("Wells Fargo"), as Administrative Agent, providing for revolving loans, swingline loans, letters of credit and a term loan. The Credit Agreement consists of a five-year \$250.0 million senior secured revolving credit facility (the "Revolving Credit Facility"), which includes a sublimit for the issuance of standby letters of credit and a sublimit for swingline loans, and a five-year \$500.0 million senior secured term loan facility (the "Term Credit Facility" and, together with the Revolving Credit Facility, the "Credit Facility"). The Credit Agreement also allows the Company to request optional incremental term loans and increases in the revolving commitment.

On November 10, 2011, the Company borrowed an aggregate principal amount of \$75.0 million under the Revolving Credit Facility. On February 10, 2012, the Company borrowed an additional \$95.0 million under the Revolving Credit Facility and \$200.0 million under the term Credit Facility, bringing the total aggregate principal balance to \$370.0 million. These additional borrowings were used in connection with the S1 acquisition that was completed on February 13, 2012. In connection with obtaining the credit agreement, the Company incurred debt issue costs of \$12.8 million, \$11.8 million of which was paid during the year-ended 2011.

On March 11, 2013, the Company borrowed an additional \$300 million under the Term Credit Facility as amended. These additional borrowings were used in connection with the ORCC acquisition that was completed on March 11, 2013. In connection with the amendment the Company incurred debt issue costs of \$9.5 million, all of which were paid as of September 30, 2013.

On August 20, 2013, the Company completed a \$300.0 million offering of 6.375% Senior Notes due in 2020 (the "Notes") at an issue price of 100% of the principal amount in a private placement for resale to qualified institutional buyers. The Notes bear an interest rate of 6.375% per annum, payable semi-annually in arrears on August 15 and February 15 of each year, commencing on February 15, 2014. Interest will accrue from August 20, 2013. The Notes will mature on August 15, 2020. In connection with the issuance of the Notes the Company incurred debt issue costs of \$5.9 million, \$5.3 million of which was paid as of September 30, 2013.

On August 20, 2013, upon the consummation of the offering of the Notes, the Fourth Amendment to the Credit Agreement originally entered into on November 10, 2011, became effective. The Fourth Amendment, among other things, extends the maturity date of the loans under the credit facility to August 20, 2018, and increases the amount the Company may request for optional incremental term loans and/or increases in the revolving commitment from \$200.0 million to \$300.0 million. The Fourth Amendment does not impact the interest rate schedule previously applied to the Credit Agreement. In connection with the amendment the Company incurred debt issue costs of \$1.7 million, \$1.6 million of which was paid as of September 30, 2013.

[Table of Contents](#)

Borrowings under the Credit Facility bear interest at a rate per annum equal to, at the Company's option, either (a) a base rate determined by reference to the highest of (1) the rate of interest per annum publicly announced by the Administrative Agent as its Prime Rate, (2) the federal funds effective rate plus 0.50 of 1% and (3) a LIBOR based rate determined by reference to the costs of funds for U.S. dollar deposits for a one-month interest period adjusted for certain additional costs plus 1% or (b) a LIBOR based rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, in each case plus an applicable margin. The applicable margin for borrowings under the Revolving Credit Facility is, based on the calculation of the applicable consolidated total leverage ratio, between 0.50% to 1.50% with respect to base rate borrowings and between 1.50% and 2.50% with respect to LIBOR based borrowings. Interest is due and payable monthly. The interest rate in effect at September 30, 2013 was 2.43%.

In addition to paying interest on the outstanding principal under the Credit Facility, the Company is required to pay a commitment fee in respect of the unutilized commitments under the Revolving Credit Facility, payable quarterly in arrears. The Company is also required to pay letter of credit fees on the maximum amount available to be drawn under all outstanding letters of credit in an amount equal to the applicable margin on LIBOR based borrowings under the Revolving Credit Facility on a per annum basis, payable quarterly in arrears, as well as customary fronting fees for the issuance of letters of credit fees and agency fees.

The Company is permitted to voluntarily reduce the unutilized portion of the commitment amount and repay outstanding loans under the Credit Facility at any time without premium or penalty, other than customary "breakage" costs with respect to LIBOR based loans.

Maturities on long-term debt outstanding at September 30, 2013 are as follows (amounts in thousands):

<u>Fiscal year ending</u> <u>December 31,</u>	
Remainder of 2013	\$ 8,871
2014	47,312
2015	65,055
2016	70,969
2017	70,969
2018	201,077
Thereafter	<u>300,000</u>
Total	<u>764,253</u>

The Credit Agreement also contains certain customary mandatory prepayment provisions. If certain events, as specified in the Credit Agreement, shall occur, the Company may be required to repay all or a portion of the amounts outstanding under the Credit Facility.

The Credit Facility will mature on August 20, 2018. The Revolving Credit Facility will not amortize and the Term Credit Facility will amortize, with principal payable in consecutive quarterly installments.

The Company's obligations and the obligations of the guarantors under the Guaranty and cash management arrangements entered into with lenders under the Credit Facility (or affiliates thereof) are secured by first-priority security interests in substantially all assets of the Company and any guarantor, including 100% of the capital stock of ACI Corporation and each domestic subsidiary of the Company, each domestic subsidiary of any guarantor and 65% of the voting capital stock of each foreign subsidiary of the Company that is directly owned by the Company or a guarantor, and in each case, is subject to certain exclusions set forth in the credit documentation governing the Credit Facility.

The Credit Agreement contains certain customary affirmative covenants and negative covenants that limit or restrict, subject to certain exceptions, the incurrence of liens, indebtedness of subsidiaries, mergers, advances, investments, acquisitions, transactions with affiliates, change in nature of business and the sale of the assets. The Company is also required to maintain a consolidated leverage ratio at or below a specified amount and a consolidated fixed charge coverage ratio at or above a specified amount. If an event of default, as specified in the Credit Agreement, shall occur and be continuing, the Company may be required to repay all amounts outstanding under the Credit Facility. As of September 30, 2013, and at all times during the period, the Company was in compliance with its debt covenants.

The fair value of our Credit Agreement approximates the carrying value due to the floating interest rate (Level 2 of the fair value hierarchy). The fair value of our Notes approximates the carrying value at September 30, 2013.

4. Stock-Based Compensation Plans

Employee Stock Purchase Plan

Under the Company's 1999 Employee Stock Purchase Plan, as amended (the "ESPP"), a total of 1,500,000 shares of the Company's common stock have been reserved for issuance to eligible employees. Participating employees are permitted to designate up to the lesser of \$25,000 or 10% of their annual base compensation for the purchase of common stock under the ESPP. Purchases under the ESPP are made one calendar month after the end of each fiscal quarter. The price for shares of common stock purchased under the ESPP is 85% of the stock's fair market value on the last business day of the three-month participation period. Shares issued under the ESPP during the nine months ended September 30, 2013 and 2012 totaled 32,066 and 30,131, respectively.

Stock-Based Payments

A summary of stock options issued pursuant to the Company's stock incentive plans is as follows:

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value of In-the-Money Options
Outstanding as of December 31, 2012	2,968,582	\$ 27.15		
Granted	86,480	44.08		
Exercised	(410,263)	23.61		
Forfeited	(58,053)	38.34		
Expired	(429)	28.94		
Outstanding as of September 30, 2013	<u>2,586,317</u>	<u>\$ 28.03</u>	<u>4.95</u>	<u>\$ 67,331,959</u>
Exercisable as of September 30, 2013	<u>1,514,104</u>	<u>\$ 25.45</u>	<u>4.36</u>	<u>\$ 43,325,255</u>

As of September 30, 2013, the Company expects that 94.3% of the options will vest over the vesting period.

The weighted-average grant date fair value of stock options granted during the nine months ended September 30, 2013 and 2012 was \$24.05 and \$22.89, respectively. The Company issued treasury shares for the exercise of stock options during the nine months ended September 30, 2013 and 2012. The total intrinsic value of stock options exercised during the nine months ended September 30, 2013 and 2012 was \$10.4 million and \$16.0 million, respectively.

The fair value of options granted during the three and nine months ended September 30, 2013 and 2012 was estimated on the date of grant using the Black-Scholes option-pricing model, a pricing model acceptable under U.S. GAAP, with the following weighted-average assumptions:

	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2012
Expected life (years)	5.55	8.64	5.55	8.01
Interest rate	1.7%	1.8%	0.7%	1.3%
Volatility	47.1%	47.6%	51.1%	52.4%
Dividend yield	—	—	—	—

Expected volatilities are based on the Company's historical common stock volatility derived from historical stock price data for historical periods commensurate with the options' expected life. The expected life is the average number of years that the Company estimated that the options will be outstanding, based primarily on historical employee option exercise behavior. The risk-free interest rate is based on the implied yield currently available on United States Treasury zero coupon issues with a term equal to the expected term at the date of grant of the options. The expected dividend yield is zero as the Company has historically paid no dividends and does not anticipate dividends to be paid in the future.

[Table of Contents](#)

Stock Incentive Plan – ORCC Corporation Stock Incentive Plan, as amended and restated

In relation to the acquisition of ORCC discussed in Note 2, the Company amended the ORCC Stock Incentive Plan, as previously amended and restated (the “ORCC Incentive Plan”). Stock options were granted to ORCC employees by ORCC prior to acquisition by the Company under the ORCC Incentive Plan. Outstanding ORCC options were converted into ACI options in accordance with the terms of the Transaction Agreement. These are the only equity awards currently outstanding under the ORCC Incentive Plan and no further grants will be made.

A summary of transaction stock options issued pursuant to the Company’s stock incentive plans is as follows:

	<u>Number of Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Weighted-Average Remaining Contractual Term (Years)</u>	<u>Aggregate Intrinsic Value of In-the-Money Options</u>
Outstanding as of December 31, 2012	—	\$ —		
Transaction stock options converted upon acquisition of ORCC	37,468	91.92		
Exercised	(4,925)	41.76		
Cancelled	(6,699)	98.59		
Outstanding as of September 30, 2013	<u>25,844</u>	<u>\$ 99.75</u>	<u>1.94</u>	<u>\$ 40,221</u>
Exercisable as of September 30, 2013	<u>25,844</u>	<u>\$ 99.75</u>	<u>1.94</u>	<u>\$ 40,221</u>

A summary of nonvested long-term incentive program performance share awards (“LTIP performance shares”) outstanding as of September 30, 2013 and changes during the period are as follows:

<u>Nonvested LTIP Performance Shares</u>	<u>Number of Shares at Expected Attainment</u>	<u>Weighted-Average Grant Date Fair Value</u>
Nonvested as of December 31, 2012	1,101,484	\$ 28.14
Granted	14,686	47.63
Forfeited	(46,531)	37.19
Vested	(327,576)	16.83
Nonvested as of September 30, 2013	<u>742,063</u>	<u>\$ 32.95</u>

During the nine months ended September 30, 2013, 327,576 shares of the LTIPs vested. The Company withheld 112,754 of those shares to pay the employees’ portion of the minimum payroll withholding taxes.

A summary of nonvested restricted share awards (“RSAs”) as of September 30, 2013 and changes during the period are as follows:

<u>Nonvested Restricted Share Awards</u>	<u>Number of Restricted Share Awards</u>	<u>Weighted-Average Grant Date Fair Value</u>
Nonvested as of December 31, 2012	69,238	\$ 41.02
Granted	7,420	46.07
Vested	(24,729)	38.93
Nonvested as of September 30, 2013	<u>51,929</u>	<u>\$ 42.74</u>

During the nine months ended September 30, 2013, 24,729 shares of the RSAs vested. The Company withheld 9,011 of those shares to pay the employees’ portion of the minimum payroll withholding taxes.

[Table of Contents](#)

Stock Incentive Plan – S1 Corporation 2003 Stock Incentive Plan, as amended and restated

In relation to the acquisition of S1 Corporation discussed in Note 2, the Company amended the S1 Corporation 2003 Stock Incentive Plan, as previously amended and restated (the “S1 2003 Incentive Plan”). Restricted share awards (“RSAs”) were granted to S1 employees by S1 Corporation prior to the acquisition by the Company in accordance with the terms of the Transaction Agreement (“Transaction RSAs”) under the S1 2003 Incentive Plan. These are the only equity awards currently outstanding under the S1 2003 Incentive Plan and no further grants will be made.

Under the terms of the Transaction Agreement with S1, upon the acquisition, the S1 Transaction RSAs were converted to RSAs of the Company’s stock. These awards have requisite service periods of four years and vest in increments of 25% on the anniversary of the original grant date of November 9, 2011. If an employee was terminated without cause within 12 months from the acquisition date, the RSAs 100% vest. Stock is issued without direct cost to the employee. The RSA grants provide for the payment of dividends on the Company’s common stock, if any, to the participant during the requisite service period (vesting period) and the participant has voting rights for each share of common stock. The conversion of the Transaction RSAs was treated as a modification and as such, they were valued immediately prior to and after modification. The Company recognizes compensation expense for RSAs on a straight-line basis over the requisite service period. The incremental fair value as measure upon modification will be recognized on a straight-line basis from modification date through the end of the requisite service period.

A summary of nonvested Transaction RSAs issued under the S1 2003 Stock Incentive Plan as of September 30, 2013 and changes during the period are as follows:

<u>Nonvested Transaction Restricted Share Awards</u>	<u>Number of Restricted Share Awards</u>	<u>Weighted-Average Grant Date Fair Value</u>
Nonvested as of December 31, 2012	50,244	\$ 35.41
Forfeited	(14,678)	35.41
Nonvested as of September 30, 2013	<u>35,566</u>	<u>\$ 35.41</u>

As of September 30, 2013, there were unrecognized compensation costs of \$7.3 million related to nonvested stock options, \$2.7 million related to the nonvested RSAs, and \$9.9 million related to the LTIP performance shares, which the Company expects to recognize over weighted-average periods of 1.8 years, 2.1 years and 1.9 years, respectively.

The Company recorded stock-based compensation expenses for the three months ended September 30, 2013 and 2012 related to stock options, LTIP performance shares, RSAs, and the ESPP of \$3.4 million and \$2.6 million, respectively, with corresponding tax benefits of \$1.3 million and \$0.9 million, respectively. The Company recorded stock-based compensation expenses for the nine months ended September 30, 2013 and 2012 related to stock options, LTIP performance shares, RSAs, and the ESPP of \$11.1 million and \$11.7 million, respectively, with corresponding tax benefits of \$4.2 million for both periods. Tax benefits in excess of the option’s grant date fair value are classified as financing cash flows. Estimated forfeiture rates, stratified by employee classification, have been included as part of the Company’s calculations of compensation costs. The Company recognizes compensation costs for stock option awards that vest with the passage of time with only service conditions on a straight-line basis over the requisite service period.

Cash received from option exercises for the nine months ended September 30, 2013 and 2012 was \$9.9 million and \$15.1 million, respectively. The actual tax benefit realized for the tax deductions from option exercises totaled \$3.9 million and \$5.8 million for the nine months ended September 30, 2013 and 2012, respectively.

5. Goodwill

Changes in the carrying amount of goodwill during the nine months ended September 30, 2013, were as follows (in thousands):

	<u>Americas</u>	<u>EMEA</u>	<u>Asia/Pacific</u>	<u>Total</u>
Gross Balance prior to December 31, 2012	\$316,222	\$158,653	\$ 73,698	\$548,573
Total impairment prior to December 31, 2012	(47,432)	—	—	(47,432)
Balance as of December 31, 2012	268,790	158,653	73,698	501,141
Goodwill from acquisitions (1)	133,998	—	(832)	133,166
Foreign currency translation adjustments	(483)	638	(3,723)	(3,568)
Balance as of September 30, 2013	<u>\$402,305</u>	<u>\$159,291</u>	<u>\$ 69,143</u>	<u>\$630,739</u>

[Table of Contents](#)

- (1) Addition relates to the goodwill acquired in the acquisition of ORCC and PTESA as discussed in Note 2 as well as adjustments to Distra. The purchase price allocations for ORCC and PTESA are preliminary as of September 30, 2013 and accordingly are subject to future changes during the maximum one-year allocation period. The purchase price allocation for Distra was finalized during the nine months ended September 30, 2013.

In accordance with ASC 350, *Intangibles – Goodwill and Other*, we assess goodwill for impairment annually during the fourth quarter of our fiscal year using October 1 balances or when there is evidence that events or changes in circumstances indicate that the carrying amount of the asset may not be recovered. We evaluate goodwill at the reporting unit level and have identified our reportable segments, Americas, EMEA, and Asia/Pacific, as our reporting units. Recoverability of goodwill is measured using a discounted cash flow model incorporating discount rates commensurate with the risks involved. Use of a discounted cash flow model is common practice in impairment testing in the absence of available transactional market evidence to determine the fair value.

The calculated fair value was substantially in excess of the current carrying value for all reporting units based upon our October 1, 2012 annual impairment test and there have been no indications of impairment in the subsequent periods.

6. Software and Other Intangible Assets

At September 30, 2013, software net book value totaling \$176.3 million, net of \$87.2 million of accumulated amortization, includes the net book value of software marketed for external sale of \$96.8 million. The remaining software net book value of \$79.5 million is comprised of various software that has been acquired or developed for internal use.

Quarterly amortization of software marketed for external sale is computed using the greater of the ratio of current revenues to total estimated revenues expected to be derived from the software or the straight-line method over an estimated useful life of three to ten years. Software for resale amortization expense recorded in the three months ended September 30, 2013 and 2012 totaled \$3.4 million and \$3.8 million, respectively. Software for resale amortization expense recorded in the nine months ended September 30, 2013 and 2012 totaled \$10.1 million and \$10.0 million, respectively. These software amortization expense amounts are reflected in cost of software license fees in the condensed consolidated statements of operations.

Quarterly amortization of software for internal use is computed using the straight-line method over an estimated useful life of three to ten years. Software for internal use includes software acquired through acquisitions that is used to provide certain of our hosted offerings. Amortization of software for internal use of \$5.0 million and \$3.0 million for the three months ended September 30, 2013 and 2012, respectively, is included in depreciation and amortization in the condensed consolidated statements of operations. Amortization of software for internal use was \$12.8 million and \$8.5 million for the nine months ended September 30, 2013 and 2012, respectively.

The carrying amount and accumulated amortization of the Company's other intangible assets that were subject to amortization at each balance sheet date are as follows (in thousands):

	September 30, 2013			December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Balance	Gross Carrying Amount	Accumulated Amortization	Net Balance
Customer relationships	\$230,112	\$ (44,875)	\$ 185,237	\$157,364	\$ (33,727)	\$ 123,637
Purchased contracts	10,826	(10,826)	—	10,823	(10,549)	274
Trademarks and tradenames	8,897	(3,708)	5,189	5,830	(2,096)	3,734
Covenant not to compete	439	(274)	165	442	(187)	255
	<u>\$250,274</u>	<u>\$ (59,683)</u>	<u>\$ 190,591</u>	<u>\$174,459</u>	<u>\$ (46,559)</u>	<u>\$ 127,900</u>

Other intangible assets amortization expense for the three months ended September 30, 2013 and 2012 totaled \$4.7 million and \$3.2 million, respectively. Other intangible assets amortization expense for the nine months ended September 30, 2013 and 2012 totaled \$13.3 million and \$8.7 million, respectively.

[Table of Contents](#)

Based on capitalized software and other intangible assets at September 30, 2013, estimated amortization expense for future fiscal years is as follows (in thousands):

<u>Fiscal Year Ending December 31,</u>	<u>Software</u> <u>Amortization</u>	<u>Other</u> <u>Intangible</u> <u>Assets</u> <u>Amortization</u>
Remainder of 2013	\$ 8,771	\$ 4,737
2014	32,075	17,600
2015	26,017	14,273
2016	22,204	13,299
2017	18,612	12,626
2018	17,840	12,116
Thereafter	50,744	115,940
Total	<u>\$ 176,263</u>	<u>\$ 190,591</u>

7. Corporate Restructuring and Other Organizational Changes

2013 Activities

Employee Actions

During the three and nine months ended September 30, 2013, the Company reduced its headcount as a part of its integration of its recent acquisitions. In connection with these actions, approximately \$4.8 million and \$8.5 million of termination costs were recognized in general and administrative expense in the accompanying consolidated statements of operations during the three and nine months ended September 30, 2013, respectively. The charges for the three and nine months ended September 30, 2013 were \$1.6 million and \$1.9 million in the EMEA segment, respectively, and \$0.1 million and \$0.4 million in the Asia/Pacific segment, respectively. The remaining expense of \$3.1 million and \$6.2 million was incurred in the Americas segment for the three and nine months ended September 30, 2013, respectively. Approximately \$6.0 million of termination costs were paid during the nine months ended September 30, 2013. The remaining liability is expected to be paid over the next 12 months.

Lease Cease Use Actions

During the three months ended September 30, 2013, the Company ceased use of all or a portion of its leased facilities in North Brunswick, NJ, Columbus, OH, Duluth, GA, and Bangalore, India, which resulted in additional expense of \$0.8 million that was recorded in general and administrative expenses in the accompanying consolidated statements of income for the three and nine months ended September 30, 2013.

2012 Activities

During the nine months ended September 30, 2012, the Company reduced its headcount as a part of its integration with S1. In connection with these actions, approximately \$9.6 million of termination costs were recognized in general and administrative expense in the accompanying consolidated statements of operations during the nine months ended September 30, 2012. The charges, by segment, were as follows for the nine months ended September 30, 2012: \$4.1 million in the Americas segment, \$4.6 million in the EMEA segment, and \$0.9 million in the Asia/Pacific segment. Approximately \$7.9 million of these termination costs were paid during nine months ended September 30, 2012.

The components of corporate restructuring and other reorganization activities from the recent acquisitions are included in the following table (in thousands):

	<u>Severance</u>	<u>Facility</u> <u>Closures</u>	<u>Total</u>
Balance, December 31, 2012	\$ 618	\$ 1,296	\$ 1,914
Restructuring charges incurred	8,503	803	9,306
Amounts paid during the period	(5,974)	(715)	(6,689)
Foreign currency translation	(36)	(38)	(74)
Balance, September 30, 2013	<u>\$ 3,111</u>	<u>\$ 1,346</u>	<u>\$ 4,457</u>

[Table of Contents](#)

The \$3.1 million for unpaid severance is included in accrued employee compensation and the \$1.3 million for unpaid facility closures is included in accrued and other current liabilities in the accompanying condensed consolidated balance sheet at September 30, 2013.

8. Stock Repurchase Plan

As of December 31, 2011, the Company's Board of Directors had approved a stock repurchase program authorizing the Company, from time to time as market and business conditions warrant, to acquire up to \$210 million of its common stock. In February 2012, the Company's Board of Directors approved an increase of \$52.1 million to their current stock repurchase authorization, bringing the total authorization to \$262.1 million.

On September 13, 2012, the Company's Board of Directors approved the repurchase of up to 2,500,000 shares of the Company's common stock, or up to \$113.0 million in place of the remaining repurchase amounts previously authorized.

In July 2013, the Company's Board of Directors approved an additional \$100 million for the stock repurchase program.

The Company repurchased 1,651,708 shares for \$80.6 million under the program during the nine months ended September 30, 2013. Under the program to date, the Company has purchased 11,171,580 shares for approximately \$325.6 million. The maximum remaining authorized for purchase under the stock repurchase program was approximately \$108.3 million as of September 30, 2013.

9. Earnings Per Share

Basic earnings (loss) per share is computed on the basis of weighted average outstanding common shares. Diluted earnings (loss) per share is computed on the basis of basic weighted average outstanding common shares adjusted for the dilutive effect of stock options and other outstanding dilutive securities.

The following table reconciles the average share amounts used to compute both basic and diluted earnings (loss) per share (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Weighted average shares outstanding:				
Basic weighted average shares outstanding	39,125	39,126	39,512	38,323
Add: Dilutive effect of stock options, restricted stock awards and common stock warrants	682	1,586	687	—
Diluted weighted average shares outstanding	<u>39,807</u>	<u>40,712</u>	<u>40,199</u>	<u>38,323</u>

The diluted earnings (loss) per share computation excludes 1.6 million options to purchase shares, restricted share awards, and contingently issuable shares during both the three and nine months ended September 30, 2013, as their effect would be anti-dilutive. The diluted earnings (loss) per share computation excludes 1.4 million and 5.9 million options to purchase shares, restricted share awards, common stock warrants and contingently issuable shares during the three and nine months ended September 30, 2012, respectively, as their effect would be anti-dilutive.

Common stock outstanding as of September 30, 2013 and December 31, 2012 was 38,441,873 and 39,447,773, respectively.

[Table of Contents](#)**10. Other Income (Expense), net**

Other, net is comprised of the following items (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Foreign currency transaction losses	<u>\$(2,913)</u>	<u>\$(1,401)</u>	<u>\$ (785)</u>	<u>\$(2,410)</u>
Realized gain on available-for-sale securities	—	—	—	1,557
Other	<u>(239)</u>	<u>(29)</u>	<u>(721)</u>	<u>(46)</u>
Total	<u><u>\$(3,152)</u></u>	<u><u>\$(1,430)</u></u>	<u><u>\$(1,506)</u></u>	<u><u>\$ (899)</u></u>

11. Accumulated Other Comprehensive Loss

The \$23.5 million accumulated other comprehensive loss included in the Company's consolidated balance sheets represents the accumulated foreign currency translation adjustment. Since the undistributed earnings of the Company's foreign subsidiaries are considered to be permanently reinvested, the components of accumulated other comprehensive loss have not been tax effected.

12. Segment Information

The Company's chief operating decision maker, together with other senior management personnel, currently focus their review of consolidated financial information and the allocation of resources based on reporting of operating results, including revenues and operating income (loss), for the geographic regions of the Americas, EMEA and Asia/Pacific and the Corporate line item. The Company's products are sold and supported through distribution networks covering these three geographic regions, with each distribution network having its own sales force. The Company supplements its distribution networks with independent reseller and/or distributor arrangements. All administrative costs that are not directly attributable or reasonably allocable to a geographic segment are tracked in the Corporate line item. As such, the Company has concluded that its three geographic regions are its reportable segments.

The Company allocates segment support expenses such as global product development, business operations, and product management based upon percentage of revenue per segment. Depreciation and amortization costs are allocated as a percentage of the headcount by segment. The Corporate line item consists of the corporate overhead costs that are not allocated to reportable segments. Corporate overhead costs relate to human resources, finance, legal, accounting, merger and acquisition activity and amortization of acquisition-related intangibles and other costs that are not considered when management evaluates segment performance.

[Table of Contents](#)

The following is selected segment financial data for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Revenues:				
Americas	\$ 136,812	\$ 87,766	\$ 369,504	\$ 243,674
EMEA	51,692	42,844	145,982	137,252
Asia/Pacific	25,435	24,452	66,280	61,558
	<u>\$213,939</u>	<u>\$155,062</u>	<u>\$ 581,766</u>	<u>\$ 442,484</u>
Income (loss) before income taxes:				
Americas	\$ 36,320	\$ 19,714	\$ 79,612	\$ 55,250
EMEA	14,968	13,493	43,176	37,365
Asia/Pacific	10,641	7,406	19,828	15,384
Corporate	(42,820)	(36,133)	(123,956)	(116,742)
	<u>\$ 19,109</u>	<u>\$ 4,480</u>	<u>\$ 18,660</u>	<u>\$ (8,743)</u>
			September 30,	December 31,
			2013	2012
Total assets:				
Americas - United States			\$ 1,024,207	\$ 635,558
Americas - Other			42,395	26,580
EMEA			390,854	404,016
Asia/Pacific			144,039	184,732
			<u>\$ 1,601,495</u>	<u>\$ 1,250,886</u>

No single customer accounted for more than 10% of the Company's consolidated revenues during the three and nine months ended September 30, 2013 and 2012. No other country outside the United States accounted for more than 10% of the Company's consolidated revenues during the three and nine months ended September 30, 2013 and 2012.

13. Income Taxes

The effective tax rate for the three and nine months ended September 30, 2013 was 28.0% and 27.8%, respectively. The earnings of the Company's foreign entities for the three and nine months ended September 30, 2013 were \$7.4 million and \$18.9 million, respectively. The tax rates in the foreign jurisdictions in which the Company operates are less than the domestic tax rate. The effective tax rate for the three and nine months ended September 30, 2013 was positively impacted by foreign profits taxed at lower rates. The effective tax rate for the nine months ended September 30, 2013 was also positively impacted by the recognition of \$1.4 million tax benefit as a result of implementing the 2012 American Taxpayer Relief Act and negatively impacted by acquisition related expenses that are not deductible for tax purposes as well as an increase in the valuation allowance against foreign tax credits as a result of the acquisition of ORCC.

The Company reported a tax benefit for the three months ended September 30, 2012 while reporting a pretax profit for the same period. The resulting effective tax rate is negative. The effective tax rate for the nine months ended September 30, 2012 was 90.6%. The earnings of the Company's foreign entities for the three and nine months ended September 30, 2012 was \$14.5 million and \$37.0 million, respectively. The tax rates in the foreign jurisdictions in which the Company operates are less than the Company's domestic rate. The effective tax rate for the three and nine months ended September 30, 2012 was positively impacted by foreign profits taxed at lower rates and a domestic loss taxed at a higher rate. The effective tax rate for the three and nine months ended September 30, 2012 was positively impacted by a \$1.6 million release of an accrued tax liability and a favorable adjustment of \$1.0 million to the Company's uncertain tax positions as the statute of limitations expired for the tax returns to which they are associated during the nine months ended September 30, 2012. The effective tax rate for the nine months ended September 30, 2012 was positively impacted by a \$1.4 million release of a valuation allowance during the nine months ended September 30, 2012. The valuation allowance was released based upon evidence that one of the Company's foreign entities will be able to fully utilize its remaining tax losses.

[Table of Contents](#)

The Company's effective tax rate could fluctuate significantly on a quarterly basis and could be negatively affected to the extent earnings are lower in the countries in which the Company operates that have a lower statutory rate or higher in the countries in which it operates that have a higher statutory rate or to the extent it has losses sustained in countries where the future utilization of those losses is uncertain. The Company's effective tax rate could also fluctuate due to changes in the valuation of its deferred tax assets or liabilities, or by changes in tax laws, regulations, accounting principles, or interpretations thereof. In addition, the Company is occasionally subject to examination of its income tax returns by tax authorities in the jurisdictions in which it operates. The Company regularly assesses the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of its provision for income taxes.

The amount of unrecognized tax benefits for uncertain tax positions was \$15.5 million as of September 30, 2013 and \$13.1 million as of December 31, 2012, excluding related liabilities for interest and penalties of \$2.1 million and \$1.8 million as of September 30, 2013 and December 31, 2012, respectively. The amount of unrecognized tax benefits for uncertain tax positions increased by \$1.9 million and \$0.4 million during the nine months ended September 30, 2013 for the uncertain tax positions of ORCC and PTESA, respectively, which were included in the preliminary purchase price allocation.

The Company believes it is reasonably possible that the total amount of unrecognized tax benefits will decrease within the next 12 months by approximately \$2.0 million, due to the settlement of various audits and the expiration of statutes of limitation.

14. Commitments and Contingencies

Operating Leases Acquired

Through the acquisitions of ORCC and PTESA, the Company obtained leases of office space and equipment under operating leases that run through July 2017. These leases do not impose restrictions as to the Company's ability to pay dividends or borrow funds, or otherwise restrict the Company's ability to conduct business. On a limited basis, certain of the lease arrangements include escalation clauses which provide for rent adjustments due to inflation changes with the expense recognized on a straight-line basis over the term of the lease. Lease payments subject to inflation adjustments do not represent a significant portion of the Company's future minimum lease payments. A number of the leases provide renewal options, but in all cases such renewal options are at the election of the Company. Certain of the lease agreements provide the Company with the option to purchase the leased equipment at its fair market value at the conclusion of the lease term.

Aggregate minimum operating lease payments under these newly obtained agreements in future fiscal years are as follows (in thousands):

<u>Fiscal Year Ending December 31,</u>	<u>Operating Leases</u>
Remainder of 2013	\$ 1,238
2014	4,245
2015	2,123
2016	1,967
2017	342
Total minimum lease payments	<u>\$ 9,915</u>

New Operating Leases entered into in 2013

In addition to the leases acquired through the acquisition of ORCC, the Company entered into several new operating lease agreements of office space during the nine months ended September 30, 2013. The new leases run through April 2018. These leases do not impose restrictions as to the Company's ability to pay dividends or borrow funds, or otherwise restrict the Company's ability to conduct business. On a limited basis, certain of the lease arrangements include escalation clauses which provide for rent adjustments due to inflation changes with the expense recognized on a straight-line basis over the term of the lease. Lease payments subject to inflation adjustments do not represent a significant portion of the Company's future minimum lease payments. A number of the leases provide renewal options, but in all cases such renewal options are at the election of the Company.

[Table of Contents](#)

<u>Fiscal Year Ending December 31,</u>	<u>Operating Leases</u>
Remainder of 2013	\$ 163
2014	651
2015	635
2016	609
2017	624
Thereafter	471
Total minimum lease payments	<u>\$ 3,153</u>

Legal Proceedings

From time to time, the Company is involved in various litigation matters arising in the ordinary course of its business. The Company is not currently a party to any legal proceedings, the adverse outcome of which, individually or in the aggregate, the Company believes would be likely to have a material effect on the Company's financial condition, results of operations or cash flows.

Indemnities

Under certain customer contracts acquired in the acquisitions of S1 and ORCC, the Company indemnifies customers for certain matters including third party claims of intellectual property infringement relating to the use of our products. Our maximum potential exposure under indemnification arrangements can range from a specified dollar amount to an unlimited amount, depending on the nature of the transactions and the agreements. The Company has recorded an accrual for estimated losses for demands for indemnification that have been tendered by certain customers. The Company does not have any reason to believe that we will be required to make any material payments under these indemnity provisions in excess of the balance accrued at September 30, 2013.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

This report 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, as amended.

Forward-looking statements in this report include, but are not limited to, statements regarding future operations, business strategy, business environment, key trends, and, in each case, statements related to expected financial and other benefits. Many of these factors will be important in determining our actual future results. Any or all of the forward-looking statements in this report may turn out to be incorrect. They may be based on inaccurate assumptions or may not account for known or unknown risks and uncertainties. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially from those expressed or implied in any forward-looking statements, and our business, financial condition and results of operations could be materially and adversely affected. In addition, we disclaim any obligation to update any forward-looking statements after the date of this report, except as required by law.

All of the forward-looking statements in this report are expressly qualified by the risk factors discussed in our filings with the Securities and Exchange Commission ("SEC"). Such factors include, but are not limited to, risks related 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;
- our strategy to migrate customers to our next generation products;
- the accuracy of management's backlog estimates;
- 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;
- global economic condition's impact on demand for our products and services;
- volatility and disruption of the capital and credit markets and adverse changes in the global economy;
- difficulty meeting our debt service requirements;
- impairment of our goodwill or intangible assets;
- risks from potential future litigation;
- future acquisitions, strategic partnerships and investments and litigation;
- risk of difficulties integrating Online Resources Corporation's ("ORCC") businesses may cause us to fail to realize anticipated benefits of the acquisition;
- the complexity of our products and services and the risk that they may contain hidden defects;
- compliance of our products with applicable legislation, governmental regulations and industry standards;
- our compliance with privacy regulations;
- risks of being subject to security breaches or viruses;
- 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;
- exposure to unknown tax liabilities; and
- volatility in our stock price.

The cautionary statements in this report expressly qualify all of our forward-looking statements.

The following discussion should be read together with our financial statements and related notes contained in this report and with the financial statements and related notes and Management's Discussion & Analysis in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed March 1, 2013. Results for the three and nine months ended September 30, 2013, are not necessarily indicative of results that may be attained in the future.

Overview

ACI Worldwide powers electronic payments and banking for over 2,600 financial institutions, retailers and processors around the world. Through our integrated suite of software products and hosted services, we deliver a broad range of solutions for electronic payments, transaction banking, mobile, branch and voice banking, fraud detection and trade finance.

In addition to our own products, we distribute, or act as a sales agent for, software developed by third parties. Our products are sold and supported through distribution networks covering three geographic regions – the Americas, EMEA and Asia/Pacific. Each distribution network has its own globally coordinated sales force and supplements its sales force with independent reseller and/or distributor networks. Our products and services are used principally by financial institutions, retailers and electronic payment processors, both in domestic and international markets. Accordingly, our business and operating results are influenced by trends such as information technology spending levels, the growth rate of the electronic payments industry, mandated regulatory changes, and changes in the number and type of customers in the financial services industry. Our products are marketed under the ACI Worldwide and ACI Payment Systems brands.

We derive a significant amount of our revenues from international operations and believe we have large opportunities for growth in international markets as well as continued expansion domestically in the United States. Refining our global infrastructure is a critical component of driving our growth. We have launched a globalization strategy which includes elements intended to streamline our supply chain and maximize expertise in several geographic locations to support a growing international customer base and competitive needs. We utilize our Irish subsidiaries to manage certain of our intellectual property rights and to oversee and manage certain international product development and commercialization efforts. We also continue to grow centers of expertise in Timisoara, Romania and Pune and Bangalore in India as well as key operational centers such as Capetown, South Africa and in multiple locations in the United States.

Key trends that currently impact our strategies and operations include:

- **Global financial markets uncertainty.** The continuing uncertainty in the global financial markets has negatively impacted general business conditions. It is possible that a weakening economy could adversely affect our customers, their purchasing plans, or even their solvency, but we cannot predict whether or to what extent this will occur. We have diversified counterparties and customers, but we continue to monitor our counterparty and customer risks closely. While the effects of the economic conditions in the future are not predictable, we believe our global presence, the breadth and diversity of our service offerings and our enhanced expense management capabilities position us well in a slower economic climate. Market analysts, such as Boston Consulting Group, indicate that banks now recognize the importance of payments to their business, so providing services for that aspect of the business is of less risk than for other aspects of their business.
- **Increasing electronic payment transaction volumes.** Electronic payment volumes continue to increase around the world, taking market share from traditional cash and check transactions. In February 2011 Boston Consulting Group predicted that noncash payment transactions would grow in volume at an annual rate of 9% from 306 billion in 2010 to 750 billion in 2020, with varying growth rates based on the type of payment and part of the world. We leverage the growth in transaction volumes through the licensing of new systems to customers whose older systems cannot handle increased volume and through the licensing of capacity upgrades to existing customers.
- **Adoption of real-time delivery.** Customer expectations, from both consumers and corporate, are driving the payments world to more real-time delivery. In the United Kingdom, payments sent through the traditional ACH multi day batch service can now be sent through the Faster Payments service giving almost immediate access to the funds and this is being considered in several countries including Singapore and the United States. Corporate customers expect real-time information on the status of their payments instead of waiting for an end of day report. And regulators expect banks to be monitoring key measures like liquidity in real time. ACI's focus has always been on the real-time execution of transactions and delivery of information through real-time tools such as dashboards so our experience will be valuable in addressing this trend.
- **Increasing competition.** The electronic payments market is highly competitive and subject to rapid change. Our competition comes from in-house information technology departments, third-party electronic payment processors and third-party software companies located both within and outside of the United States. Many of these companies are significantly larger than us and have significantly greater financial, technical and marketing resources. As electronic payment transaction volumes increase, third-party processors tend to provide competition to our solutions, particularly among customers that do not seek to differentiate their electronic payment offerings or are eliminating banks from the payments service reducing the need for our solutions. As consolidation in the financial services industry continues, we anticipate that competition for those customers will intensify.

- **Adoption of cloud technology.** In an effort to leverage lower-cost computing technologies some financial institutions, retailers and electronic payment processors are seeking to transition their systems to make use of cloud technology. Currently this is impacting areas such as customer relationship management systems rather than payment services. Our investment in ACI On Demand provides us the grounding to deliver cloud capabilities in the future.
- **Electronic payments fraud and compliance.** As electronic payment transaction volumes increase, criminal elements continue to find ways to commit a growing volume of fraudulent transactions using a wide range of techniques. Financial institutions, retailers and electronic payment processors continue to seek ways to leverage new technologies to identify and prevent fraudulent transactions and other attacks such as denial of service attacks. Due to concerns with international terrorism and money laundering, financial institutions in particular are being faced with increasing scrutiny and regulatory pressures. We continue to see opportunity to offer our fraud detection solutions to help customers manage the growing levels of electronic payment fraud and compliance activity.
- **Adoption of smartcard technology.** In many markets, card issuers are being required to issue new cards with embedded chip technology, most recently in the United States. Chip-based cards are more secure, harder to copy and offer the opportunity for multiple functions on one card (e.g. debit, credit, electronic purse, identification, health records, etc.). The EMV standard for issuing and processing debit and credit card transactions has emerged as the global standard, with many regions throughout the world working on EMV rollouts. The primary benefit of EMV deployment is a reduction in electronic payment fraud, with the additional benefit that the core infrastructure necessary for multi-function chip cards is being put in place (e.g., chip card readers in ATMs and POS devices) allowing the deployment of other technologies. We are working with many customers around the world to facilitate EMV deployments, leveraging several of our solutions.
- **Single Euro Payments Area (“SEPA”).** The SEPA, primarily focused on the European Economic Community and the United Kingdom, is designed to facilitate lower costs for cross-border payments and reduce timeframes for settling electronic payment transactions. Recent moves to set an end date for the transition to SEPA payment mechanisms will drive more volume to these systems with the potential to cause banks to review the capabilities of the systems supporting these payments. Our retail and wholesale banking solutions facilitate key functions that help financial institutions address these mandated regulations.
- **Financial institution consolidation.** Consolidation continues on a national and international basis, as financial institutions seek to add market share and increase overall efficiency. Such consolidations have increased, and may continue to increase, in their number, size and market impact as a result of the global economic crisis and the financial crisis affecting the banking and financial industries. There are several potential negative effects of increased consolidation activity. Continuing consolidation of financial institutions may result in a smaller number of existing and potential customers for our products and services. Consolidation of two of our customers could result in reduced revenues if the combined entity were to negotiate greater volume discounts or discontinue use of certain of our products. Additionally, if a non-customer and a customer combine and the combined entity decides to forego future use of our products, our revenue would decline. Conversely, we could benefit from the combination of a non-customer and a customer when the combined entity continues use of our products and, as a larger combined entity, increases its demand for our products and services. We tend to focus on larger financial institutions as customers, often resulting in our solutions being the solutions that survive in the consolidated entity.
- **Global vendor sourcing.** Global and regional financial institutions, processors and retailers are aiming to reduce the costs in supplier management by picking suppliers who can service them across all their geographies instead of allowing each country operation to choose suppliers independently. Our global footprint from both customer and a delivery perspective enable us to be successful in this global sourced market. However, projects in these environments tend to be more complex and therefore of higher risk.
- **Electronic payments convergence.** As electronic payment volumes grow and pressures to lower overall cost per transaction increase, financial institutions are seeking methods to consolidate their payment processing across the enterprise. We believe that the strategy of using service-oriented-architectures to allow for re-use of common electronic payment functions such as authentication, authorization, routing and settlement will become more common. Using these techniques, financial institutions will be able to reduce costs, increase overall service levels, enable one-to-one marketing in multiple bank channels, leverage volumes for improved pricing and liquidity, and manage enterprise risk. Our product strategy is, in part, focused on this trend, by creating integrated payment functions that can be re-used by multiple bank channels, across both the consumer and wholesale bank. While this trend presents an opportunity for us, it may also expand the competition from third-party electronic payment technology and service providers specializing in other forms of electronic payments. Many of these providers are larger than us and have significantly greater financial, technical and marketing resources.

[Table of Contents](#)

- **Mobile banking and payments.** There is a growing demand for the ability to carry out banking services or make payments using a mobile phone. Our customers have been making use of existing products to deploy mobile banking, mobile payment and mobile commerce and mobile payment solutions for their customers in many countries. In addition, ACI has invested in mobile products of our own and via partnerships to support mobile functionality in the marketplace.
- **Availability of credit.** There have been significant disruptions in the capital and credit markets and many lenders and financial institutions reduced or ceased to provide funding to borrowers. The availability of credit, confidence in the entire financial sector, and volatility in financial markets have been adversely affected. These disruptions are likely to have some impact on all institutions in the U.S. banking and financial industries, including our lenders and the lenders of our customers. The Federal Reserve Bank has been providing vast amounts of liquidity into the banking system to compensate for weaknesses in short-term borrowing markets and other capital markets. A reduction in the Federal Reserve's activities or capacity could reduce liquidity in the markets, thereby increasing funding costs or reducing the availability of funds to finance our existing operations as well as those of our customers. We are not currently dependent upon short-term funding, and the limited availability of credit in the market has not affected our revolving credit facility or our liquidity or materially impacted our funding costs.

The banking, financial services and payments industries have come under increased scrutiny from federal, state and foreign lawmakers and regulators in response to the crises in the financial markets and the global recession. In particular, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), which was signed into law July 21, 2010, represents a comprehensive overhaul of the U.S. financial services industry and requires the implementation of many new regulations that will have a direct impact on our customers and potential customers. These regulatory changes may create both opportunities and challenges for us. The application of the new regulations on our customers could create an opportunity for us to market our product capabilities and the flexibility of our solutions to assist our customers in addressing these regulations. At the same time, these regulatory changes may have an adverse impact on our operations and our financial results as we adjust our activities in light of increased compliance costs and customer requirements. It is currently too difficult to predict the long term extent to which the Dodd-Frank Act or the resulting regulations will impact our business and the businesses of our current and potential customers.

Several other factors related to our business may have a significant impact on our operating results from year to year. For example, the accounting rules governing the timing of revenue recognition in the software industry are complex and it can be difficult to estimate when we will recognize revenue generated by a given transaction. Factors such as maturity of the software product licensed, payment terms, creditworthiness of the customer, and timing of delivery or acceptance of our products often cause revenues related to sales generated in one period to be deferred and recognized in later periods. For arrangements in which services revenue is deferred, related direct and incremental costs may also be deferred. Additionally, while the majority of our contracts are denominated in the United States dollar, a substantial portion of our sales are made, and some of our expenses are incurred, in the local currency of countries other than the United States. Fluctuations in currency exchange rates in a given period may result in the recognition of gains or losses for that period.

We continue to seek ways to grow through organic sources, partnerships, alliances, and acquisitions. We continually look for potential acquisitions designed to improve our solutions' breadth or provide access to new markets. As part of our acquisition strategy, we seek acquisition candidates that are strategic, capable of being integrated into our operating environment, and financially accretive to our financial performance.

Senior Notes

On August 20, 2013, we completed a \$300.0 million offering of 6.375% Senior Notes due in 2020 (the "Notes") at an issue price of 100% of the principal amount in a private placement for resale to qualified institutional buyers. The Notes bear an interest rate of 6.375% per annum, payable semi-annually in arrears on August 15 and February 15 of each year, commencing on February 15, 2014. Interest will accrue from August 20, 2013. The Notes will mature on August 15, 2020. In connection with the issuance of the Notes the Company incurred debt issue costs of \$5.9 million, \$5.1 million of which was paid as of September 30, 2013.

Acquisitions

Official Payments Holdings, Inc.

On November 5, 2013, we completed the tender offer for Official Payments Holdings, Inc. (“OPAY”) and all its subsidiaries. The Company paid approximately \$139.8 million using cash on hand and a temporary draw on the Revolving Credit Facility for the common stock outstanding. As a leading provider of electronic bill payment solutions in the U.S., serving federal, state and local governments, municipal utilities, higher education institutions and charitable giving organizations, OPAY’s proven team, loyal user base and vertical expertise make it an ideal match for the Company. The acquisition will further extend ACI’s leadership in the fast-growing Electronic Bill Presentment and Payment (“EBPP”) space, expanding its portfolio across key sectors including federal, state and local governments, municipal utilities, higher education institutions and charitable giving organizations.

The acquisition will be accounted for using the acquisition method of accounting with the Company identified as the acquirer. Under the acquisition method of accounting, we will record all assets acquired and liabilities assumed at their respective acquisition-date fair values. We have not completed the valuation analysis and calculations necessary to finalize the required purchase price allocations. In addition to goodwill, the final purchase price allocation may include allocations to intangible assets such as trademarks and trade names, developed technology and customer-related assets.

Online Resources Corporation

On March 11, 2013, we completed the exchange offer for Online Resources Corporation (“ORCC”) and all its subsidiaries. The Company paid cash of \$3.85 per share of common stock for approximately \$132.9 million and \$127.2 million for the Series A-1 Convertible Preferred Stock for a total purchase price of \$260.1 million (the “Merger”). As a leading provider of online banking and full service bill pay solutions, the acquisition of ORCC adds Electronic Bill Presentment and Payment (“EBPP”) solutions as a strategic part of ACI’s Universal Payments portfolio. It also strengthens the Company’s online banking capabilities with complementary technology, and expanded the Company’s leadership in serving community banking and credit union customers.

Each outstanding option to acquire ORCC common stock was canceled and terminated at the effective time of the Merger and converted into the right to receive an equivalent number of options to purchase ACI common stock. Each ORCC restricted stock unit was vested immediately prior to the effective time of the Merger and received \$3.85 per share.

We used funds from the \$300 million of senior bank financing arranged through Wells Fargo Securities, LLC to fund the acquisition. See Note 3, *Debt*, for terms of the financing arrangement.

Profesionales en Transacciones Electronicas S.A.

During the first quarter of 2013, the Company acquired 100% of Profesionales en Transacciones Electronicas S.A. – Venezuela (“PTESA-V”), 100% of Profesionales en Transacciones Electronicas S.A. – Ecuador (“PTESA-E”), and the ACI related assets of Profesionales en Transacciones Electronicas S.A. – Colombia (“PTESA-C”), collectively “PTESA”. The common stock of PTESA-E and PTESA-V were acquired for \$2.8 million and the assets of PTESA-C were acquired for \$11.4 million, for a total aggregate purchase price of \$14.2 million. PTESA has been a long-term partner of the Company, serving customers in South America in sales, service and support functions. The addition of the PTESA team to the Company reinforces its commitment to serve the Latin American market.

The aggregate purchase price of PTESA of \$14.2 million was paid in cash. The consideration paid by the Company to complete the acquisition has been preliminarily allocated to the assets acquired and liabilities assumed based upon their estimated fair values as of the date of the acquisition, including \$7.2 million of goodwill and \$7.7 million of customer relationships with a weighted-average useful life of 14 years.

Restructuring

Employee Related Actions

During the three and nine months ended September 30, 2013, we reduced our headcount as a part of our integration of our recent acquisitions. In connection with these actions, approximately \$4.8 million and \$8.5 million of termination costs were recognized in general and administrative expense in the accompanying consolidated statements of operations during the three and nine months ended September 30, 2013. The charges for the three and nine months ended September 30, 2013 were \$1.6 million and \$1.9 million in the EMEA segment, respectively, and \$0.1 million and \$0.4 million in the Asia/Pacific segment, respectively. The remaining expense of \$3.1 million and \$6.2 million was incurred in the Americas region for the three and nine months ended September 30, 2013, respectively. Approximately \$6.0 million of termination costs were paid during the nine months ended September 30, 2013. The remaining liability is expected to be paid over the next 12 months.

[Table of Contents](#)

Lease Cease Use Actions

During the three months ended September 30, 2013, we ceased use of all or a portion of its leased facilities in North Brunswick, NJ, Columbus, OH, Duluth, GA, and Bangalore, India, which resulted in additional expense of \$0.8 million that was recorded in general and administrative expenses in the accompanying consolidated statements of income for the three and nine months ended September 30, 2013.

Backlog

Included in backlog estimates are all software license fees, maintenance fees and services fees 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.

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.

In computing our 60-month backlog estimate, the following items are specifically not taken into account:

- Anticipated increases in transaction, account, or processing volumes in customer systems.
- Optional annual uplifts or inflationary increases in recurring fees.
- Services engagements, other than facilities management and software hosting engagements, are not assumed to renew over the 60-month backlog period.
- The potential impact of merger activity within our markets and/or customers.

We review our customer renewal experience on an annual basis. The impact of this review and subsequent update may result in a revision to the renewal assumptions used in computing the 60-month and 12-month backlog estimates. In the event a revision to renewal assumptions is determined to be necessary, prior periods will be adjusted for comparability purposes.

The following table sets forth our 60-month backlog estimate, by geographic region, as of September 30, 2013, June 30, 2013, March 31, 2013 and December 31, 2012 (in millions). The September 30, 2013 60-month backlog estimate includes approximately \$699 million as a result of the acquisition of ORCC. Dollar amounts reflect foreign currency exchange rates as of each period end.

	<u>September 30, 2013</u>	<u>June 30, 2013</u>	<u>March 31, 2013</u>	<u>December 31, 2012</u>
Americas	\$ 2,125	\$ 2,117	\$ 2,090	\$ 1,429
EMEA	704	691	691	719
Asia/Pacific	283	276	275	268
Total	<u>\$ 3,112</u>	<u>\$ 3,084</u>	<u>\$ 3,056</u>	<u>\$ 2,416</u>

Included in our 60-month backlog estimates are amounts expected to be recognized during the initial license term of customer contracts (“Committed Backlog”) and amounts expected to be recognized from assumed renewals of existing customer contracts (“Renewal Backlog”). Amounts expected to be recognized from assumed contract renewals are based on our historical renewal experience.

[Table of Contents](#)

The following table sets forth our 60-month Committed Backlog and Renewal Backlog estimates as of September 30, 2013, June 30, 2013, March 31, 2013 and December 31, 2012 (in millions). Dollar amounts reflect foreign currency exchange rates as of each period end.

	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012
Committed	\$ 1,472	\$ 1,453	\$ 1,478	\$ 1,324
Renewal	1,640	1,631	1,578	1,092
Total	\$ 3,112	\$ 3,084	\$ 3,056	\$ 2,416

We also estimate 12-month backlog, segregated between monthly recurring and non-recurring revenues, using a methodology consistent with the 60-month backlog estimate. Monthly recurring revenues include all monthly license fees, maintenance fees and processing services fees. Non-recurring revenues include other software license fees and services fees. Amounts included in our 12-month backlog estimate assume renewal of one-time license fees on a monthly fee basis if such renewal is expected to occur in the next 12 months. The following table sets forth our 12-month backlog estimate, by geographic region, as of September 30, 2013, June 30, 2013, March 31, 2013 and December 31, 2012 (in millions). The September 30, 2013 12-month backlog estimate includes approximately \$146 million as a result of the acquisition of ORCC. For all periods reported, approximately 90% of our 12-month backlog estimate is Committed Backlog and approximately 10% of our 12-month backlog estimate is Renewal Backlog. Dollar amounts reflect foreign currency exchange rates as of each period end.

	September 30, 2013			June 30, 2013		
	Monthly Recurring	Non- Recurring	Total	Monthly Recurring	Non- Recurring	Total
Americas	\$ 429	\$ 65	\$494	\$ 432	\$ 59	\$491
EMEA	138	36	174	140	38	178
Asia/Pacific	55	17	72	55	22	77
Total	\$ 622	\$ 118	\$740	\$ 627	\$ 119	\$746

	March 31, 2013			December 31, 2012		
	Monthly Recurring	Non- Recurring	Total	Monthly Recurring	Non- Recurring	Total
Americas	\$ 422	\$ 70	\$492	\$ 277	\$ 69	\$346
EMEA	136	40	176	143	37	180
Asia/Pacific	54	21	75	53	17	70
Total	\$ 612	\$ 131	\$743	\$ 473	\$ 123	\$596

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 amounts included in backlog estimates will actually generate the specified revenues or that the actual revenues will be generated within the corresponding 12-month or 60-month period. Additionally, because backlog estimates are operating metrics, the estimates are not required to be subject to the same level of internal review or controls as a GAAP financial measure.

RESULTS OF OPERATIONS

The following table presents the condensed consolidated statements of operations as well as the percentage relationship to total revenues of items included in our condensed consolidated statements of operations (amounts in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2013		2012		2013		2012	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
Revenues:								
Initial license fees (ILFs)	\$ 34,144	16.0%	\$ 14,863	9.6%	\$ 83,345	14.3%	\$ 52,367	11.8%
Monthly license fees (MLFs)	22,092	10.3%	24,697	15.9%	67,961	11.7%	74,748	16.9%
Software license fees	56,236	26.3%	39,560	25.5%	151,306	26.0%	127,115	28.7%
Maintenance fees	60,457	28.3%	47,920	30.9%	176,921	30.4%	141,014	31.9%
Services	30,240	14.1%	35,811	23.1%	81,133	13.9%	92,551	20.9%
Software hosting fees	67,006	31.3%	31,771	20.5%	172,406	29.6%	81,804	18.5%
Total revenues	213,939	100.0%	155,062	100.0%	581,766	100.0%	442,484	100.0%
Expenses:								
Cost of software licenses fees	5,888	2.8%	5,874	3.8%	17,975	3.1%	16,624	3.8%
Cost of maintenance, services, and hosting fees	80,948	37.8%	51,944	33.5%	225,392	38.7%	148,550	33.6%
Research and development	33,642	15.7%	34,213	22.1%	109,182	18.8%	100,173	22.6%
Selling and marketing	24,098	11.3%	20,448	13.2%	76,710	13.2%	64,324	14.5%
General and administrative	24,559	11.5%	24,533	15.8%	75,743	13.0%	87,131	19.7%
Depreciation and amortization	15,249	7.1%	9,742	6.3%	39,696	6.8%	26,845	6.1%
Total expenses	184,384	86.2%	146,754	94.6%	544,698	93.6%	443,647	100.3%
Operating income (loss)	29,555	13.8%	8,308	5.4%	37,068	6.4%	(1,163)	-0.3%
Other expense:								
Interest income	159	0.1%	222	0.1%	501	0.1%	705	0.2%
Interest expense	(7,453)	-3.5%	(2,620)	-1.7%	(17,403)	-3.0%	(7,386)	-1.7%
Other, net	(3,152)	-1.5%	(1,430)	-0.9%	(1,506)	-0.3%	(899)	-0.2%
Total other expense	(10,446)	-4.9%	(3,828)	-2.5%	(18,408)	-3.2%	(7,580)	-1.7%
Income (loss) before income taxes	19,109	8.9%	4,480	2.9%	18,660	3.2%	(8,743)	-2.0%
Income tax expense (benefit)	5,347	2.5%	(1,175)	-0.8%	5,183	0.9%	(7,925)	-1.8%
Net income (loss)	\$ 13,762	6.4%	\$ 5,655	3.6%	\$ 13,477	2.3%	\$ (818)	-0.2%

Three-Month Period Ended September 30, 2013 Compared to Three-Month Period September 30, 2012

Revenues

Total revenues for the three months ended September 30, 2013 increased \$58.9 million, or 38.0%, as compared to the same period in 2012 of which \$36.6 million, or 23.6%, was due to the addition of ORCC. Total revenues increased as a result of a \$16.7 million, or 42.2%, increase in software license fee revenue, a \$12.5 million, or 26.2%, increase in maintenance revenue, and a \$35.2 million, or 110.9%, increase in software hosting fees revenue partially offset by a \$5.5 million, or 15.6%, decrease in services revenues.

The increase in total revenues was driven by increases in the Americas, EMEA and Asia/Pacific reportable segments of \$49.0 million, \$8.9 million and \$1.0 million, respectively. Revenue from the addition of ORCC is included in the Americas reportable segment.

Software License Fees Revenue

Customers purchase the right to license ACI software for the term of their agreement which is generally 60 months. Within these agreements are specified capacity limits typically based on customer transaction volumes. ACI employs measurement tools that monitor the number of transactions processed by customers and if contractually specified limits are exceeded, additional fees are charged for the overage. Capacity overages may occur at varying times throughout the term of the agreement depending on the product, the size of the customer, and the significance of customer transaction volume growth. Depending on specific circumstances, multiple overages or no overages may occur during the term of the agreement.

[Table of Contents](#)

Certain of our initial license fees are required to be recognized ratably over an extended period. Initial license and capacity fees that are recognized as revenue ratably over an extended period are included in our monthly license fee revenues.

Initial License Fees (ILF) Revenue

ILF revenue includes license and capacity revenues that do not recur on a monthly or quarterly basis. Included in ILF revenues are license and capacity fees that are recognizable at the inception of the agreement and license and capacity fees that are recognizable at interim points during the term of the agreement, including those that are recognizable annually due to negotiated customer payment terms. ILF revenues during the three months ended September 30, 2013 compared to the same period in 2012, increased by \$19.3 million, or 129.7%. The increase in ILF revenues is primarily due to an increase in revenue recognized from capacity and customer go-live events as compared to the year ago quarter. ILF revenue increased in the Americas, EMEA and Asia/Pacific reportable segments by \$10.2 million, \$6.3 million and \$2.8 million, respectively. Capacity-related revenues increased \$18.0 million for the three months ended September 30, 2013 as compared to the same period in 2012 primarily in the Americas and EMEA reportable segments.

Monthly License Fees (MLF) Revenue

MLF revenues are license and capacity revenues that are paid monthly or quarterly due to negotiated customer payment terms as well as initial license and capacity fees that are recognized as revenue ratably over an extended period as MLF revenue. MLF revenues decreased \$2.6 million, or 10.5%, during the three months ended September 30, 2013, as compared to the same period in 2012. The Americas and EMEA reportable segments decreased by \$2.5 million and \$0.9 million respectively, partially offset by an increase in the Asia/Pacific reportable segment by \$0.7 million when compared to the same period in 2012. The reduction in MLF revenue is primarily due to a reduction in the amount and timing of initial license and capacity fees that are recognized as revenue ratably over an extended period as MLF revenue.

Maintenance Fees Revenue

Maintenance fees revenue includes standard and enhanced maintenance or any post-contract support fees received from customers for the provision of product support services. Maintenance fees revenues increased \$12.5 million, or 26.2%, during the three months ended September 30, 2013, as compared to the same period in 2012 of which \$0.4 million is due to the addition of ORCC. Maintenance fees revenue increased in the Americas, EMEA and Asia/Pacific reportable segments by \$4.9 million, \$5.8 million and \$1.8 million, respectively.

Services Revenue

Services revenue includes fees earned through implementation services, professional services and facilities management services. Implementation services include product installations, product configurations, and retrofit custom software modifications (“CSM’s”). Professional services include business consultancy, technical consultancy, on-site support services, CSM’s, product education, and testing services. These services include new customer implementations as well as existing customer migrations to new products or new releases of existing products. During the period in which non-essential services revenue is being deferred, direct and incremental costs related to the performance of these services are also being deferred. During the period in which essential services revenue is being deferred, direct and indirect costs related to the performance of these services are also being deferred.

Services revenue decreased \$5.5 million, or 15.6%, for the three months ended September 30, 2013, as compared to the same period in 2012, such decrease was partially offset by \$0.1 million due to the addition of ORCC. Services revenue decreased in the EMEA and Asia/Pacific reportable segments by \$2.3 million and \$4.3 million, respectively, offset by an increase of \$1.1 million in the Americas reportable segment. Services revenue decreased primarily due to sizable implementation projects completed and recognized in the EMEA and Asia/Pacific reportable segments during the three months ended September 30, 2012.

Software Hosting Fees Revenue

Software hosting fees revenue includes fees earned through hosting and on-demand arrangements. All revenues from hosting and on-demand arrangements, which may include set-up fees, implementation or customization services, and product support services, are included in software hosting fees revenue.

[Table of Contents](#)

Software hosting fees revenue increased \$35.2 million, or 110.9%, for the three months ended September 30, 2013 as compared to same period in 2012 primarily due to the acquisition of ORCC which is included in the Americas reportable segment.

Expenses

Total operating expenses for the three months ended September 30, 2013 increased \$37.6 million, or 25.6%, as compared to the same period of 2012. Included in operating expenses for the three months ended September 30, 2013 were approximately \$34.4 million of operating expenses from the addition of ORCC. There were approximately \$8.7 million and \$4.5 million of significant transaction related expenses incurred in the three months ended September 30, 2013 and September 30, 2012, respectively. Significant transaction related expenses for the three months ended September 30, 2013 included \$5.2 million of personnel related charges, \$1.0 million for facility closures and \$2.5 million of professional and other expenses related to the acquisition of ORCC. Excluding these expenses, total operating expenses were flat in the three months ended September 30, 2013 compared to the same period in 2012.

Cost of Software License Fees

The cost of software licenses for our products sold includes third-party software royalties as well as the amortization of purchased and developed software for resale. In general, the cost of software licenses for our products is minimal because we internally develop most of the software components, the cost of which is reflected in research and development expense as it is incurred as technological feasibility coincides with general availability of the software components.

Cost of software license fees was flat for the three months ended September 30, 2013 compared to the same period in 2012.

Cost of Maintenance, Services, and Hosting fees

Cost of maintenance, services and hosting fees includes costs to provide hosting services and both the costs of maintaining our software products as well as the service costs required to deliver, install and support software at customer sites. Maintenance costs include the efforts associated with providing the customer with upgrades, 24-hour help desk, post go-live (remote) support and production-type support for software that was previously installed at a customer location. Service costs include human resource costs and other incidental costs such as travel and training required for both pre go-live and post go-live support. Such efforts include project management, delivery, product customization and implementation, installation support, consulting, configuration, and on-site support.

Cost of maintenance, services, and hosting fees increased \$29.0 million, or 55.8%, in the three months ended September 30, 2013 compared to the same period in 2012. There were \$25.0 million of ORCC expenses added in the quarter ended September 30, 2013. Excluding these expenses, the cost of maintenance, services and hosting fees increased \$4.0 million in the three months ended September 30, 2013 compared to the same period in 2012 primarily due to an increase in personnel related expenses.

Research and Development

Research and development (“R&D”) expenses are primarily human resource costs related to the creation of new products, improvements made to existing products as well as compatibility with new operating system releases and generations of hardware.

Research and development expense decreased \$0.6 million, or 1.7%, in the three months ended September 30, 2012 compared to the same period in 2012. There were \$2.0 million of ORCC expenses added in the quarter ended September 30, 2013. Excluding these expenses, total research and development expenses decreased \$2.6 million in the three months ended September 30, 2013 compared to the same period in 2012 primarily due to a decrease in personnel related expenses.

Selling and Marketing

Selling and marketing includes both the costs related to selling our products to current and prospective customers as well as the costs related to promoting the Company, its products and the research efforts required to measure customers’ future needs and satisfaction levels. Selling costs are primarily the human resource and travel costs related to the effort expended to license our products and services to current and potential customers within defined territories and/or industries as well as the management of the overall relationship with customer accounts. Selling costs also include the costs associated with assisting distributors in their efforts to sell our products and services in their respective local markets. Marketing costs include costs needed to promote the Company and its products as well as perform or acquire market research to help us better understand what products our customers are looking for in the future. Marketing costs also include the costs associated with measuring customers’ opinions toward the Company, our products and personnel.

[Table of Contents](#)

Selling and marketing expense increased \$3.7 million, or 17.9%, in the three months ended September 30, 2013 compared to the same period in 2012. There were \$1.6 million of ORCC expenses added in the quarter ended September 30, 2013. Excluding these expenses, total operating expenses increased \$2.1 million in the three months ended September 30, 2013 compared to the same period in 2012 primarily due to an increase in personnel related expenses and an increase in professional promotion and advertising fees.

General and Administrative

General and administrative expenses are primarily human resource costs including executive salaries and benefits, personnel administration costs, and the costs of corporate support functions such as legal, administrative, human resources and finance and accounting.

General and administrative expenses were flat for the three months ended September 30, 2013 compared to the same period in 2012. Included in general and administrative expenses were approximately \$8.7 million and \$4.5 million of significant transaction related expenses incurred in the three months ended September 30, 2013 and September 30, 2012, respectively. Significant transaction related expenses for the three months ended September 30, 2013 included \$5.2 million of personnel related charged, \$1.0 million for facility closures and \$2.5 million of professional and other expenses related to the acquisition of ORCC. Excluding these expenses, total general and administrative expenses decreased \$4.2 million in the three months ended September 30, 2013 compared to the same period in the prior year, partially due to a \$1.5 million release of bad debt allowances. The remaining difference is due to a decrease in personnel related expenses.

Depreciation and Amortization

Depreciation and amortization expense includes charges for depreciation of property and equipment and amortization of acquired intangibles excluding amortization of purchased or developed technology for resale. Amortization of acquired intangibles include customer relationships, trade names, non-competes and other intangible assets.

Depreciation and amortization expense increased \$5.5 million, or 56.5%, in the three months ended September 30, 2013 compared to the same period in 2012 primarily due to acquisition related intangibles.

Other Income and Expense

Other income and expense includes interest income and expense, foreign currency gains and losses, and other non-operating items. Fluctuating currency rates impacted the three months ended September 30, 2013 by \$2.9 million in net foreign currency losses as compared with \$1.4 million in net losses during the same period in 2012. Interest expense increased \$4.8 million during the three months ended September 30, 2013 compared to the same period in 2012 due primarily to the increased debt used to partially fund the ORCC acquisition in March 2013 and the addition of the Notes in August of 2013.

Income Taxes

The effective tax rate for the three months ended September 30, 2013 was 28.0%. The earnings of our foreign entities for the three months ended September 30, 2013 were \$7.4 million. The tax rates in the foreign jurisdictions in which we operate are less than the domestic tax rate. The effective tax rate for the three months ended September 30, 2013 was positively impacted by foreign profits taxed at lower rates.

We reported a tax benefit for the three months ended September 30, 2012 while reporting a pretax profit for the same period. The resulting effective tax rate is negative. The earnings of our foreign entities for the three months ended September 30, 2012 were \$14.5 million. The tax rates in the foreign jurisdictions in which we operate are less than the domestic tax rate. The effective tax rate for the three months ended September 30, 2012 was positively impacted by foreign profits taxed at lower rates and a domestic loss taxed at a higher rate. The effective tax rate for the three months ended September 30, 2012 was positively impacted by a \$1.6 million release of an accrued tax liability and a favorable adjustment of \$1.0 million in our uncertain tax positions as the statute of limitations expired for the tax returns to which they are associated during the three months ended September 30, 2012.

Our effective tax rate could fluctuate significantly on a quarterly basis and could be negatively affected to the extent earnings are lower in the countries in which we operate that have a lower statutory rate or higher in the countries in which we operate that have a higher statutory rate or to the extent we have losses sustained in countries where the future utilization of those losses is uncertain. Our effective tax rate could also fluctuate due to changes in the valuation of our deferred tax assets or liabilities, or by changes in tax laws, regulations, accounting principles, or interpretations thereof. In addition, we are occasionally subject to examination of our income tax returns by tax authorities in the jurisdictions we operate. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes.

Nine-Month Period Ended September 30, 2013 Compared to Nine-Month Period September 30, 2012

Revenues

Total revenues for the nine months ended September 30, 2013 increased \$139.3 million, or 31.5%, as compared to the same period in 2012 of which \$83.8 million, or 18.9%, was due to the addition of ORCC. Total revenues increased as a result of a \$24.2 million, or 19.0%, increase in software license fee revenue, a \$35.9 million, or 25.5%, increase in maintenance fee revenue, and a \$90.6 million, or 110.8%, increase in software hosting fees revenue partially offset by a \$11.4 million, or 12.3%, decrease in services revenues.

The increase in total revenues was driven by increases in the Americas, EMEA and Asia/Pacific reportable segments of \$125.8 million, \$8.8 million and \$4.7 million, respectively. Revenue from the addition of ORCC is included in the Americas reportable segment.

Initial License Fees (ILF) Revenue

ILF revenue includes license and capacity revenues that do not recur on a monthly or quarterly basis. Included in ILF revenues are license and capacity fees that are recognizable at the inception of the agreement and license and capacity fees that are recognizable at interim points during the term of the agreement, including those that are recognizable annually due to negotiated customer payment terms. ILF revenues during the nine months ended September 30, 2013 compared to the same period in 2012, increased by \$31.0 million, or 59.2%. The increase in ILF revenues is primarily due to an increase in revenue recognized from capacity and customer go-live events as compared to the year ago quarter. ILF revenue increased in the Americas, EMEA and Asia/Pacific reportable segments by \$27.7 million, \$1.0 million and \$2.3 million, respectively. Capacity-related revenues increased \$20.0 million for the nine months ended September 30, 2013 as compared to the same period in 2012 primarily in the Americas reportable segment.

Monthly License Fees (MLF) Revenue

MLF revenues are license and capacity revenues that are paid monthly or quarterly due to negotiated customer payment terms as well as initial license and capacity fees that are recognized as revenue ratably over an extended period as MLF revenue. MLF revenues decreased \$6.8 million, or 9.1%, during the nine months ended September 30, 2013, as compared to the same period in 2012. The Americas and EMEA reportable segments decreased by \$5.0 million and \$2.5 million, respectively, partially offset by a \$0.7 million increase in the Asia/Pacific reportable operating segment when compared to the same period in 2012. The reduction in MLF revenue is primarily due to a reduction in the amount and timing of initial license and capacity fees that are recognized as revenue ratably over an extended period as MLF revenue.

Maintenance Fees Revenue

Maintenance fees revenue includes standard and enhanced maintenance or any post-contract support fees received from customers for the provision of product support services. Maintenance fees revenues increased \$35.9 million, or 25.5%, during the nine months ended September 30, 2013, as compared to the same period in 2012 of which \$0.9 million is due to the addition of ORCC. Maintenance fees revenue increased in the Americas, EMEA and Asia/Pacific reportable segments by \$14.8 million, \$14.0 million and \$7.1 million, respectively. Maintenance fees revenue increased partly due to the inclusion of S1 operations for the full nine months ended September 30, 2013.

Services Revenue

Services revenue decreased \$11.4 million, or 12.3%, for the nine months ended September 30, 2013, as compared to the same period in 2012, the decrease was partially offset by a \$0.5 million increase due to the addition of ORCC. Services revenue decreased in the Americas, EMEA and Asia/Pacific reportable segments by \$0.3 million, \$5.7 million and \$5.4 million, respectively. Services revenue decreased primarily due to sizable implementation projects completed and recognized in the EMEA and Asia/Pacific reportable segments during the nine months ended September 30, 2012.

Software Hosting Fees Revenue

Software hosting fees revenue increased \$90.6 million, or 110.8%, for the nine months ended September 30, 2013 as compared to same period in 2012 of which \$82.4 million is due to the addition of ORCC which is included in the Americas reportable segment. Software hosting fees revenue increased in the Americas and EMEA segments by \$88.6 million and \$2.0 million, respectively, and can be attributed to new customers adopting our on-demand or hosted offerings and existing customers adding new functionality or services. Software hosting fees revenue increased partly due to the inclusion of S1 operations for the full nine months ended September 30, 2013.

[Table of Contents](#)

Expenses

Total operating expenses for the nine months ended September 30, 2013 increased \$101.1 million, or 22.8%, as compared to the same period of 2012. Included in operating expenses for the nine months ended September 30, 2013 were approximately \$76.6 million of operating expenses from the addition of ORCC. There were approximately \$19.2 million and \$27.1 million of acquisition related significant transaction related expenses incurred in the nine months ended September 30, 2013, and September 30, 2012, respectively. Significant transaction related expenses for the nine months ended September 30, 2013 included \$9.4 million of personnel related charges, \$1.0 million for facility closures and \$8.8 million of professional and other expenses related to the acquisition of ORCC. Excluding these expenses, total operating expenses increased \$32.3 million in the nine months ended September 30, 2013 compared to the same period in 2012 primarily due the inclusion of S1 operations for a full nine months.

Cost of Software License Fees

Cost of software license fees increased \$1.4 million, or 8.1% in the nine months ended September 30, 2013 compared to the same period in 2012 primarily due to an increase in third party product royalty fees.

Cost of Maintenance, Services, and Hosting fees

Cost of maintenance, services, and hosting fees increased \$76.8 million, or 51.7%, in the nine months ended September 30, 2013 compared to the same period in 2012. There were \$56.2 million of ORCC expenses added in the nine months ended September 30, 2013. Excluding these expenses, the cost of maintenance, services and hosting fees increased \$20.6 million in the nine months ended September 30, 2013 compared to the same period in 2012 primarily due the inclusion of S1 operations for a full nine months.

Research and Development

Research and development expense increased \$9.0 million, or 9.0%, in the nine months ended September 30, 2013 compared to the same period in 2012. There were \$4.8 million of ORCC expenses added in the nine months ended September 30, 2013. Excluding these expenses, the cost of research and development increased \$4.2 million in the nine months ended September 30, 2013 compared to the same period in 2012 primarily due the inclusion of S1 operations for a full nine months.

Selling and Marketing

Selling and marketing expense increased \$12.4 million, or 19.3%, in the nine months ended September 30, 2013 compared to the same period in 2012. There were \$5.0 million of ORCC expenses added in the nine months ended September 30, 2013. Excluding these expenses, the cost of selling and marketing increased \$7.4 million in the nine months ended September 30, 2013 compared to the same period in 2012 primarily due the inclusion of S1 operations for a full nine months.

General and Administrative

General and administrative expense decreased \$11.4 million, or 13.1%, in the nine months ended September 30, 2013. There were approximately \$19.2 million and \$27.1 million of significant transaction related expenses incurred in the nine months ended September 30, 2013, and September 30, 2012, respectively. Significant transaction related expenses for the nine months ended September 30, 2013 included \$9.4 million of personnel related charges, \$1.0 million for facility closures and \$8.8 million of professional and other expenses related to the acquisition of ORCC. Excluding these expenses, total general and administrative expenses decreased \$3.5 million in the nine months ended September 30, 2013.

Depreciation and Amortization

Depreciation and amortization expense increased \$12.9 million, or 47.9%, in the nine months ended September 30, 2013 compared to the same period in 2012 primarily due to acquisition related intangibles.

Other Income and Expense

Other income and expense includes interest income and expense, foreign currency gains and losses, and other non-operating items. Fluctuating currency rates impacted the nine months ended September 30, 2013 by \$0.8 million in net foreign currency losses, as compared with \$2.4 million in net losses during the same period in 2012. Interest expense increased \$10.0 million during the nine months ended September 30, 2013 compared to the same period in 2012 due primarily to the increased debt used to partially fund the S1 acquisition in February 2012 and the ORCC acquisition in March 2013 and the addition of the Notes in August 2013.

[Table of Contents](#)

Income Taxes

The effective tax rate for the nine months ended September 30, 2013 was 27.8%. The earnings of our foreign entities for the nine months ended September 30, 2013 were \$18.9 million. The tax rates in the foreign jurisdictions in which we operate are less than the domestic tax rate. The effective tax rate for the nine months ended September 30, 2013 was positively impacted by foreign profits taxed at lower rates and a domestic loss taxed at a higher rate as well as recognition of \$1.4 million tax benefit as a result of implementing the 2012 American Taxpayer Relief Act. The effective tax rate for the nine months ended September 30, 2013 was negatively impacted by acquisition related expenses that are not deductible for tax purposes as well as an increase in the valuation allowance against foreign tax credits as a result of the acquisition of ORCC.

The effective tax rate for the nine months ended September 30, 2012 was 90.6%. The earnings of our foreign entities for the nine months ended September 30, 2012 were \$37.0 million. The tax rates in the foreign jurisdictions in which we operate are less than the domestic tax rate. The effective tax rate for the nine months ended September 30, 2012 was positively impacted by foreign profits taxed at lower rates and a domestic loss taxed at a higher rate. The effective tax rate for the nine months ended September 30, 2012 was positively impacted by a \$1.4 million release of a valuation allowance. The valuation allowance was released based upon evidence that one of our foreign entities will be able to fully utilize its remaining tax losses. The effective tax rate for the nine months ended September 30, 2012 was positively impacted by a \$1.6 million release of an accrued tax liability and a favorable adjustment of \$1.0 million to our uncertain tax positions as the statute of limitations expired for the tax returns to which they are associated during the nine months ended September 30, 2012.

Our effective tax rate could fluctuate significantly on a quarterly basis and could be negatively affected to the extent earnings are lower in the countries in which we operate that have a lower statutory rate or higher in the countries in which we operate that have a higher statutory rate or to the extent we have losses sustained in countries where the future utilization of those losses is uncertain. Our effective tax rate could also fluctuate due to changes in the valuation of our deferred tax assets or liabilities, or by changes in tax laws, regulations, accounting principles, or interpretations thereof. In addition, we are occasionally subject to examination of our income tax returns by tax authorities in the jurisdictions we operate. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes.

Segment Results

The following table presents revenues and income (loss) before income taxes for the periods indicated by geographic region (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Revenues:				
Americas	\$ 136,812	\$ 87,766	\$ 369,504	\$ 243,674
EMEA	51,692	42,844	145,982	137,252
Asia/Pacific	25,435	24,452	66,280	61,558
	<u>\$ 213,939</u>	<u>\$ 155,062</u>	<u>\$ 581,766</u>	<u>\$ 442,484</u>
Income (loss) before income taxes:				
Americas	\$ 36,320	\$ 19,714	\$ 79,612	\$ 55,250
EMEA	14,968	13,493	43,176	37,365
Asia/Pacific	10,641	7,406	19,828	15,384
Corporate	(42,820)	(36,133)	(123,956)	(116,742)
	<u>\$ 19,109</u>	<u>\$ 4,480</u>	<u>\$ 18,660</u>	<u>\$ (8,743)</u>

Reportable segment results are impacted by both direct expenses and allocated shared function costs such as global product development, global customer operations and global product management. Shared function costs are allocated to the geographic reportable segments as a percentage of revenue or as a percentage of headcount. All administrative costs that are not directly attributable or able to be allocated to a geographic segment are included in the corporate line item.

The increase in expenses for the Americas segment is primarily due to the addition of ORCC in March 2013. The Company incurred integration expenses of approximately \$8.7 million and \$4.5 million during the three months ended September 30, 2013 and 2012, respectively. Amortization of intangible assets allocated to the Corporate business segment was approximately \$9.2 million and \$6.7 million during the three months ended September 30, 2013 and 2012, respectively. Interest expense on long term debt allocated to the Corporate segment was approximately \$7.4 million and \$2.5 million during the three months ended September 30, 2013 and 2012, respectively.

[Table of Contents](#)

The Company incurred significant transaction related expenses of approximately \$19.2 million and \$27.1 million during the nine months ended September 30, 2013 and 2012, respectively. Amortization of intangible assets allocated to the Corporate business segment was approximately \$25.2 million and \$18.0 million during the nine months ended September 30, 2013 and 2012, respectively. Interest expense on long term debt allocated to the Corporate segment was approximately \$17.2 million and \$7.3 million during the nine months ended September 30, 2013 and 2012, respectively. The Company expects corporate costs to decrease moving forward as the synergy savings from the acquisitions are realized.

Liquidity and Capital Resources

General

Our primary liquidity needs are: (i) to fund normal operating expenses; (ii) to meet the interest and principal requirements of our outstanding indebtedness; and (iii) to fund acquisitions, capital expenditures and lease payments. We believe these needs will be satisfied using cash flow generated by our operations, our cash and cash equivalents and available borrowings under our revolving credit facility.

As of September 30, 2013, we had \$166.5 million in cash and cash equivalents. Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less.

As of September 30, 2013, \$93.4 million of the \$166.5 million of cash and cash equivalents was held by our foreign subsidiaries. If these funds were needed for our operations in the U.S. we would be required to accrue and pay U.S. taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside the U.S. and our current plans do not demonstrate a need to repatriate them to fund our U.S. operations.

The following table sets forth summary cash flow data for the periods indicated.

	Nine Months Ended September 30,	
	2013	2012
	(amounts in thousands)	
Net cash provided by (used by):		
Operating activities	\$ 86,560	\$ (12,742)
Investing activities	(282,562)	(339,868)
Financing activities	287,731	243,705

Net cash flows provided by (used by) operating activities for the nine months ended September 30, 2013 amounted to \$86.6 million as compared to a \$(12.7) million during the same period in 2012. The comparative period increase was primarily due to an additional \$33.3 million in cash receipts from customers, a \$21.3 million reduction in employee compensation payments, a \$14.3 million increase in net income, and a \$9.9 million decrease in tax payments during the first nine months of 2013 when compared to the same period in 2012. Our current policy is to use our operating cash flow primarily for funding capital expenditures, lease payments, stock repurchases and acquisitions.

During the first nine months of 2013, we paid \$250.2 million, net of \$9.9 million in cash acquired, to acquire ORCC. In addition, we paid \$14.0 million, net of \$0.2 million in cash acquired, to acquire PTESA. We also used cash of \$18.4 million to purchase software, property and equipment.

In the first nine months of 2013, we received proceeds of \$300.0 million from our Term Credit Facility to fund our purchase of ORCC. In addition, we received proceeds of \$300.0 million from our Notes during the first nine months of 2013. We used a portion of the proceeds to pay the \$188.0 million balance of the Revolver and repurchase \$80.6 million of common stock. We repaid \$22.0 million of the Term Credit Facility during the nine months ended September 30, 2013 as well as \$7.5 million of debt acquired with ORCC. In addition, during the first nine months of 2013, we received proceeds of \$14.0 million, including corresponding excess tax benefits, from the exercises of stock options and the issuance of common stock under our 1999 Employee Stock Purchase Plan, as amended, and used \$5.9 million for the repurchase of restricted stock and performance shares for tax withholdings. We paid \$16.4 million and \$1.1 million in debt issuance costs during the nine months ended September 30, 2013 and 2012, respectively. We also made payments to third-party institutions, primarily related to debt and capital leases, totaling \$5.8 million.

[Table of Contents](#)

We may decide to use cash to acquire new products and services or enhance existing products and services through acquisitions of other companies, product lines, technologies and personnel, or through investments in other companies.

We believe that our existing sources of liquidity, including cash on hand and cash provided by operating activities, will satisfy our projected liquidity requirements, which primarily consists of working capital requirements, for the next twelve months and foreseeable future.

Debt

As of September 30, 2013, we had \$464.3 million outstanding under our Term Credit Facilities, with up to \$250.0 million of unused borrowings under the Revolving Credit Facility portion of the Credit Agreement, as amended. The amount of unused borrowings actually available varies in accordance with the terms of the agreement. The Credit Agreement contains certain affirmative and negative covenants, including limitations on the incurrence of indebtedness, asset dispositions, acquisitions, investments, dividends and other restricted payments, liens and transactions with affiliates. The Credit Agreement also contains financial covenants relating to maximum permitted leverage ratio and the minimum fixed charge coverage ratio. The facility does not contain any subjective acceleration features and does not have any required payment or principal reduction schedule and is included as a long-term liability in our consolidated balance sheet. At September 30, 2013 (and at all times during these periods) we were in compliance with our debt covenants. The interest rate in effect at September 30, 2013 was 2.43%.

On August 20, 2013, the Company completed a \$300.0 million offering of 6.375% Senior Notes due in 2020 (the "Notes") at an issue price of 100% of the principal amount in a private placement for resale to qualified institutional buyers. The Notes bear an interest rate of 6.375% per annum, payable semi-annually in arrears on August 15 and February 15 of each year, commencing on February 15, 2014. Interest will accrue from August 20, 2013. The Notes will mature on August 15, 2020.

Stock Repurchase Program

As of December 31, 2011, our Board of Directors had approved a stock repurchase program authorizing us, from time to time as market and business conditions warrant, to acquire up to \$210 million of our common stock. In February 2012, our Board of Directors approved an increase of \$52.1 million to our current stock repurchase authorization, bringing the total authorization to \$262.1 million.

On September 13, 2012, our Board of Directors approved the repurchase of up to 2,500,000 shares of our common stock, or up to \$113.0 million in place of the remaining repurchase amounts previously authorized.

In July 2013, our Board of Directors approved an additional \$100 million for the stock repurchase program.

We repurchased 1,651,708 shares for \$80.6 million under the program during the nine months ended September 30, 2013. Under the program to date, we have purchased 11,171,580 shares for approximately \$325.6 million. The maximum remaining authorized for purchase under the stock repurchase program was approximately \$108.3 million as of September 30, 2013.

There is no guarantee as to the exact number of shares that will be repurchased by us. Repurchased shares are returned to the status of authorized but unissued shares of common stock. In March 2005, our Board of Directors approved a plan under Rule 10b5-1 of the Securities Exchange Act of 1934 to facilitate the repurchase of shares of common stock under the existing stock repurchase program. Under our Rule 10b5-1 plan, we have delegated authority over the timing and amount of repurchases to an independent broker who does not have access to inside information about the Company. Rule 10b5-1 allows us, through the independent broker, to purchase shares at times when we ordinarily would not be in the market because of self-imposed trading blackout periods, such as the time immediately preceding the end of the fiscal quarter through a period three business days following our quarterly earnings release.

[Table of Contents](#)

Contractual Obligations and Commercial Commitments

For the nine months ended September 30, 2013, other than as discussed below, there have been no material changes to the contractual obligations and commercial commitments disclosed in Item 7 of our Form 10-K for the fiscal year ended December 31, 2012.

Contractual Obligations	Payments due by Period (amounts in thousands)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Acquired operating lease obligations (1)	\$ 9,915	\$ 1,238	\$ 6,368	\$ 2,309	\$ —
New operating lease obligations (2)	3,153	163	1,286	1,233	471
Term Credit Facility (3)	464,253	41,398	133,066	289,789	—
Term Credit Facility interest (4)	38,605	10,874	17,587	10,144	—
Senior Notes (5)	300,000	—	—	—	300,000
Senior Notes interest (5)	133,875	19,125	38,250	38,250	38,250
Total	<u>\$949,801</u>	<u>\$ 72,798</u>	<u>\$196,557</u>	<u>\$341,725</u>	<u>\$338,721</u>

- (1) Operating leases acquired as a result of the acquisitions.
- (2) New operating lease obligations entered into during the nine months ended September 30, 2013.
- (3) Increase in the Term Credit Facility represents debt used to partially fund acquisitions during the nine months ended September 30, 2013.
- (4) Based upon the debt outstanding and interest rate in effect at September 30, 2013 of 2.43%.
- (5) Represents Notes issued during the nine months ended September 30, 2013.
- (6) Based upon Notes issued of \$300 million at per annum rate of 6.375%.

We are unable to reasonably estimate the ultimate amount or timing of settlement of our reserves for income taxes under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, *Income Tax*. The liability for unrecognized tax benefits at September 30, 2013 is \$15.5 million. The amount of unrecognized tax benefits for uncertain tax positions increased by \$1.9 million during the nine months ended September 30, 2013 for the uncertain tax positions of ORCC which were included in the preliminary purchase price allocation.

Critical Accounting Estimates

The preparation of the condensed consolidated financial statements requires that we make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and other assumptions that we believe to be proper and reasonable under the circumstances. We continually evaluate the appropriateness of estimates and assumptions used in the preparation of our condensed consolidated financial statements. Actual results could differ from those estimates.

The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

- Revenue Recognition
- Allowance for Doubtful Accounts
- Business Combinations
- Intangible Assets and Goodwill
- Stock-Based Compensation
- Accounting for Income Taxes

During the nine months ended September 30, 2013, there were no significant changes to our critical accounting policies and estimates other than as disclosed in Note 1, *Condensed Consolidated Financial Statements*. Please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of our Annual Report on Form 10-K for our fiscal year ended December 31, 2012, filed on March 1, 2013, for a more complete discussion of our critical accounting policies and estimates.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to our market risk for the nine months ended September 30, 2013. We conduct business in all parts of the world and are thereby exposed to market risks related to fluctuations in foreign currency exchange rates. The U.S. dollar is the single largest currency in which our revenue contracts are denominated. Thus, any decline in the value of local foreign currencies against the U.S. dollar results in our products and services being more expensive to a potential foreign customer, and in those instances where our goods and services have already been sold, may result in the receivables being more difficult to collect. Additionally, any decline in the value of the U.S. dollar in jurisdictions where the revenue contracts are denominated in U.S. dollars and operating expenses are incurred in local currency will have an unfavorable impact to operating margins. We at times enter into revenue contracts that are denominated in the country's local currency, principally in South Africa, Australia, Canada, the United Kingdom and other European countries. This practice serves as a natural hedge to finance the local currency expenses incurred in those locations. We have not entered into any foreign currency hedging transactions. We do not purchase or hold any derivative financial instruments for the purpose of speculation or arbitrage.

The primary objective of our cash investment policy is to preserve principal without significantly increasing risk. Based on our cash investments and interest rates on these investments at September 30, 2013, and if we maintained this level of similar cash investments for a period of one year, a hypothetical 10 percent increase or decrease in effective interest rates would increase or decrease interest income by less than \$0.1 million annually.

Item 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, under the supervision of and with the participation of the Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this report, September 30, 2013. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as of September 30, 2013.

Changes in Internal Control over Financial Reporting

On March 11, 2013, the Company completed its acquisition of ORCC and all its subsidiaries. The Company considers the transaction material to its results of operations, cash flows and financial position from the date of the acquisition through September 30, 2013 and believes the internal controls and procedures of ORCC will have a material effect on the Company's internal control over financial reporting. See Note 2, *Business Combination*, to the Condensed Consolidated Financial Statements included in Item 1 for discussion of the acquisition and related financial data.

The Company is currently in the process of integrating ORCC operations. The Company anticipates a successful integration of operations and internal controls over financial reporting. Management will continue to evaluate its internal control over financial reporting as it executes integration activities.

Our management, under the supervision of and with the participation of the Chief Executive Officer and Chief Financial Officer evaluated any change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act) during the Company's quarter ended September 30, 2013, and determined that except for the changes discussed above, there were no other changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

From time to time, we are involved in various litigation matters arising in the ordinary course of our business. We are not currently a party to any legal proceedings, the adverse outcome of which, individually or in the aggregate, we believe would be likely to have a material effect on our financial condition or results of operations.

Item 1A. RISK FACTORS

Other than as disclosed below, there have been no material changes to the risk factors disclosed in Item 1A of our Form 10-K for the fiscal year ended December 31, 2012. Additional risks and uncertainties, including risks and uncertainties not presently known to us, or that we currently deem immaterial, could also have an adverse effect on our business, financial condition and/or results of operations.

[Table of Contents](#)

Certain payment funding methods expose us to the credit and/or operating risk of our clients.

When we process an automated clearing house or automated teller machine network payment transaction for certain clients, we occasionally transfer funds from our settlement account to the intended destination account before we receive funds from a client's source account. The vast majority of these occurrences are resolved quickly through normal processes. However, if they are not resolved and we are then unable to reverse the transaction that sent funds to the intended destination, a shortfall in our settlement account will be created. Although we have legal recourse against our clients for the amount of the shortfall, timing of recovery may be delayed by litigation or the amount of any recovery may be less than the shortfall. In either case, we would have to fund the shortfall in our settlement account from our corporate funds.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

The following table provides information regarding the Company's repurchases of its common stock during the three months ended September 30, 2013:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
July 1, 2013 through July 31, 2013	35,600	\$ 46.47	35,600	171,304,584
August 1, 2013 through August 31, 2013	740,256	49.81	740,256	134,432,432
September 1, 2013 through September 30, 2013	524,138(1)	50.43	517,908	108,314,332
Total	<u>1,299,994</u>	<u>\$ 49.97</u>	<u>1,293,764</u>	

- (1) Pursuant to our 2005 Incentive Plan, we granted restricted share awards ("RSAs"). These awards have requisite service periods of either three or four years and vest in increments of either 33% or 25% on the anniversary dates of the grants. Under each arrangement, stock is issued without direct cost to the employee. During the three months ended September 30, 2013, 17,630 shares of the RSAs vested. We withheld 6,230 of those shares to pay the employees' portion of applicable payroll taxes.

In fiscal 2005, we announced that our Board of Directors approved a stock repurchase program authorizing us, from time to time as market and business conditions warrant, to acquire up to \$80 million of our common stock, and that we intend to use existing cash and cash equivalents to fund these repurchases. In May 2006, our Board of Directors approved an increase of \$30 million to the stock repurchase program, bringing the total of the approved program to \$110 million. In March 2007, our Board of Directors approved an increase of \$100 million to its current repurchase authorization, bringing the total authorization to \$210 million. In February 2012, our Board of Directors approved an increase of \$52.1 million to its current stock repurchase authorization, bringing the total authorization to \$262.1 million. On September 13, 2012, our Board of Directors approved the repurchase of up to 2,500,000 shares of the Company's common stock, or up to \$113.0 million, in place of the remaining repurchase amounts previously authorized. In July, 2013, our Board of Directors approved an additional \$100 million for stock repurchases. Approximately \$108.3 million remains available at September 30, 2013. There is no guarantee as to the exact number of shares that will be repurchased by us. Repurchased shares are returned to the status of authorized but unissued shares of common stock. In March 2005, our Board of Directors approved a plan under Rule 10b5-1 of the Securities Exchange Act of 1934 to facilitate the repurchase of shares of common stock under the existing stock repurchase program. Under our Rule 10b5-1 plan, we have delegated authority over the timing and amount of repurchases to an independent broker who does not have access to inside information about the Company. Rule 10b5-1 allows us, through the independent broker, to purchase shares at times when we ordinarily would not be in the market because of self-imposed trading blackout periods, such as the time immediately preceding the end of the fiscal quarter through a period three business days following our quarterly earnings release.

Item 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

[Table of Contents](#)

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

Not applicable.

[Table of Contents](#)

Item 6. EXHIBITS

The following lists exhibits filed as part of this quarterly report on Form 10-Q:

<u>Exhibit No.</u>	<u>Description</u>
2.03 (1)	Agreement and Plan of Merger, dated September 23, 2013, by and among ACI Worldwide, Inc., Olympic Acquisition Corp. and Official Payments Holdings, Inc.
3.01 (2)	2013 Amended and Restated Certificate of Incorporation of the Company
3.02 (3)	Amended and Restated Bylaws of the Company
4.01 (4)	Form of Common Stock Certificate
4.02 (5)	Indenture, dated as of August 20, 2013, among the ACI Worldwide, Inc., the guarantors listed therein, and Wilmington Trust, National Association, as trustee
4.03	Form of 6.375% Senior Notes due 2020 (included as Exhibit A to Exhibit 4.02).
10.25(6)	Fourth Amendment to Credit Agreement, dated August 20, 2013, by and among ACI Worldwide, Inc., the subsidiary guarantors thereto, Wells Fargo Bank, National Association, as administrative agent, and the lenders that are party thereto
31.01	Certification of Principal Executive Officer pursuant to SEC Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.02	Certification of Principal Financial Officer pursuant to SEC Rule 13a-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.01	* Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.02	* Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase

* This certification is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference.

- (1) Incorporated herein by reference to Exhibit 2.1 to the registrant's current report on Form 8-K filed September 23, 2013.
- (2) Incorporated herein by reference to Exhibit 3.1 to the registrant's current report on Form 8-K filed June 13, 2013.
- (3) Incorporated herein by reference to Exhibit 3.2 to the registrant's current report on Form 8-K filed December 18, 2008.
- (4) Incorporated herein by reference to Exhibit 4.01 to the registrant's Registration Statement No. 33-88292 on Form S-1.
- (5) Incorporated herein by reference to Exhibit 4.1 to the registrant's current report on Form 8-K filed August 20, 2013.
- (6) Incorporated herein by reference to Exhibit 10.1 to the registrant's current report on Form 8-K filed August 20, 2013.

SIGNATURE

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 thereunto duly authorized.

ACI WORLDWIDE, INC.

(Registrant)

Date: November 7, 2013

By: _____

/s/ SCOTT W. BEHRENS

Scott W. Behrens

Executive Vice President, Chief Financial

Officer and Chief Accounting Officer

(Principal Financial Officer)

EXHIBIT INDEX

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101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase

* This certification is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates it by reference.

- (1) Incorporated herein by reference to Exhibit 2.1 to the registrant’s current report on Form 8-K filed September 23, 2013.
- (2) Incorporated herein by reference to Exhibit 3.1 to the registrant’s current report on Form 8-K filed June 13, 2013.
- (3) Incorporated herein by reference to Exhibit 3.2 to the registrant’s current report on Form 8-K filed December 18, 2008.
- (4) Incorporated herein by reference to Exhibit 4.01 to the registrant’s Registration Statement No. 33-88292 on Form S-1.
- (5) Incorporated herein by reference to Exhibit 4.1 to the registrant’s current report on Form 8-K filed August 20, 2013.
- (6) Incorporated herein by reference to Exhibit 10.1 to the registrant’s current report on Form 8-K filed August 20, 2013.

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Philip G. Heasley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ACI Worldwide, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

/s/ PHILIP G. HEASLEY

Philip G. Heasley
*President, Chief Executive Officer
and Director
(Principal Executive Officer)*

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Scott W. Behrens, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ACI Worldwide, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2013

/s/ SCOTT W. BEHRENS

Scott W. Behrens
*Executive Vice President, Chief Financial Officer
and Chief Accounting Officer
(Principal Financial Officer)*

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of ACI Worldwide, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Philip G. Heasley, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- 1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2013

/s/ PHILIP G. HEASLEY

Philip G. Heasley
*President, Chief Executive Officer
and Director
(Principal Executive Officer)*

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of ACI Worldwide, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Scott W. Behrens, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- 1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2013

/s/ SCOTT W. BEHRENS

Scott W. Behrens
*Executive Vice President, Chief Financial Officer
and Chief Accounting Officer
(Principal Financial Officer)*