

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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

1. Name and Address of Reporting Person* <u>ACI WORLDWIDE, INC.</u> (Last) (First) (Middle) 3520 KRAFT RD SUITE 300 (Street) NAPLES FL 34105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ONLINE RESOURCES CORP [ORCC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share ⁽¹⁾⁽²⁾	03/11/2013		P		28,588,101	A	\$3.85	28,588,101	I	See Footnote ⁽³⁾
Common Stock, par value \$0.0001 per share ⁽⁴⁾	03/11/2013		P		24,925,134	A	\$3.85	53,513,235	I	See Footnote ⁽³⁾
Common Stock, par value \$0.0001 per share	03/11/2013		P		5,943,821 ⁽⁵⁾	A	\$3.85	65,000,560 ⁽⁶⁾	I	See Footnote ⁽³⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person* <u>ACI WORLDWIDE, INC.</u> (Last) (First) (Middle) 3520 KRAFT RD SUITE 300 (Street) NAPLES FL 34105 (City) (State) (Zip)		
--	--	--

1. Name and Address of Reporting Person* <u>Ocelot Acquisition Corp.</u> (Last) (First) (Middle) 3520 KRAFT RD SUITE 300 (Street) NAPLES FL 34105 (City) (State) (Zip)		
---	--	--

Explanation of Responses:

1. This form is a joint filing by ACI Worldwide, Inc., a Delaware corporation ("ACI"), and Ocelot Acquisition Corp., a Delaware corporation and direct wholly owned subsidiary of ACI ("Merger Sub").
2. Shares of common stock, par value \$0.0001 per share (the "Shares"), of Online Resources Corporation ("ORCC") acquired pursuant to the tender offer effected pursuant to the Transaction Agreement (the "Transaction Agreement"), dated as of January 30, 2013, by and among ACI, Merger Sub and ORCC (such tender offer, the "Offer").
3. Shares were held by Merger Sub. As Merger Sub is a direct wholly owned subsidiary of ACI, ACI may be deemed to have acquired indirect beneficial ownership of the Shares.
4. Shares acquired pursuant to the exercise of "top-up" option to purchase additional shares from ORCC, at \$3.85 per share, under the terms of the Transaction Agreement.
5. Reflects all of the outstanding Shares of ORCC not tendered in the Offer, which may be deemed to have been acquired by ACI and Merger Sub pursuant to the consummation of the Merger (as defined below).
6. Following the exercise of the "top-up" option, Merger Sub was merged with and into ORCC, with ORCC surviving the merger as a direct wholly owned subsidiary of ACI pursuant to a "short form" merger under Delaware law (the "Merger"). At the effective time of the Merger, all of ORCC's previously outstanding Shares held by the reporting persons were canceled. Prior to the Merger, ACI held 1,000 shares of the common stock, par value \$0.01 per share, of Merger Sub, which represented all of the issued and outstanding capital stock of Merger Sub. At the effective time of the Merger, the aggregate number of shares of common stock of Merger Sub was converted into that number of shares of common stock of the surviving corporation equal to the aggregate number of shares of common stock of ORCC outstanding as of immediately prior to the effective time of the Merger, on a fully diluted basis.

/s/ Dennis P. Byrnes, Executive
Vice President, Chief
Administrative Officer, 03/12/2013
General Counsel and Secretary
for ACI Worldwide, Inc.

/s/ Dennis P. Byrnes, President 03/12/2013
for Ocelot Acquisition Corp.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.