

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____2_____)*

Transaction Systems Architects Inc

(Name of Issuer)

Common Stock

(Title of Class of Securities)

89341610

(CUSIP Number)

December 31, 1998

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus Asset Management, Inc.

13-2673503

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []
(b) []

Not applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

1,915,100

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

668,100

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

2,610,800

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,610,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.66%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

Item 1(a): Name of Issuer:

Transaction Systems Architects Inc

Item 1(b): Address of Issuer's Principal Executive Offices:

330 South 108th Street
Omaha, NE 68154

Item 2(a): Name of Person Filing

Warburg Pincus Asset Management, Inc.

Item 2(b): Address of Principal Business Office:

466 Lexington Avenue, New York, New York 10017

Item 2(c): Citizenship:

Delaware

Item 2(d): Title of Class of Securities:

Common Stock

Item 2(e): CUSIP Number:

89341610

Item 3: If the reporting person is an investment adviser in
----- accordance with ss. 240.13d-1(b)(1)(ii)(E),
check this box.

Item 4: Ownership:

(a) Amount beneficially owned: 2,610,800.
(b) Percent of class: 8.66%.
(c) Number of shares as to which the person has:
(i) Sole power to vote or to direct
the vote 1,915,100.
(ii) Shared power to vote or to
direct the vote 668,100.
(iii) Sole power to dispose or to
direct the disposition of 2,610,800.
(iv) Shared power to dispose or to
direct the disposition of 0.

Item 5: Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

Warburg Pincus Asset Management, Inc.
("WPAM") is an Investment Adviser registered
with the United States Securities and
Exchange Commission. WPAM serves as
investment adviser to many accounts including
various registered investment companies. The
securities which are the subject of this
report are owned by our accounts. In this
report no account owned more than 5%.

Item 7: Identification and Classification of the
Subsidiary Which Acquired the Security Being
Reported on By the Parent Holding Company:

Not Applicable.

Item 8: Identification and Classification of Members of the Group:

Not Applicable.

Item 9: Notice of Dissolution of Group:

Not Applicable.

Item 10: Certification:

By signing below I certify that, to the best
of my knowledge and belief, the securities
referred to above were acquired and are held
in the ordinary course of business and were
not acquired and are not held for the purpose
of or with the effect of changing or
influencing the control of the issuer of the
securities and were not acquired and are not
held in connection with or as a participant
in any transaction having that purpose or
effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

Dated: January 8, 1999

By: /s/ Linda S. Iovan

Name: Linda S. Iovan
Title: Vice President