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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 30, 2007 (July 24, 2007)**

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**ACI WORLDWIDE, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-25346**  
(Commission File Number)

**47-0772104**  
(IRS Employer  
Identification No.)

**120 Broadway, Suite 3350**  
**New York, New York 10271**  
(Address of principal executive offices) (Zip Code)

**Registrant's Telephone Number, Including Area Code: (646) 348-6700**

**Transaction Systems Architects, Inc.**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***The First Amendment to The 2005 Equity and Performance Incentive Plan***

Effective July 24, 2007, the stockholders of ACI Worldwide, Inc. (f/k/a Transaction Systems Architects, Inc.) (the "Company") approved the First Amendment to the 2005 Equity and Performance Incentive Plan (the "Plan Amendment"). The Plan Amendment makes three changes to the existing 2005 Equity and Performance Incentive Plan: (1) increasing the aggregate number of authorized shares of Common Stock under the 2005 Equity and Performance Incentive Plan, as amended, (the "Amended 2005 Incentive Plan") to 5,000,000 from 3,000,000, (2) eliminating in its entirety the limitation on the aggregate number of shares that can be issued as restricted stock, restricted stock units, performance shares and performance units under the Amended 2005 Incentive Plan, and (3) providing that the exercise price for any options granted under the Amended 2005 Incentive Plan may not be less than the market value per share of Common Stock on the date of grant. The description of the Plan Amendment described in this report does not purport to be complete and is qualified in its entirety by the language in the Plan (as amended by the Plan Amendment), which is incorporated herein by reference to Exhibit B of the Company's definitive proxy statement on Schedule 14A ("Proxy Statement") filed with the Securities and Exchange Commission ("SEC") on June 12, 2007.

***Amendment to the Company's 1999 Employee Stock Purchase Plan***

On July 24, 2007, the stockholders of the Company approved the Amendment to the Company's 1999 Employee Stock Purchase Plan (the "ESPP Amendment") extending the term of the Company's 1999 Employee Stock Purchase Plan, as amended, (the "ESPP") by ten years to April 30, 2018. The description of the Plan Amendment described in this report does not purport to be complete and is qualified in its entirety by the language in the ESPP (as amended by the ESPP Amendment), which is incorporated herein by reference to Exhibit C of the Company's Proxy Statement filed with the SEC on June 12, 2007.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 24, 2007, the Company filed an Amended and Restated Certificate of Incorporation (the "Amended Charter") with the Secretary of State of Delaware. The Amended Charter became effective upon filing. The Company included a proposal in the Company's Proxy Statement dated June 12, 2007 seeking stockholder approval to amend and restate its Certificate of Incorporation to change the Company name from "Transaction Systems Architects, Inc." to "ACI Worldwide, Inc." (the "Proposed Name Change"). The Proposed Name Change was approved by the Company's Board of Directors on December 13, 2006. The Proposed Name Change was approved by the stockholders at the Company's 2007 Annual Meeting of Stockholders held on July 24, 2007. A copy of the Amended Charter as filed with the Secretary of State of Delaware is filed as Exhibit 3.1 and is hereby incorporated by reference.

In connection with the name change, the Company also changed the trading symbol on the NASDAQ Global Select Market. The Company's new trading symbol is "ACIW." A copy of the press release issued on July 24, 2007 announcing the name change and trading symbol change is attached hereto as Exhibit 99.1

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**Item 9.01. Financial Statements and Exhibits.**

3.1 Amended and Restated Certificate of Incorporation of ACI Worldwide, Inc., dated July 24, 2007, filed with the Secretary of State of Delaware on July 24, 2007.

99.1 Press release dated July 24, 2007.

**SIGNATURES**

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 hereunto duly authorized.

ACI WORLDWIDE, INC.

/s/ Dennis P. Byrnes

Dennis P. Byrnes

Senior Vice President & General Counsel

Date: July 30, 2007

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amended and Restated Certificate of Incorporation of ACI Worldwide, Inc., dated July 24, 2007, filed with the Secretary of State of Delaware on July 24, 2007.
99.1	Press Release dated July 24, 2007.

## TRANSACTION SYSTEMS ARCHITECTS, INC.

## AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Transaction Systems Architects, Inc., a Delaware corporation, hereby certifies as follows:

1. The name of the corporation is Transaction Systems Architects, Inc. The corporation was originally incorporated as ACI Holding, Inc., and its name was changed to Transaction Systems Architects, Inc. by the filing with the Secretary of State of Delaware, on October 13, 1994, of a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of ACI Holding, Inc. The date of filing of the corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was November 2, 1993.

2. The Amended and Restated Certificate of Incorporation of the corporation attached hereto as Exhibit 1, which is incorporated herein by this reference, and which restates, integrates and further amends the provisions of the Certificate of Incorporation of the corporation as may have been previously amended or supplemented, has been duly adopted by the corporation's Board of Directors and by the holders of a majority of the outstanding stock in accordance with Sections 242 and 245 of the Delaware General Corporation Law.

**In Witness Whereof**, said corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

Dated: July 24, 2007

TRANSACTION SYSTEMS ARCHITECTS, INC.

By: /s/ Dennis P. Bynes

Dennis P. Bynes, Senior Vice President and Secretary

*[per DGCL Sec 103, may be executed by any authorized officer]*

## Exhibit 1

## AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

ACI WORLDWIDE, INC.

ARTICLE I

The name of the corporation (which is hereinafter called the "**Corporation**") is:

ACI WORLDWIDE, INC.

ARTICLE II

The address of the registered office in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware, and the name of the registered agent is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended (the "**DGCL**").

ARTICLE IV

Section 1. Authorized Capital Stock. The Corporation is authorized to issue two classes of capital stock, designated Common Stock and Preferred Stock. The total number of shares of capital stock that the Corporation is authorized to issue is 75,000,000 shares, consisting of 70,000,000 shares of Common Stock, par value \$0.005 per share, and 5,000,000 shares of Preferred Stock, par value \$0.01 per share.

Preferred Stock. The Preferred Stock may be issued in one or more series. The Board of Directors of the Corporation (the "**Board**") is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, rights and qualifications, limitations or restrictions of such series. The authority of the Board with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

- (a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (b) the voting powers, if any, and whether such voting powers are full or limited in such series;
- (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;

(d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;

(e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(f) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity and the rates or other determinants of conversion or exchange applicable thereto;

(g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or other entity;

(h) the provisions, if any, of a sinking fund applicable to such series; and

(i) any other relative, participating, optional or other special powers, preferences or rights and qualifications, limitations or restrictions thereof;

all as may be determined from time to time by the Board and stated or expressed in the resolution or resolutions providing for the issuance of such Preferred Stock (collectively, a "***Preferred Stock Designation***").

Section 2. **Common Stock**. Subject to the rights of the holders of any series of Preferred Stock, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

#### ARTICLE V

The Corporation is to have perpetual existence.

#### ARTICLE VI

The Board may make, amend, and repeal the Bylaws of the Corporation. Any Bylaw made by the Board under the powers conferred hereby may be amended or repealed by the Board (except as specified in any such Bylaw so made or amended) or by the stockholders in the manner provided in the Bylaws of the Corporation. The Corporation may in its Bylaws confer powers upon the Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board by applicable law.

#### ARTICLE VII

At any annual meeting or special meeting of stockholders of the Corporation, only such business will be conducted or considered as has been brought before such meeting in the manner provided in the Bylaws of the Corporation. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least a

majority of all classes of Voting Stock issued and outstanding, voting as a single class, will be required to amend or repeal, or adopt any provision inconsistent with, this ARTICLE VII. For the purposes of this Certificate of Incorporation, “**Voting Stock**” means stock of the Corporation of all classes or series entitled to vote generally in the election of Directors.

#### ARTICLE VIII

Section 1. Election of Directors. Election of Directors of the Corporation need not be by written ballot unless requested by the Chairman or by the holders of a majority of the Voting Stock present in person or represented by proxy at a meeting of the stockholders at which Directors are to be elected. If authorized by the Board, such requirement of written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the stockholder or proxy holder.

Section 2. Nomination of Director Candidates. Advance notice of stockholder nominations for the election of Directors must be given in the manner provided in the Bylaws of the Corporation.

Section 3. Newly Created Directorships and Vacancies. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board resulting from death, resignation, disqualification, removal, or other cause will be filled solely by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board, or by a sole remaining Director. Any Director elected in accordance with the preceding sentence will hold office for the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director’s successor has been elected and qualified. No decrease in the number of Directors constituting the Board may shorten the term of any incumbent Director.

Section 4. Amendment, Repeal, Etc. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least a majority of all classes of Voting Stock issued and outstanding, voting as a single class, is required to amend or repeal, or adopt any provision inconsistent with, this ARTICLE VIII. The vote on amendment or repeal of, or on the adoption of any provision inconsistent with, this ARTICLE VIII must be by written ballot.

#### ARTICLE IX

To the full extent permitted by the DGCL or any other applicable law currently or hereafter in effect, no Director of the Corporation will be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a Director of the Corporation. Any repeal or modification of this ARTICLE IX will not adversely affect any right or protection of a Director of the Corporation existing prior to such repeal or modification.



## ARTICLE X

Section 1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another company or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (an “**Indemnitee**”), whether the basis of such Proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted or required by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except as provided in Section 3 of this ARTICLE X with respect to Proceedings to enforce rights to indemnification, the Corporation shall indemnify any such Indemnitee in connection with a Proceeding (or part thereof) initiated by such Indemnitee only if such Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Section 2. Right to Advancement of Expenses. The right to indemnification conferred in Section 1 of this ARTICLE X shall include the right to be paid by the Corporation the expenses (including, without limitation, attorneys’ fees and expenses) incurred in defending any such Proceeding in advance of its final disposition (an “**Advancement of Expenses**”); provided, however, that, if the DGCL so requires, an Advancement of Expenses incurred by an Indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (an “**Undertaking**”), by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (a “**Final Adjudication**”) that such Indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the Advancement of Expenses conferred in Sections 1 and 2 of this ARTICLE X shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee’s heirs, executors and administrators.

Section 3. Right of Indemnitee to Bring Suit. If a claim under Section 1 or 2 of this ARTICLE X is not paid in full by the Corporation within 60 calendar days after a written claim has been received by the Corporation, except in the case of a claim for an Advancement of Expenses, in which case the applicable period shall be 20 calendar days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit

brought by the Indemnitee to enforce a right to an Advancement of Expenses) it shall be a defense that, and (ii) any suit brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the Corporation shall be entitled to recover such expenses upon a Final Adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in the DGCL. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an Advancement of Expenses hereunder, or brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such Advancement of Expenses, under this ARTICLE X or otherwise shall be on the Corporation.

Section 4. Non-Exclusivity of Rights. The rights to indemnification and to the Advancement of Expenses conferred in this ARTICLE X shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation or Bylaws, any agreement, any vote of stockholders or disinterested directors or otherwise.

Section 5. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Section 6. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the Advancement of Expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this ARTICLE X with respect to the indemnification and Advancement of Expenses of directors and officers of the Corporation.



ACI Worldwide, Inc.  
120 Broadway - Suite 3350  
New York, NY 10271  
646.348.6700  
FAX 212.479.4000

News Release

For more information contact:

William J. Hoelting  
Vice President, Investor Relations  
402.390.8990

**FOR IMMEDIATE RELEASE**

**Transaction Systems Architects, Inc. Changes Name to ACI Worldwide, Inc.**

*Trading Symbol on NASDAQ Global Select Market to Change from TSAI to ACIW*

**(NEW YORK — July 24, 2007)** — Transaction Systems Architects, Inc. (NASDAQ: TSAI), a leading international provider of software for electronic payment systems, today announced that its proposed name change to ACI Worldwide, Inc., was approved by its stockholders at its annual stockholders meeting. In connection with the name change, effective July 25, 2007, the Company begins trading on the NASDAQ Global Select Market under the symbol “ACIW”.

“This is another step in our strategic plan, designed to enhance and leverage our powerful brand,” said Philip G. Heasley, ACI Worldwide CEO. “The name change should make it easier for our various stakeholders to continue to follow our progress against our strategic goals.”

The Company’s operations will not be affected by the name change. The Company’s shareholders will not be required to exchange their Transaction Systems Architects, Inc. stock certificates for ACI Worldwide, Inc. stock certificates. The Transaction Systems Architects, Inc. stock certificates will continue to represent shares of the stock of the re-named Company.

The Company has been marketing products and services under the ACI Worldwide brand since 1993 and has gained significant market recognition under this name. The Company believes that changing its name aligns its corporate name with the operating unit that the public associates with its products and services, and will provide greater intangible value and even greater name recognition in the future.

#### **About ACI Worldwide, Inc.**

Every second of every day, ACI Worldwide solutions are at work processing electronic payments, managing risk, automating back office systems and providing application infrastructure services. ACI is a leading international provider of solutions for banking, retail and cross-industry systems. ACI serves more than 800 customers in 84 countries including many of the world's largest financial institutions, retailers and payment processors. Visit ACI Worldwide at [www.aciworldwide.com](http://www.aciworldwide.com).

#### **Forward-Looking Statements**

This press release 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 the Company "believes," "will," "expects," "looks forward to" 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. Forward-looking statements in this press release include, but are not limited to, statements regarding (i) Company's believe that the name change will provide greater intangible value and even greater name recognition in the future.

Any or all of the forward-looking statements may turn out to be wrong. They can be affected by the judgments and estimates underlying such assumptions or by known or unknown risks and uncertainties. Consequently, no forward-looking statement can be guaranteed. In addition, the Company disclaims any obligation to update any forward-looking statements after the date of this release.

All of the foregoing forward-looking statements are expressly qualified by the risk factors discussed in the Company's filings with the Securities and Exchange Commission. For a detailed discussion of these risk factors, parties that are relying on the forward-looking statements should review the Company's filings with the Securities and Exchange Commission, including the Company's Form 10-K filed on May 11, 2006 and the Company's Form 10-Q filed on June 29, 2007 and specifically the sections entitled "Factors That May Affect the Company's Future Results or the Market Price of the Company's Common Stock."

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