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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): March 9, 2016 (March 3, 2016)**

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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**  
(I.R.S. Employer  
Identification No.)

**3520 Kraft Rd, Suite 300**  
**Naples, FL 34105**  
(Address of principal executive offices) (Zip Code)

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

(Former Name or Former Address, if Changed Since Last Report) N/A

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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 (see General Instruction A.2. below):

- 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 2.01 Completion of Acquisition or Disposition of Assets.**

On March 3, 2016, pursuant to the terms of a previously announced Transaction Agreement, dated as of January 20, 2016 (the "Agreement"), between ACI Worldwide, Inc. (the "Company") and Fiserv, Inc. ("Fiserv"), the Company closed the sale to Fiserv of its Community Financial Services related assets and liabilities. On the closing date, the Company received aggregate consideration of \$200 million.

**Item 9.01 Financial Statements and Exhibits.**

**(b) Pro forma financial information**

The unaudited pro forma condensed consolidated balance sheet as of December 31, 2015 and the unaudited pro forma condensed consolidated statement of income for the fiscal year ended December 31, 2015, which reflect the disposition described in Item 2.01, are attached as Exhibit 99.1 to this Current Report and are incorporated by reference herein.

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
<b>99.1</b>	Unaudited Pro Forma Condensed Consolidated Financial Statements.

**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.

Dated: March 9, 2016

By: /s/ Scott W. Behrens

Scott W. Behrens

Senior Executive Vice President, Chief Financial Officer, and Chief  
Accounting Officer

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**EXHIBIT INDEX**

Exhibit Number

Description

**99.1**

Unaudited Pro Forma Condensed Consolidated Financial Statements.

**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

On January 20, 2016, ACI Worldwide, Inc. (the “Company”) and Fiserv, Inc. (“Fiserv”) entered into a definitive agreement providing for the sale of the Company’s Community Financial Services (“CFS”) related assets and liabilities for \$200 million, subject to certain working capital adjustments. On March 3, 2016, the Company closed the previously announced sale.

The following Unaudited Pro Forma Condensed Consolidated Financial Statements have been derived by the application of adjustments to the Company’s historical consolidated financial statements. The Unaudited Pro Forma Condensed Consolidated Statement of Income for the fiscal year ended December 31, 2015 is presented as if the disposition had occurred as of January 1, 2015. The Unaudited Pro Forma Condensed Consolidated Balance Sheet as of December 31, 2015 is presented as if the disposition had occurred on December 31, 2015.

The Unaudited Pro Forma Condensed Consolidated Financial Statements are being provided for informational purposes only and are not necessarily indicative of the results of operations or financial position that would have resulted if the disposition had actually occurred on the dates indicated and are not intended to project the Company’s results of operations or financial position for any future period. The unaudited adjustments are based on estimates, available information, and certain assumptions that the Company believes are reasonable, as described in the accompanying notes. The Unaudited Pro Forma Condensed Consolidated Financial Statements and the accompanying notes should be read in conjunction with the historical consolidated financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission on February 26, 2016.

**ACI WORLDWIDE, INC.**  
**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME**

	As Reported	Pro Forma Adjustments (a)	Pro Forma
<b>Revenues</b>	\$1,045,977	\$ (95,105)	\$950,872
<b>Operating expenses</b>			
Cost of license, maintenance, services and hosting	472,299	(61,878)	410,421
Research and development	145,924	(7,410)	138,514
Selling and marketing	129,407	(8,864)	120,543
General and administrative	87,419	(5,958)	81,461
Depreciation and amortization	82,980	(4,204)	78,776
<b>Total operating expenses</b>	<u>918,029</u>	<u>(88,314)</u>	<u>829,715</u>
<b>Operating income</b>	<u>127,948</u>	<u>(6,791)</u>	<u>121,157</u>
<b>Other income (expense)</b>			
Interest expense	(41,372)	612 (b)	(40,760)
Interest income	386	—	386
Other, net	26,411	—	26,411
<b>Total other income (expense)</b>	<u>(14,575)</u>	<u>612</u>	<u>(13,963)</u>
<b>Income before income taxes</b>	<u>113,373</u>	<u>(6,179)</u>	<u>107,194</u>
Income tax expense	27,937	(2,373)	25,564
<b>Net income</b>	<u>\$ 85,436</u>	<u>\$ (3,806)</u>	<u>\$ 81,630</u>
<b>Earnings per common share</b>			
Basic	\$ 0.73		\$ 0.69
Diluted	\$ 0.72		\$ 0.69
<b>Weighted average common shares outstanding</b>			
Basic	117,465		117,465
Diluted	118,919		118,919

**ACI WORLDWIDE, INC.**  
**UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET**

	<u>As Reported</u>	<u>Pro Forma Adjustments</u>		<u>Pro Forma</u>
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and cash equivalents	\$ 102,239	\$ 199,724	(c)	\$ 301,963
Receivables, net of allowance for doubtful accounts	219,116	(11,925)	(d)	207,191
Other current assets	66,729	(2,436)	(d)	64,293
<b>Total current assets</b>	<u>388,084</u>	<u>185,363</u>		<u>573,447</u>
<b>Noncurrent assets</b>				
Property and equipment, net	60,630	(1,002)	(d)	59,628
Software, net	237,941	(19,846)	(d)	218,095
Goodwill	913,261	—		913,261
Intangible assets, net	256,925	(24,577)	(d)	232,348
Deferred income taxes, net	90,872	(56,959)	(d),(e)	33,913
Other noncurrent assets	42,499	(2,899)	(d)	39,600
<b>TOTAL ASSETS</b>	<u>\$1,990,212</u>	<u>\$ 80,080</u>		<u>\$2,070,292</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>Current liabilities</b>				
Accounts payable	\$ 55,420	\$ (1,649)	(d)	\$ 53,771
Employee compensation	31,213	(1,079)	(d)	30,134
Current portion of long-term debt	95,293	—		95,293
Deferred revenue	128,559	(6,513)	(d)	122,046
Other current liabilities	79,959	10,547	(d),(e)	90,506
<b>Total current liabilities</b>	<u>390,444</u>	<u>1,306</u>		<u>391,750</u>
<b>Noncurrent liabilities</b>				
Deferred revenue	42,081	(7,645)	(d)	34,436
Long-term debt	843,290	—		843,290
Deferred income taxes, net	28,067	—		28,067
Other noncurrent liabilities	31,930	—		31,930
<b>Total liabilities</b>	<u>1,335,812</u>	<u>(6,339)</u>		<u>1,329,473</u>
<b>Stockholders' equity</b>				
Preferred stock	—	—		—
Common stock	702	—		702
Additional paid-in capital	561,379	—		561,379
Retained earnings	416,851	86,419	(f)	503,270
Treasury stock, at cost	(252,956)	—		(252,956)
Accumulated other comprehensive loss	(71,576)	—		(71,576)
<b>Total stockholders' equity</b>	<u>654,400</u>	<u>86,419</u>		<u>740,819</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$1,990,212</u>	<u>\$ 80,080</u>		<u>\$2,070,292</u>

**ACI WORLDWIDE, INC.**  
**NOTES TO THE UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

The unaudited pro forma condensed consolidated financial statements give effect to the sale of the CFS related assets and liabilities. The unaudited pro forma condensed consolidated statement of income for the year ended December 31, 2015 is presented as if the sale occurred as of January 1, 2015. The unaudited pro forma condensed consolidated balance sheet as of December 31, 2015 is presented as if the sale occurred on that date.

- a. The Pro Forma Adjustments columns in these financial statements represent the estimated historical financial results of the CFS products including allocation of applicable overhead costs.
- b. The pro forma adjustment represents estimated interest expense that would not have been incurred if the Company had the proceeds from the CFS sale at the beginning of the period.
- c. The pro forma adjustment represents estimated proceeds received from the sale of the CFS assets and liabilities, net of third-party transaction costs associated with the sale. The Company expects to use the proceeds to pay down the revolving credit facility and for general corporate purposes.
- d. The pro forma adjustments represent the elimination of the assets and liabilities of CFS.
- e. The pro forma adjustments include the estimated tax gain on the sale of the CFS related assets and liabilities.
- f. The pro forma adjustment represents the estimated after-tax gain of approximately \$86.7 million based upon CFS related asset and liability balances at December 31, 2015, net of third-party transaction costs associated with the sale. The actual after-tax gain will be calculated based upon balances on March 3, 2016 and will be subject to post-closing adjustments to be finalized pursuant to the definitive transaction agreement.

The Unaudited Pro Forma Condensed Consolidated Statement of Income does not include adjustments for income from transition services, which the Company expects to recover in the future for costs incurred to provide transition services to Fiserv.