

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

Registration Statement
Under
The Securities Act of 1933

TRANSACTION SYSTEMS ARCHITECTS, INC.
(Exact name of registrant as specified in its charter)

Delaware 47-0772104
(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

224 South 108th Avenue
Omaha, Nebraska 68154
(Address of principal executive offices) (Zip Code)

MessagingDirect Ltd. Amended and Restated Employee Share Option Plan
(Full title of the plan)

David P. Stokes, Esq.
General Counsel and Secretary
Transaction Systems Architects, Inc.
224 South 108th Avenue
Omaha, Nebraska 68514
(402) 334-5101

(Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Class A Common Stock, \$0.005 par value	370,000 shares	\$0.01	\$3,700	\$1

(1) Pursuant to Rule 416, this registration statement also covers any additional shares of Class A Common Stock which may be offered or issued as a result of stock splits, stock dividends or similar transactions.

(2) Pursuant to Rule 457(h), computed on the basis of the exercise price of the outstanding options granted under the MessagingDirect Ltd. Amended and Restated Employee Share Option Plan and assumed by Transaction Systems Architects, Inc. The exercise price of the outstanding options assumed by Transaction Systems Architects, Inc. is \$0.01 per share.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

Transaction Systems Architects, Inc. (the "Company")) hereby incorporates by reference in this Registration Statement the documents listed in (a) through (b) below previously filed with the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2000.
- (b) The description of the Company's Class A Common Stock contained in the Company's registration statement on Form 8-A that the Company filed on January 11, 1995, including any amendment or reports that we file for the purposes of updating this description.

All documents subsequently filed with the Commission by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then

remaining unsold shall be deemed to be incorporated herein by reference and to be a part hereof from the dates of filing of such documents.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law provides for the indemnification of officers and directors, subject to certain limitations. The Certificate of Incorporation of the registrant expressly provides for indemnification of an officer or director made a party or threatened to be made a party to proceedings by reason of the fact that such person was an officer or director. The Certificate of Incorporation also authorizes the registrant to maintain officer and director liability insurance, and such a policy is currently in effect.

Item 8. Exhibits

Exhibit
Number

5	Opinion of Baker & McKenzie
23	Consent of Arthur Andersen LLP
24	Power of Attorney (included in Signature Page)

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

2. That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is,

therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska, on this 10th day of January, 2001.

TRANSACTION SYSTEMS ARCHITECTS, INC.

By: /s/ William E. Fisher

William E. Fisher, Chairman, Chief
Executive Officer and Director

POWER OF ATTORNEY

We, the undersigned officers and directors of Transaction Systems Architects, Inc., hereby severally and individually constitute and appoint William E. Fisher, Dwight G. Hanson and David P. Stokes, and each of them, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to this Registration Statement on Form S-8, and all instruments necessary or advisable in connection therewith, and to file the same with the Securities and Exchange Commission, each of said attorneys and agents to have power to act with or without the other and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents and each of them to any and all such amendments and other instruments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

/s/ William E. Fisher ----- William E. Fisher	Chairman, Chief Executive Officer and Director	January 10, 2001
/s/ Dwight G. Hanson ----- Dwight G. Hanson	Chief Financial Officer and Senior Vice President	January 10, 2001
/s/ Edward C. Fuxa ----- Edward C. Fuxa	Controller	January 10, 2001
/s/ Charles E. Noell, III ----- Charles E. Noell, III	Director	January 10, 2001
/s/ Jim D. Kever ----- Jim D. Kever	Director	January 10, 2001
/s/ Larry G. Fendley ----- Larry G. Fendley	Director	January 10, 2001
/s/ Roger K. Alexander ----- Roger K. Alexander	Director	January 10, 2001
/s/ Gregory J. Duman ----- Gregory J. Duman	Director	January 10, 2001

EXHIBIT INDEX

Exhibit Number	Description
5	Opinion of Baker & McKenzie
23	Consent of Arthur Andersen LLP
24	Power of Attorney (included in Signature Page)

BAKER & McKENZIE
Attorneys at Law

2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201

January 10, 2001

Board of Directors
Transaction Systems Architects, Inc.
224 South 108th Avenue
Omaha, Nebraska 68154

Re: Transaction Systems Architects, Inc. (the "Company")

Gentlemen:

We have acted as your counsel in connection with the registration, on a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, of 370,000 shares of the Company's Class A Common Stock, \$.005 par value per share (the "Stock"). The Stock is to be issued by the Company upon the exercise of outstanding options granted under the MessagingDirect Ltd. Amended and Restated Employee Share Option Plan (the "Plan") and to be assumed by the Company pursuant to a Combination Agreement dated as of October 24, 2000, by and among the Company, Transaction Systems Architects Nova Scotia Company, TSA Exchangeco Limited and MessagingDirect Ltd. (the "Combination Agreement") and Plan of Arrangement attached thereto (the "Plan of Arrangement"). We have reviewed the Registration Statement, the Combination Agreement, the Plan of Arrangement, the charter and by-laws of the Company, corporate proceedings of the Board of Directors relating to the issuance of the shares of Stock, and such other documents, corporate records and questions of laws as we have deemed necessary to the rendering of the opinions expressed below.

In all examinations of documents, instruments and other papers, we have assumed the genuineness of all signatures on original and certified documents and the conformity to original and certified documents of all copies submitted to us as conformed, photostatic or other copies. As to matters of fact which have not been independently established, we have relied upon representations of officers of the Company.

Based upon the foregoing, we are of the opinion that the 370,000 shares of Stock to be issued by the Company, as described in the Plan and the Plan of Arrangement, will be validly issued, fully paid and non-assessable when issued and paid for in the manner contemplated in the Plan and Plan of Arrangement.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, this firm does not thereby admit that it comes within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

Baker & McKenzie

Consent of independent public accountants

As independent public accountants, we hereby consent to the incorporation by reference in this Form S-8 Registration Statement of our report dated October 26, 2000, included in Transaction Systems Architects, Inc.'s Annual Report on Form 10-K for the fiscal year ended September 30, 2000, and to all references to our Firm included in this Registration Statement.

Omaha, Nebraska,
January 9, 2001