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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ACI WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-0772104
(I.R.S. Employer
Identification No.)

**2811 Ponce de Leon Blvd PH 1
Coral Gables, Florida 33134**
(Address, including zip code, of registrant's principal executive offices)

ACI Worldwide, Inc. 2020 Equity and Incentive Compensation Plan
(Full title of the plan)

**Dennis P. Byrnes
Chief Legal Officer
2811 Ponce de Leon Blvd PH 1
Coral Gables, Florida 33134
(239) 403-4660**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

ACI Worldwide, Inc. (the “**Registrant**”) hereby files this Registration Statement on Form S-8 (this “**Registration Statement**”) to register an additional 4,960,000 shares of common stock, \$0.005 par value per share (“**Common Stock**”), under the ACI Worldwide, Inc. 2020 Equity and Incentive Compensation Plan (as amended or amended and restated to date, the “**Plan**”). The Plan is an amendment and restatement, effective June 1, 2023, of the ACI Worldwide, Inc. 2020 Equity and Incentive Compensation Plan, for which a previously filed Registration Statement on Form S-8 is effective. Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 (Registration No. 333-239054) filed by the Registrant on [June 9, 2020](#), including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the “**Commission**”). The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2022 (Commission File No. 000-25346), filed March 1, 2023;
- b) The Registrant’s Quarterly Report on Form 10-Q (Commission File No. 000-25346), filed [May 4, 2023](#);
- c) The Registrant’s Current Reports on Form 8-K filed with the Commission on [February 17, 2023](#), [March 1, 2023](#), [May 4, 2023](#), [May 17, 2023](#) and [May 31, 2023](#) (in each case, to the extent such reports are filed, not furnished);
- d) The description of the Registrant’s Class A Common Stock (reclassified as “Common Stock”) set forth under the caption “Description of Capital Stock—Common Stock” in the Registrant’s Registration Statement on Form S-4 (Commission File No. 333-56309) filed with the Commission on [June 8, 1998](#), as amended by the description of the Common Stock contained in [Exhibit 4.04](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022 (Commission File No. 000-25346), filed March 1, 2023, and as amended by any subsequent amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
4.1	<u>2013 Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (Commission File No. 000-25346), filed August 17, 2017)</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K/A (Commission File No. 000-25346), filed April 1, 2022)</u>
4.3	<u>Description of the Registrant's Securities (incorporated by reference to Exhibit 4.04 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (Commission File No. 000-25346), filed March 1, 2023)</u>
5.1	<u>Opinion of Jones Day</u>
23.1	<u>Consent of Jones Day (included in Exhibit 5.1)</u>
23.2	<u>Consent of Deloitte & Touche LLP</u>
24	<u>Power of Attorney (contained on signature page to this Registration Statement)</u>
99.1	<u>ACI Worldwide, Inc. 2020 Equity and Incentive Compensation Plan (amended and restated effective June 1, 2023) (incorporated by reference to Appendix B to the Registrant's Proxy Statement dated April 18, 2023)</u>
107	<u>Calculation of Filing Fee Tables</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 1st day of June, 2023.

ACI WORLDWIDE, INC.
(Registrant)

By: /s/ Dennis P. Byrnes
Name: Dennis P. Byrnes
Title: Chief Legal Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Thomas W. Warsop, III, Scott Behrens, and Dennis P. Byrnes, and each of them, as their true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas W. Warsop, III</u> Thomas W. Warsop, III	President, Chief Executive Officer, and Director (Principal Executive Officer)	June 1, 2023
<u>/s/ Scott Behrens</u> Scott Behrens	Executive Vice President, Chief Financial Officer, and Chief Accounting Officer (Principal Financial Officer)	June 1, 2023
<u>/s/ Adalio T. Sanchez</u> Adalio T. Sanchez	Chairman of the Board	June 1 2023
<u>/s/ Janet O. Estep</u> Janet O. Estep	Director	June 1, 2023
<u>/s/ James C. Hale, III</u> James C. Hale, III	Director	June 1, 2023
<u>/s/ Mary P. Harman</u> Mary P. Harman	Director	June 1, 2023
<u>/s/ Charles E. Peters, Jr.</u> Charles E. Peters, Jr.	Director	June 1, 2023
<u>/s/ Samir M. Zabaneh</u> Samir M. Zabaneh	Director	June 1, 2023

JONES DAY

SILICON VALLEY OFFICE • 1755 EMBARCADERO ROAD • PALO ALTO, CALIFORNIA 94303

TELEPHONE: +1.650.739.3939 • JONESDAY.COM

June 1, 2023

ACI Worldwide, Inc.
2811 Ponce de Leon Blvd PH1
Coral Gables, Florida 33134

Re: Registration Statement on Form S-8 filed by ACI Worldwide, Inc.

Ladies and Gentlemen:

We have acted as counsel for ACI Worldwide, Inc., a Delaware corporation (the “**Company**”), in connection with the registration of 4,960,000 shares (the “**Shares**”) of common stock, \$0.005 par value per share, of the Company that may be issued or delivered and sold pursuant to the amendment and restatement of the ACI Worldwide, Inc. 2020 Equity and Incentive Compensation Plan (the “**Plan**”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock, restricted stock units, performance shares or performance units, other stock-based awards under the Plan or other applicable award agreements thereunder (the “**Award Agreements**”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “**Act**”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

AMSTERDAM • ATLANTA • BEIJING • BOSTON • BRISBANE • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS
• DALLAS • DETROIT DUBAI • DÜSSELDORF • FRANKFURT • HONG KONG • HOUSTON • IRVINE • LONDON
• LOS ANGELES • MADRID • MELBOURNE MEXICO CITY • MIAMI • MILAN • MINNEAPOLIS • MUNICH • NEW YORK
• PARIS • PERTH • PITTSBURGH • SAN DIEGO • SAN FRANCISCO SÃO PAULO • SAUDI ARABIA • SHANGHAI
• SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 1, 2023 relating to the financial statements of ACI Worldwide, Inc. and the effectiveness of ACI Worldwide, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of ACI Worldwide, Inc. for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

Omaha, Nebraska

June 1, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)ACI WORLDWIDE, INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.005 par value per share	Other	4,960,000	\$22.525	\$111,724,000	\$110.20 per \$1,000,000	\$12,311.98
Total Offering Amounts					\$111,724,000		\$12,311.98
Total Fee Offsets							\$0
Net Fee Due							\$12,311.98

- (1) Represents the number of additional shares of common stock, \$0.005 par value per share ("**Common Stock**"), of ACI Worldwide, Inc. (the "**Registrant**"), available pursuant to the ACI Worldwide, Inc. 2020 Equity and Incentive Compensation Plan (as amended or amended and restated to date, the "**Plan**") being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "**Securities Act**"), this Registration Statement also covers such additional shares of Common Stock as may become available pursuant to any anti-dilution provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of the Registrant's Common Stock on the NASDAQ on May 31, 2023, a date that is within five business days prior to filing.

Table 2: Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims											
Fee Offset Sources											

The Registrant is not relying on Rule 457(p) under the Securities Act to offset any of the filing fee due with respect to the Registration Statement to which this exhibit relates, so no information is provided under this Table 2.