

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>HEASLEY PHILIP G</b>  (Last) (First) (Middle) <b>3520 KRAFT ROAD</b> <b>SUITE 300</b>  (Street) <b>NAPLES FL 34105</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ACI WORLDWIDE, INC. [ ACIW ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO and President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/03/2014</b>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/03/2014		M		59,654	A	\$7.55	1,206,926 <sup>(1)</sup>	D	
Common Stock	09/03/2014		S		59,654	D	\$19.6716 <sup>(2)</sup>	1,147,272	D	
Common Stock	09/03/2014		M		200,000	A	\$7.55	1,347,272	D	
Common Stock	09/03/2014		S		200,000	D	\$19.5564 <sup>(3)</sup>	1,147,272	D	
Common Stock	09/04/2014		M		13,753	A	\$7.55	1,161,025	D	
Common Stock	09/04/2014		S		13,753	D	\$19.61	1,147,272	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$7.55 <sup>(4)</sup>	09/03/2014		M			59,654 <sup>(4)</sup>	(5)	03/09/2015	Common Stock	59,654 <sup>(4)</sup>	\$0.0	756,010	D	
Non-Qualified Stock Option (right to buy)	\$7.55 <sup>(4)</sup>	09/03/2014		M			200,000 <sup>(4)</sup>	(5)	03/09/2015	Common Stock	200,000 <sup>(4)</sup>	\$0.0	556,010	D	
Non-Qualified Stock Option (right to buy)	\$7.55 <sup>(4)</sup>	09/04/2014		M			13,753 <sup>(4)</sup>	(5)	03/09/2015	Common Stock	13,753 <sup>(4)</sup>	\$0.0	542,257	D	

**Explanation of Responses:**

- The amount of securities owned has also been updated to include 318 shares acquired under the Company's 1999 Employee Stock Purchase Plan, as amended.
- The sale price ranged from \$19.61 to \$19.69, with a weighted average sale price of \$19.67. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The sale price ranged from \$19.43 to \$19.64, with a weighted average sale price of \$19.56. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The number of options and the exercise price reflect the 3-for-1 stock split effective July 10, 2014. Specifically, the number of options reported is three times the number previously reported and the exercise price is one-third of the exercise price previously reported.
- The options were granted pursuant to the ACI Worldwide, Inc. 2005 Equity and Performance Incentive Plan.

**Remarks:**

The shares identified herein were sold under Mr. Heasley's Rule 10b5-1 plan. Such shares were sold pursuant to the cashless exercise of options granted to Mr. Heasley on March 9, 2005, which options would otherwise expire in accordance with their terms in approximately six months, on March 9, 2015. As of the date of this report, Mr. Heasley's beneficial ownership of the securities reported herein is 2,284,156 shares, consisting of 1,136,884 shares subject to currently exercisable options with a weighted average exercise price of \$9.11 and 1,147,272 shares directly owned. These directly owned shares include 221,382 shares acquired by Mr. Heasley in 2014.

By: /s/ Dennis Byrnes, Attorney 09/05/2014  
 in Fact For: Philip G. Heasley

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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