

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Transaction Systems Architects, Inc.

(Name of Issuer)

Class A Common Stock, \$.005 par value

(Title of Class of Securities)

893416107

(CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ABS Capital Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6 SHARED VOTING POWER
2,101,016 shares

7 SOLE DISPOSITIVE POWER
0 shares

WITH

8 SHARED DISPOSITIVE POWER
2,101,016 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,101,016 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.8%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ABS Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
2,101,016 shares

7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
2,101,016 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,101,016 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

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8.8%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Donald B. Hebb, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
2,101,016 shares

7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
2,101,016 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,101,016 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.8%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Timothy T. Weglicki

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
2,101,016 shares

7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
2,101,016 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,101,016 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.8%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Frederick L. Bryant

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 2,101,016 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 2,101,016 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,101,016 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.8%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer: Transaction Systems Architects, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

330 South 108th Avenue, Omaha, NE 68154

Item 2(a) -----	Item 2(b) -----	Item 2(c) -----
Name of Person Filing -----	Address -----	Citizenship or Place of Organization -----
ABS Capital Partners, L.P. ("ABS Capital"), a Delaware limited partnership	1 South Street Baltimore, MD 21202	Delaware
ABS Partners, L.P. ("ABS Partners"), a Delaware limited partnership and the sole general partner of ABS Capital	1 South Street Baltimore, MD 21202	Delaware
Donald B. Hebb, Jr., Frederick L. Bryant and Timothy L. Weglicki; general partners of ABS Partners (the "Investing General Partners")	1 South Street Baltimore, MD 21202	United States

Item 2(d). Title of Class of Securities: Class A Common Stock, \$.005

par value per share.

Item 2(e). CUSIP Number: 893416107

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or

13d-2(b), check whether the person filing is a:

- (a) [] Broker or Dealer registered under
Section 15 of the Securities Exchange
Act of 1934 (the "Act").
- (b) [] Bank as defined in Section 3(a)(6) of
the Act.
- (c) [] Insurance Company as defined in
Section 3(a)(19) of the Act.

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- (d) [] Investment Company registered under
Section 8 of the Investment Company
Act of 1940.
- (e) [] Investment Adviser registered under
Section 203 of the Investment Advisers
Act of 1940.
- (f) [] Employee Benefit Plan, Pension Fund
which is subject to the provisions of
the Employee Retirement Income
Security Act of 1974 or Endowment
Fund; see Rule 13d-1(b)(1)(ii)(F) of
the Act.
- (g) [] Parent Holding Company, in accordance
with Rule 13d-1(b)(ii)(G) of the Act.
- (h) [] Group, in accordance with Rule 13d-
1(b)(1)(ii)(H) of the Act.

None of the above.

Item 4. Ownership.

(a) Amount Beneficially Owned:

ABS Capital beneficially owns 2,101,016 shares (the "Shares") of Class A Common Stock as of December 31, 1996. ABS Capital has the power to vote or direct the disposition of all of the Shares. Such power is exercised through ABS Partners as the sole general partner of ABS Capital. ABS Partners, as the general partner of ABS Capital, may be deemed to beneficially own the Shares. The Investing General Partners have the power over all voting and investment decisions of ABS Partners and therefore may be deemed to share beneficial ownership of the Shares. Each of the Investing General Partners and ABS Partners expressly disclaims beneficial ownership of the Shares.

(b) Percent of Class:

The Shares represent 8.8% of the outstanding Class A Common Stock (based on 23,997,653 shares of Class A Common Stock outstanding as of December 31, 1996, as confirmed verbally by the Issuer's transfer agent).

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(c) Number of shares as to which each such person has:

(i) Sole power to vote or to direct the vote:

Each of ABS Capital, ABS Partners and the Investing General Partners has sole power to vote or direct the vote of -0- shares.

(ii) Shared power to vote or direct the vote:

ABS Capital, ABS Partners and the Investing General Partners have shared power to vote or to direct the vote of 2,101,016 shares.

(iii) Sole power to dispose or direct the disposition of:

Each of ABS Capital, ABS Partners and the Investing General Partners has sole power to dispose or to direct the disposition of -0-shares.

(iv) Shared power to dispose or direct the disposition of:

ABS Capital, ABS Partners and each of the Investing General Partners have shared power to dispose or to direct the disposition of 2,101,016 shares.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

ABS Capital, ABS Partners and each of the Investing General Partners expressly disclaim membership in a "group" as defined in Rule 13d-1(b)(ii)(H).

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

Not applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b).

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Signature

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February 10, 1997

ABS CAPITAL PARTNERS, L.P.

By: ABS Partners, L.P.

By: *

General Partner

ABS PARTNERS, L.P.

By: *

General Partner

*

Donald B. Hebb, Jr.

*

Frederick L. Bryant

*

Timothy T. Weglicki

*The undersigned attorney-in-fact, by signing her name below, does hereby sign this statement on behalf of the above indicated filers pursuant to Powers of Attorney filed hereto as Exhibit 2.

/s/ Mary S. Emmerling

Mary S. Emmerling
Attorney-in-Fact

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Exhibit 1

Agreement

Pursuant to Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed on behalf of all of the undersigned with respect to the ownership of shares of Class A Common Stock of Transaction Systems Architects, Inc. by ABS Capital Partners, L.P.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED as a sealed instrument this 10th day of February, 1997.

ABS CAPITAL PARTNERS, L.P.

By: ABS Partners, L.P.

By: _____
*
General Partner

ABS PARTNERS, L.P.

By: _____
*
General Partner

*

Donald B. Hebb, Jr.

*

Frederick L. Bryant

*

Timothy T. Weglicki

*The undersigned attorney-in-fact, by signing her name below, does hereby sign this statement on behalf of the above indicated filers pursuant to Powers of Attorney filed hereto as Exhibit 2.

/s/ Mary S. Emmerling

Mary S. Emmerling
Attorney-in-Fact

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Exhibit 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mary S. Emmerling his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of himself individually or on behalf of each or any of ABS Capital Partners, L.P., ABS Partners, L.P., ABS Capital Partners II, L.P., ABS Partners II, L.L.C., TSI Investment Partners, L.P., or TSI General Partner, L.L.C. pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he might or could do in person thereby and ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof, or may have done in connection with the matters described above.

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 10th day of February, 1997.

ABS CAPITAL PARTNERS, L.P.

By: ABS Partners, L.P.

By: /s/ Donald B. Hebb, Jr.

Donald B. Hebb, Jr.
General Partner

ABS PARTNERS, L.P.

By: /s/ Donald B. Hebb, Jr.

Donald B. Hebb, Jr.
General Partner

ABS CAPITAL PARTNERS II, L.P.

By: ABS Partners II, L.L.C.

By: /s/ Donald B. Hebb, Jr.

Donald B. Hebb, Jr.
Manager

ABS PARTNERS II, L.L.C.

By: /s/ Donald B. Hebb, Jr.

Donald B. Hebb, Jr.
Manager

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TSI INVESTMENT PARTNERS, L.P.

By: TSI General Partner, L.L.C.

By: /s/ Donald B. Hebb, Jr.

Donald B. Hebb, Jr.
Manager

TSI GENERAL PARTNER, L.L.C.

By: /s/ Donald B. Hebb, Jr.

Donald B. Hebb, Jr.
Manager

/s/ Donald B. Hebb, Jr.

Donald B. Hebb, Jr.

/s/ Frederick L. Bryant

Frederick L. Bryant

/s/ Timothy T. Weglicki

Timothy T. Weglicki

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