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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): October 28, 2011

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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  
(IRS Employer  
Identification No.)

120 Broadway, Suite 3350  
New York, New York 10271  
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (646) 348-6700

(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 8.01. Other Events.**

On October 28, 2011, ACI Worldwide, Inc. and S1 Corporation issued a joint press release. This press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	ACI Press Release, dated October 28, 2011.

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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.

Date: October 28, 2011

ACI WORLDWIDE, INC.

By: /s/ Dennis P. Byrnes  
Name: Dennis P. Byrnes  
Title: Executive Vice President, General Counsel and Secretary

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	ACI Press Release, dated October 28, 2011.



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## ACI WORLDWIDE AND S1 CORPORATION RECEIVE REQUEST FOR ADDITIONAL INFORMATION FROM U.S. DOJ REGARDING PROPOSED ACQUISITION OF S1 CORPORATION

NEW YORK and NORCROSS, Ga., October 28, 2011 — ACI Worldwide, Inc. (Nasdaq: ACIW) and S1 Corporation (Nasdaq: SONE) announced today that they have each received a request for additional information from the U.S. Department of Justice (“DOJ”) relating to ACI’s proposed acquisition of S1. The request was under notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”). The effect of the request is to extend the waiting period imposed by the HSR Act until 30 days after ACI has substantially complied with the request, unless voluntarily extended or terminated sooner by the DOJ. The request is focused on the card payments business. In 2010, S1’s card payments business generated approximately \$11.9 million of revenue in the United States.

ACI and S1 are in the process of gathering information responsive to the request and intend to continue to cooperate with the DOJ in an effort to obtain antitrust regulatory clearance for the proposed acquisition as expeditiously as possible.

As previously announced on October 3, 2011, ACI has agreed to acquire S1 for approximately \$360 million in cash and 5.8 million ACI shares. Under the terms of the transaction, S1 stockholders can elect to receive \$10.00 in cash or 0.3148 shares of ACI stock for each S1 share they own, subject to proration, such that in the aggregate 33.8% of S1 shares are exchanged for ACI shares and 66.2% are exchanged for cash.

Wells Fargo Securities is serving as financial advisor to ACI, and Jones Day is serving as its legal advisor. Raymond James & Associates Inc. is serving as financial advisor to S1, and Hogan Lovells US LLP is serving as its legal advisor.

### **About ACI Worldwide**

ACI Worldwide powers electronic payments for more than 800 financial institutions, retailers and processors around the world, with its broad and integrated suite of electronic payment software. More than 90 billion times each year, ACI’s solutions process consumer payments. On an average day, ACI software manages more than US\$12 trillion in wholesale payments. And for more than 160 organizations worldwide, ACI software helps to protect their customers from financial crime. To learn more about ACI and understand why we are trusted globally, please visit [www.aciworldwide.com](http://www.aciworldwide.com). You can also find us on [www.paymentsinsights.com](http://www.paymentsinsights.com) or on Twitter @ACI\_Worldwide.

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### **About S1 Corporation**

Leading banks, credit unions, retailers, and processors need technology that adapts to the complex and challenging needs of their businesses. These organizations want solutions that can respond quickly to changes in the marketplace and help grow their businesses. For more than 20 years, S1 Corporation (Nasdaq: SONE) has been a leader in developing software products that offer flexibility and reliability. Over 3,000 organizations worldwide depend on S1 for payments, online banking, mobile banking, voice banking, branch banking and lending solutions that deliver a competitive advantage. More information is available at [www.s1.com](http://www.s1.com).

### **Forward-Looking Statements**

This press release contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. All opinions, forecasts, projections, future plans or other statements, other than statements of historical fact, are forward-looking statements and include words or phrases such as “believes,” “will,” “expects,” “anticipates,” “intends,” “estimates,” “our view,” “we see,” “would” and words and phrases of similar import. The safe harbor provisions of the Private Securities Litigation Reform Act of 1995 do not apply to any forward-looking statements made in connection with an exchange offer.

ACI and S1 can give no assurance that such expectations will prove to have been correct. Actual results could differ materially as a result of a variety of risks and uncertainties, many of which are outside of the control of the companies’ respective management. These risks and uncertainties include, but are not limited to, the following: (1) that a transaction with S1 may not be completed on a timely basis, (2) negative effects on ACI’s business or S1’s business resulting from the pendency of the proposed transaction, (3) that ACI may not achieve the synergies and other expected benefits within the expected time or in the amounts we anticipate, (4) that ACI may not be able to promptly and effectively integrate the merged businesses, and (5) that ACI may be required to divest assets in order to obtain regulatory approvals. Other factors that could materially affect ACI’s and S1’s business and actual results of operations are discussed in their respective Annual Reports on Form 10-K and ACI’s registration statement on Form S-4 as well as other filings with the SEC available at the SEC’s website at [www.sec.gov](http://www.sec.gov).

### **Available Information**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. ACI has filed with the SEC a registration statement on Form S-4 containing a prospectus and other documents with respect to the proposed acquisition of S1 and mailed the prospectus to S1 shareholders. S1 Corporation has filed a Solicitation/Recommendation Statement on Schedule 14D-9, as amended, with the SEC. INVESTORS AND SECURITY HOLDERS OF S1 AND ACI ARE URGED TO READ THE APPLICABLE PROSPECTUS AND OTHER DOCUMENTS THAT HAVE BEEN AND WILL BE FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY AS THEY WILL CONTAIN IMPORTANT INFORMATION.

Investors and security holders will be able to obtain free copies of the registration statement, prospectus and other documents filed with the SEC by ACI through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by ACI will be

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available free of charge on ACI's internet website at [www.aciworldwide.com](http://www.aciworldwide.com) or by contacting ACI's Investor Relations Department at 646-348-6706. Free copies of the documents filed by S1 with the SEC with respect to the exchange offer may be obtained by contacting S1's Investor Relations at (404) 923-3500 or by accessing S1's investor relations website at [www.s1.com](http://www.s1.com).

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**For more information contact**

For ACI Worldwide:

Media Contacts:

James Golden / Scott Bisang / Aaron Palash  
Joele Frank, Wilkinson Brimmer Katcher  
(212) 355-4449

Investor Contacts:

Art Crozier / Jennifer Shotwell / Scott Winter  
Innisfree M&A Incorporated  
(212) 750-5833

Tamar Gerber  
Vice President, Investor Relations & Financial Communications  
ACI Worldwide, Inc.  
(646) 348- 6706

For S1 Corporation:

Paul M. Parrish  
Chief Financial Officer  
404.923.3500  
[paul.parrish@s1.com](mailto:paul.parrish@s1.com)