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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 8, 2018 (August 7, 2018)

ACI WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-25346
(Commission
File Number)

47-0772104
(IRS Employer
Identification No.)

3520 Kraft Rd, Suite 300
Naples, FL 34105
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (239) 403-4600

(Former name or former address, if changed since last report) N/A

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

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 13(a) of the Exchange Act.

Item 8.01. Other Events.

On August 7, 2018, ACI Worldwide, Inc. (the “Company”) announced that it priced an offering of \$400 million aggregate principal amount of its 5.750% Senior Notes due 2026 (the “notes”) at a price of 100% of the par value of the notes. The offering was upsized from the previously announced \$300 million aggregate principal amount. The Company intends to use the net proceeds of the offering to redeem in full its outstanding 6.375% Senior Notes due 2020 (the “2020 notes”) and to pay accrued and unpaid interest on the 2020 notes, to repay a portion of the outstanding amount under the term loan portion of its credit facility and for general corporate purposes. The sale of the notes is expected to close on August 21, 2018. A press release issued pursuant to Rule 135c under the Securities Act of 1933, as amended, regarding the pricing of the offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Statements in this Form 8-K include forward-looking statements based on current expectations that involve a number of risks and uncertainties. Generally, forward-looking statements do not relate strictly to historical or current facts and may include words or phrases such as “believes,” “will,” “expects,” “anticipates,” “intends,” and words and phrases of similar impact. The forward-looking statements are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this Form 8-K include, but are not limited to, statements regarding the offering of the notes and the redemption of the 2020 notes. All of the forward-looking statements contained in this Form 8-K are expressly qualified by the risks relating to the ability of the Company to consummate the offering of the notes and the redemption of the 2020 notes, as well as the additional risk factors discussed in the Company’s filings with the Securities and Exchange Commission. For a detailed discussion of these risk factors, you should review the Company’s filings with the Securities and Exchange Commission, including the Company’s most recently filed Annual Report on Form 10-K and its subsequently filed Quarterly Reports on Form 10-Q.

Item 9.01. Financial Statements and Exhibits.

99.1 [Press release dated August 7, 2018](#)

EXHIBIT INDEX

Exhibit
No.

Description

99.1

[Press release dated August 7, 2018](#)

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: August 8, 2018

ACI WORLDWIDE, INC.

By: /s/ Scott W. Behrens

Name: Scott W. Behrens

Title: Senior Executive Vice President, Chief Financial Officer, and Chief Accounting Officer



News Release

ACI Worldwide Announces Upsize and Pricing of Senior Notes

NAPLES, FLA – August 7, 2018 – ACI Worldwide (Nasdaq: ACIW) today announced that it priced an offering of \$400 million of its 5.750% Senior Notes due 2026 (the “notes”). The offering was upsized from the previously announced \$300 million aggregate principal amount. The issuance of the notes is anticipated to close on August 21, 2018, subject to customary closing conditions.

ACI intends to use the net proceeds of the offering to redeem in full its outstanding 6.375% Senior Notes due 2020 (the “2020 notes”) and to pay accrued and unpaid interest on the 2020 notes, to repay a portion of the outstanding amount under the term loan portion of its credit facility and for general corporate purposes.

The notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws.

This press release is not an offer to sell or the solicitation of an offer to buy the notes or the 2020 notes, nor shall there be any offer, solicitation, sale or purchase of the notes or the 2020 notes in any jurisdiction in which such offer, solicitation, sale or purchase would be unlawful. This notice is being issued in accordance with Rule 135c under the Securities Act.

About ACI Worldwide

ACI Worldwide, the Universal Payments (UP) company, powers electronic payments for more than 5,100 organizations around the world. More than 1,000 of the largest financial institutions and intermediaries, as well as thousands of global merchants, rely on ACI to execute \$14 trillion each day in payments and securities. In addition, myriad organizations utilize our electronic bill presentment and payment services. Through our comprehensive suite of software solutions delivered on customers’ premises or through ACI’s private cloud, we provide real-time, immediate payments capabilities and enable the industry’s most complete omni-channel payments experience.

Forward-Looking Statements

This press release contains forward-looking statements based on current expectations that involve a number of risks and uncertainties. Generally, forward-looking statements do not relate strictly to historical or current facts and may include words or phrases such as “believes,” “will,” “expects,” “anticipates,” “intends,” and words and phrases of similar impact. The forward-looking statements are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements in this press release include, but are not limited to, statements regarding the offering of the notes and the redemption of the 2020 notes.

All of the forward-looking statements contained in this release are expressly qualified by risks relating to the ability of ACI to consummate the offering of the notes and the redemption of the 2020 notes, as well as the additional risk factors discussed in ACI’s filings with the Securities and Exchange Commission. For a detailed discussion of these risk factors, you should review ACI’s filings with the Securities and Exchange Commission, including its most recently filed Annual Report on Form 10-K and its subsequently filed Quarterly Reports on Form 10-Q.

For more information contact:

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