

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

Registration Statement
Under
The Securities Act of 1933

TRANSACTION SYSTEMS ARCHITECTS, INC.
(Exact name of registrant as specified in its charter)

Delaware 47-0772104
(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

224 South 108th Avenue
Omaha, Nebraska 68154
(Address of principal executive offices) (Zip Code)

Transaction Systems Architects, Inc. 1999 Stock Option Plan
(Full title of the plan)

David P. Stokes, Esq.
General Counsel and Secretary
Transaction Systems Architects, Inc.
224 South 108th Avenue
Omaha, Nebraska 68514
(402) 334-5101

(Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$0.005 par value	1,000,000 shares	\$ 26.9063 (2)	\$26,906,300	\$7,105.00

(1) Pursuant to Rule 416, this Registration Statement also covers any additional shares of Class A Common Stock which may be issuable pursuant to the antidilution provisions of the Transaction Systems Architects, Inc. 1999 Stock Option Plan.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). The price is based upon the average of the high and low prices of Transaction Systems Architects, Inc. Class A Common Stock on March 29, 2000, as reported on the National Association of Securities Dealers Automated Quotations system.

EXPLANATORY STATEMENT

This Registration Statement is filed pursuant to General Instruction E to Form S-8 by Transaction Systems Architects, Inc., a Delaware corporation (the "Company"), in order to register 1,000,000 shares of Class A Common Stock, which shares are in addition to those previously registered on a Registration Statement on Form S-8 (File No. 333-73027) filed with the Securities and Exchange Commission (the "Commission") on February 26, 1999 for issuance pursuant to the Transaction Systems Architects, Inc. 1999 Stock Option Plan. The contents of such previously filed Registration Statement (File No. 333-73027) are incorporated herein by reference.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit
Number

5 Opinion of Legal Counsel
23 Consent of Arthur Andersen LLP

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of 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 31st day of March, 2000.

TRANSACTION SYSTEMS ARCHITECTS, INC.

By: /s/ David C. Russell

David C. Russell, Chief Executive
Officer, President and Director

POWER OF ATTORNEY

We, the undersigned officers and directors of Transaction Systems Architects, Inc., hereby severally and individually constitute and appoint David C. Russell and Dwight G. Hanson, and each of them, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to this Registration Statement on Form S-8, and all instruments necessary or advisable in connection therewith, and to file the same with the Securities and Exchange Commission, each of said attorneys and agents to have power to act with or without the other and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents and each of them to any and all such amendments and other instruments.

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.

Name	Title	Date
-----	-----	-----
/s/ David C. Russell ----- David C. Russell	Chief Executive Officer, President and Director (Principal Executive Officer)	March 31, 2000
/s/ William E. Fisher ----- William E. Fisher	Chairman of the Board and Director	March 31, 2000
/s/ Dwight G. Hanson ----- Dwight G. Hanson	Chief Financial Officer and Senior Vice President (Principal Financial Officer)	March 31, 2000
/s/ Edward Fuxa ----- Edward Fuxa	Controller (Principal Accounting Officer)	March 31, 2000
/s/ Charles E. Noell, III ----- Charles E. Noell, III	Director	March 13, 2000
/s/ Jim D. Kever ----- Jim D. Kever	Director	March 13, 2000
/s/ Larry G. Fendley ----- Larry G. Fendley	Director	March 13, 2000
/s/ Roger K. Alexander ----- Roger K. Alexander	Director	March 13, 2000

EXHIBIT INDEX

Exhibit Number	Description
5	Opinion of Legal Counsel
23	Consent of Arthur Andersen LLP
24	Power of Attorney (included in Signature Page)

BAKER & MCKENZIE

Attorneys at Law

One Prudential Plaza
130 East Randolph Drive
Chicago, Illinois 60601

March 31, 2000

Board of Directors
Transaction Systems Architects, Inc.
224 South 108th Avenue
Omaha, Nebraska 68154

Re: Transaction Systems Architects, Inc. (the "Company")

Gentlemen:

We have acted as your counsel in connection with the registration, on a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, of an additional 1,000,000 shares of the Company's Class A Common Stock, \$.005 par value per share (the "Stock") to be issued by the Company pursuant to the Company's 1999 Stock Option Plan (the "Plan"). We have reviewed the Registration Statement, the charter and by-laws of the Company, corporate proceedings of the Board of Directors relating to the issuance of the shares of Stock, and such other documents, corporate records and questions of laws as we have deemed necessary to the rendering of the opinions expressed below.

Based upon the foregoing, we are of the opinion that the 1,000,000 additional shares of Stock to be issued by the Company, as described in the Plan, will be legally issued, fully paid and non-assessable when issued and paid for in the manner contemplated in the Plan.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Baker & McKenzie

Consent of Independent Public Accountants

As independent public accountants, we hereby consent to the incorporation by reference in this Form S-8 Registration Statement of our reports dated October 28, 1999, included in Transaction Systems Architects, Inc.'s Annual Report on Form 10-K for the fiscal year ended September 30, 1999, and to all references to our Firm included in this Registration Statement.

Arthur Andersen LLP

Omaha, Nebraska,
March 31, 2000