

# **ACI WORLDWIDE, INC.**

Reported by  
**HEASLEY PHILIP G**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/06/17 for the Period Ending 03/02/17

Address	3520 KRAFT ROAD, SUITE 300 NAPLES, FL 34105
Telephone	239-403-4600
CIK	0000935036
Symbol	ACIW
SIC Code	7372 - Prepackaged Software
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	12/31

# FORM 4

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

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>HEASLEY PHILIP G</b>		<b>ACI WORLDWIDE, INC. [ ACIW ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>CEO and President</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>3520 KRAFT ROAD, SUITE 300</b>		<b>3/2/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NAPLES, FL 34105</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/2/2017		M		295137	A	\$10.87	1653236 (1)	D	
Common Stock	3/2/2017		S		295137	D	\$22.0187 (2)	1358099	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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)	\$10.87	3/2/2017		M		295137		(3)	7/24/2017	Common Stock	295137	\$0.0	0	D	

### Explanation of Responses:

- The amount of securities owned has been updated to include 616 shares acquired under the Company's 1999 Employee Stock Purchase Plan, as amended.
- The sale price ranged from \$22 to \$22.32, with a weighted average sale price of \$22.018744. 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 options were granted pursuant to the ACI Worldwide, Inc. 2005 Equity and Performance Incentive Plan, as amended. The shares identified herein were sold under Mr. Heasley's Rule 10b5-1 plan dated March 17, 2016. Accordingly, these transactions also conclude Mr. Heasley's 10b5-1 plan established with respect to those options. Such shares were sold pursuant to the cashless exercise of options granted to Mr. Heasley on July 24, 2007, which would otherwise expire in accordance with their terms on July 24, 2017. As of the date of this report, Mr. Heasley's beneficial ownership of the securities reported herein is 2,027,480 shares, consisting of 1,358,099 shares directly owned and 699,381 shares subject to currently exercisable options with a weighted average exercise price of \$16.60.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HEASLEY PHILIP G 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105</b>	<b>X</b>		<b>CEO and President</b>	

### Signatures

By: Dennis Byrnes, Attorney in Fact For: Philip G. Heasley

3/6/2017

\*\* 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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