

ACI WORLDWIDE, INC.

Form 4

February 25, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BYRNES DENNIS

(Last) (First) (Middle)

3520 KRAFT ROAD, SUITE 300

(Street)

NAPLES, FL 34105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACI WORLDWIDE, INC. [ACIW]

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, CAO, General Counsel & Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock	02/23/2016		A	(A) or (D) Amount 13,415 (1)	Price \$ 0	293,729 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 17.89	02/23/2016		A	72,333	<u>(3)</u> 02/23/2026	Common Stock	72,333
Non-Qualified Stock Option (right to buy)	\$ 17.89	02/23/2016		A	12,055	<u>(4)</u> 02/23/2026	Common Stock	12,055
Non-Qualified Stock Option (right to buy)	\$ 17.89	02/23/2016		A	12,055	<u>(5)</u> 02/23/2026	Common Stock	12,055
Non-Qualified Stock Option (right to buy)	\$ 17.89	02/23/2016		A	12,056	<u>(6)</u> 02/23/2026	Common Stock	12,056

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNES DENNIS 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105			EVP, CAO, General Counsel & Sec	

Signatures

Dennis P Byrnes 02/25/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

Represents restricted shares granted on February 23, 2016 pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The restrictions on these shares of restricted stock will generally lapse with respect to 50% of the shares on July 1, 2016 and 50% of the shares on July 1, 2017.

(2) The amount of securities owned has also been updated to include 1,281 shares acquired under the Company's 1999 Employee Stock Purchase Plan, as amended.

(3)

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The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vest in equal annual installments over a three year period beginning with the first anniversary of the date of grant.

These options were granted pursuant to the Plan and will become exercisable, if at all, upon: (i) the reporting person's continued employment by the registrant as of the third anniversary of the date of grant, and (ii) subject to the reporting person's continued

- (4) employment on such date, the first date, which must be on or before the fifth anniversary of the date of grant, that the closing price per share of of the registrant's common stock on the NASDAQ Global Select Stock Market ("Stock Price") has met or exceeded \$23.79 for at least 20 consecutive trading days.

These options were granted pursuant to the Plan and will become exercisable, if at all, upon: (i) the reporting person's continued employment by the registrant as of the fourth anniversary of the date of grant, and (ii) subject to the reporting person's continued

- (5) employment on such date, the first date, which must be on or before the fifth anniversary of the date of grant, that the closing price per share of of the registrant's Stock Price has met or exceeded \$29.88 for at least 20 consecutive trading days.

These options were granted pursuant to the Plan and will become exercisable, if at all, upon: (i) the reporting person's continued employment by the registrant as of the fifth anniversary of the date of grant, and (ii) subject to the reporting person's continued

- (6) employment on such date, the first date, which must be on or before the fifth anniversary of the date of grant, that the closing price per share of of the registrant's Stock Price has met or exceeded \$35.78 for at least 20 consecutive trading days.

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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