

HEASLEY PHILIP G
Form 4
November 13, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEASLEY PHILIP G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3520 KRAFT ROAD, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

(Street)
NAPLES, FL 34105

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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. 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/08/2018 | | M | | 5,696 | A | \$ 9.6467 |
| Common Stock | 11/08/2018 | | S | | <u>5,696</u> (1) | D | \$ 29.65 |
| Common Stock | 11/09/2018 | | M | | 94,304 | A | \$ 9.6467 |
| Common Stock | 11/09/2018 | | S | | <u>94,304</u> (1) | D | \$ 29.7951 (2) |

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

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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)

| 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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 9.6467 | 11/08/2018 | | M | 5,696 | (3) 12/08/2021 | Common Stock | 5,696 |
| Non-Qualified Stock Option (right to buy) | \$ 9.6467 | 11/09/2018 | | M | 94,304 | (3) 12/08/2021 | Common Stock | 94,304 |

Reporting Owners

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

Signatures

By: Dennis Byrnes, Attorney in Fact For: Philip G. Heasley 11/13/2018

__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).

(1) The shares identified herein were sold under Mr. Heasley's Rule 10b5-1 plan dated March 12, 2018. Such shares were sold pursuant to the cashless exercise of options granted to Mr. Heasley on December 8, 2011. As of the date of this report, Mr. Heasley's beneficial ownership of the securities reported herein is 2,131,680 shares, consisting of 1,296,532 shares directly owned and 835,148 shares subject to currently exercisable options with a weighted average exercise price of \$18.189564.

(2)

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The sale price ranged from \$29.65 to \$30.05, with a weighted average sale price of \$29.795141. Upon request, the reporting person hereby undertakes to provide 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.

(3) The options were granted pursuant to the ACI Worldwide, Inc. 2005 Equity and Performance Incentive Plan.

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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