

HEASLEY PHILIP G
Form 4
March 04, 2019

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)
02/28/2019

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 or Price | | |
| Common Stock | 02/28/2019 | | M | | 144,643 (1) | A | \$ 14.27 1,441,533 D |
| Common Stock | 02/28/2019 | | S | | 144,643 (2) | D | \$ 32.2798 1,296,890 D |
| Common Stock | 03/01/2019 | | M | | 21,929 (1) | A | \$ 14.27 1,318,819 D |
| Common Stock | 03/01/2019 | | S | | 21,929 (3) | D | \$ 32.2702 1,296,890 (4) D |

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

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(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) | Am Nur Sha |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 14.27 | 02/28/2019 | | M | 144,643 | (5) 12/03/2022 | Common Stock | 14 |
| Non-Qualified Stock Option (right to buy) | \$ 14.27 | 03/01/2019 | | M | 21,929 | (5) 12/03/2022 | Common Stock | 21 |

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 03/04/2019

__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 3, 2012. As of the date of this report, Mr. Heasley's beneficial ownership of the securities reported herein is 2,204,061 shares, consisting of 1,296,890 shares directly owned and 907,171 shares subject to currently exercisable options with a weighted average exercise price of \$19.382836.
- (2) The sale price ranged from \$32.27 to \$32.45, with a weighted average sale price of \$32.279805. 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

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prices at which the transaction was effected.

- The sale price ranged from \$32.27 to \$32.30, with a weighted average sale price of \$32.270198. The reporting person hereby undertakes
- (3) 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.
 - (4) The amount of securities owned has also been updated to include 358 shares acquired under the Company's Employee Stock Purchase Plan.
 - (5) 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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