

MCGRODDY JAMES
Form 4
December 13, 2017

FORM 4

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

OMB APPROVAL

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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, 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 *
MCGRODDY JAMES

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2017

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

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 | (A) or (D) | Price |
| Common Stock | 12/11/2017 | | M | | 30,000 | A | \$ 9.6667 76,896 |
| Common Stock | 12/11/2017 | | S | | 30,000 | D | \$ 22.4041 46,896 ⁽²⁾ ₍₁₎ |
| Common Stock | 12/13/2017 | | M | | 30,000 | A | \$ 14.3033 76,896 |
| Common Stock | 12/13/2017 | | S | | 30,000 | D | \$ 22.4 46,896 |
| Common Stock | 12/13/2017 | | M | | 30,000 | A | \$ 13.2033 76,896 |

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Common Stock 12/13/2017 S 30,000 D \$ 22.4 46,896 D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 9.6667 | 12/11/2017 | | M | 30,000 | <u>(3)</u> 06/15/2021 | Common Stock | 30,000 |
| Non-Qualified Stock Option (right to buy) | \$ 13.2033 | 12/13/2017 | | M | 30,000 | <u>(3)</u> 06/14/2022 | Common Stock | 30,000 |
| Non-Qualified Stock Option (right to buy) | \$ 14.3033 | 12/13/2017 | | M | 30,000 | <u>(3)</u> 06/11/2023 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGRODDY JAMES 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105 | X | | | |

Signatures

By: Dennis Byrnes, Attorney in Fact For: James C. McGroddy

12/13/2017

**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 sale price ranged from \$22.4 to \$22.45, with a weighted average sale price of \$22.404092. 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.

(2) The reporting person engaged in the transactions reported herein, and the gift described below, as part of his personal estate planning. Mr. McGroddy's beneficial ownership of the securities herein is 46,896 shares. The beneficial ownership reflects a charitable gift of 12,000 shares on November 21, 2017, which transaction will be reported on an Annual Statement of Beneficial Ownership of Securities on Form 5.

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

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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