

TRANSACTION SYSTEMS ARCHITECTS INC
 Form S-8
 April 27, 2001

As filed with the Securities and Exchange Commission on April 27, 2001

Registration No. 333-_____

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TRANSACTION SYSTEMS ARCHITECTS, INC.
 (Exact name of registrant as specified in its charter)

Delaware 47-0772104
 (State or other jurisdiction of (I.R.S. Employer Identification No.)
 incorporation or organization)

224 South 108th Avenue
 Omaha, Nebraska 68154
 (Address of principal executive offices, including zip code)

Transaction Systems Architects, Inc. 1999 Stock Option Plan
 Transaction Systems Architects, Inc. 1999 Employee Stock Purchase Plan
 (Full title of the plans)

David P. Stokes, Esq.
 General Counsel and Secretary
 Transaction Systems Architects, Inc.
 224 South 108th Avenue
 Omaha, Nebraska 68514
 (402) 334-5101
 (Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price |
|--|-----------------------------|---|---|
| 1999 STOCK OPTION PLAN Class A Common Stock, \$0.005 par value | 1,000,000 shares | \$7.755 | \$ 7,755,000 |
| 1999 EMPLOYEE STOCK PURCHASE PLAN Class A Common Stock, \$0.005 par value | 500,000 shares | \$7.755 | \$ 3,877,500 |

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TOTAL 1,500,000 shares \$11,632,500

(1) Pursuant to Rule 416, this Registration Statement also covers any additional shares of Class A Common Stock which may be issuable pursuant to the antidilution provisions of the Transaction Systems Architects, Inc. 1999 Stock Option Plan or Transaction Systems Architects, Inc. 1999 Employee Stock Purchase Plan.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457 (c) and (h). The price is based upon the average of the high and low prices of Transaction Systems Architects, Inc. Class A Common Stock on April 23, 2001, as reported on the National Association of Securities Dealers Automated Quotations system.

EXPLANATORY STATEMENT

This Registration Statement is filed pursuant to General Instruction E to Form S-8 by Transaction Systems Architects, Inc., a Delaware corporation, in order to register (1) 1,000,000 shares of Class A Common Stock, which shares are in addition to those previously registered on a Registration Statement on Form S-8 (File No. 333-73027) filed with the Securities and Exchange Commission (the "Commission") on February 26, 1999 and on a Registration Statement on Form S-8 (File No. 333-33728) filed with the Commission on March 31, 2000 for issuance pursuant to the Transaction Systems Architects, Inc. 1999 Stock Option Plan, and (2) 500,000 shares of Class A Common Stock, which shares are in addition to those previously registered on the Registration Statement on Form S-8 (File No. 333-73027) filed with the Commission on February 26, 1999. The contents of the Registration Statements on Form S-8 (File Nos. 333-73027 and 333-33728) previously filed with the Commission on February 26, 1999 and March 31, 2000, respectively, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit
Number

- 5 Opinion of Baker & McKenzie
- 23.1 Consent of Arthur Andersen LLP
- 23.2 Consent of Baker & McKenzie (See Exhibit 5)
- 24 Power of Attorney (included in Signature Page)

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska, on this 25th day of April, 2001.

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TRANSACTION SYSTEMS ARCHITECTS, INC.

By: /s/William E. Fisher

William E. Fisher, Chairman, Chief
Executive Officer, and Director

POWER OF ATTORNEY

We, the undersigned officers and directors of Transaction Systems Architects, Inc., hereby severally and individually constitute and appoint William E. Fisher, Dwight G. Hanson and David P. Stokes, and each of them, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to this Registration Statement on Form S-8, and all instruments necessary or advisable in connection therewith, and to file the same with the Securities and Exchange Commission, each of said attorneys and agents to have power to act with or without the other and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents and each of them to any and all such amendments and other instruments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Name | Title |
|---|--|
| ---- | ----- |
| /s/ William E. Fisher ----- William E. Fisher | Chairman, Chief Executive Officer and Director |
| /s/ Dwight G. Hanson ----- Dwight G. Hanson | Chief Financial Officer and Senior Vice President |
| /s/ Edward C. Fuxa ----- Edward C. Fuxa | Controller |
| /s/ Charles E. Noell, III ----- Charles E. Noell, III | Director |
| /s/ Jim D. Kever ----- Jim D. Kever | Director |
| /s/ Larry G. Fendley ----- Larry G. Fendley | Director |

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/s/ Roger K. Alexander

Director

Roger K. Alexander

/s/ Gregory J. Duman

Director

Gregory J. Duman

EXHIBIT INDEX

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