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TRANSACTION SYSTEMS ARCHITECTS INC
Form S-8
February 28, 2002

As filed with the Securities and Exchange Commission on February 28, 2002.

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
(State or other jurisdiction of
incorporation or organization)

47-0772104
(I.R.S. Employer
Identification No.)

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

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

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)

with a copy to:

Albert G. McGrath, Jr.
Baker & McKenzie
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201

CALCULATION OF REGISTRATION FEE

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| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) |
|--|-----------------------------|---|---|
| Class A Common Stock, par value \$.005 per share | 1,000,000 | \$10.05 | \$10,050,000 |

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered such additional shares of Class A Common Stock of Transaction Systems Architects, Inc. (the "Company"), par value \$.005 per share (the "Common Stock"), as may become issuable pursuant to the anti-dilution provisions of the Transaction Systems Architects, Inc. 1999 Stock Option Plan (the "1999 Stock Option Plan").
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act and is based upon the average of the high and low sale prices of the Common Stock on February 26, 2002, as reported on the National Association of Securities Dealers Automated Quotations system.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

Not Applicable.

Item 2. Registrant Information and Employee Plan Annual Information

Not Applicable.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

This registration statement (the "Registration Statement") is being filed solely to register an additional 1,000,000 shares of Common Stock under the 1999 Stock Option Plan. Pursuant to General Instruction E to Form S-8, the contents of the Company's registration statements on Form S-8 (File No. 333-73027) as filed with the Securities and Exchange Commission (the "Commission") on February 26, 1999, Form S-8 (File No. 333-33728) as filed with the Commission on March 31, 2000, and on Form S-8 (File No. 333-59630) as filed with the Commission on April 27, 2001 are incorporated herein by reference, except as the same may be modified by the information set forth in this Registration Statement.

Item 4. Description of Securities

Not Applicable.

Item 5. Interest of Named Experts and Counsel

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Not Applicable.

Item 6. Indemnification of Directors and Officers

Not Applicable.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

The following are filed as exhibits to this Registration Statement:

Exhibit Description
No.

5.1(1) Opinion of Baker & McKenzie

23.1(1) Consent of Arthur Andersen LLP

23.2(1) Consent of Baker & McKenzie (included in Exhibit 5.1)

24.1(1) Power of Attorney (included on the signature page of this Registration Statement)

(1) Filed herewith.

Item 9. Undertakings

Not Applicable.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 February 27, 2002.

TRANSACTION SYSTEMS ARCHITECTS, INC.

By: _____
Dwight G. Hanson,
Chief Financial Officer, Treasurer and
Senior Vice President

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Dwight G. Hanson his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and his name, place and stead, in any and all capacities, to sign any or all amendments (including pre- or post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and hereby grants to such attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and

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necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

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

| Signature | Title | Date |
|---------------------|--|----------|
| Gregory D. Derkacht | President, Chief Executive Officer and Director | February |
| Gregory J. Duman | Chairman of the Board and Director | February |
| Larry G. Fendley | Interim Chief Operating Officer and Director | February |
| Dwight G. Hanson | Chief Financial Officer, Treasurer and Senior Vice President | February |
| Edward C. Fuxa | Chief Accounting Officer, Vice President and Controller | February |
| Jim D. Kever | Director | February |
| Roger K. Alexander | Director | February |

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
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| 23.1(1) | Consent of Arthur Andersen LLP |
| 23.2(1) | Consent of Baker & McKenzie (included in Exhibit 5.1) |
| 24.1(1) | Power of Attorney (included on the signature page of this Registration Statement) |
| ----- | |
| (1) | Filed herewith. |

BAKER & MCKENZIE
Attorneys at Law

EXHIBIT 5.1

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2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201

February 27, 2002

Board of Directors
Transaction Systems Architects, Inc.
224 South 108th Avenue
Omaha, Nebraska 68154

Re: Transaction Systems Architects, Inc. (the "Company")

Gentlemen:

The Company has filed with the Securities and Exchange Commission (the "Commission") a registration statement (the "Registration Statement") on Form S-8 under the Securities Act of 1933, as amended (the "Act"). The Registration Statement covers (a) 1,000,000 shares of Class A Common Stock, par value \$.005 per share, of the Company (the "Common Stock"), which shares shall be issued pursuant to the Transaction Systems Architects, Inc. 1999 Stock Option Plan, as amended (the "1999 Stock Option Plan"), and (b) such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the 1999 Stock Option Plan (such shares collectively referred to as the "Securities").

We have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement. In rendering this opinion we have examined such corporate records, documents and instruments of the Company and such certificates of public officials, have received such representations from officers of the Company, and have reviewed such questions of law as in our judgment are necessary, relevant or appropriate to enable us to render the opinion expressed below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all corporate records, documents and instruments submitted to us as originals, the conformity to original documents of all documents submitted to us as conformed, certified or photostatic copies thereof, and the authenticity of the originals of such conformed, certified or photostatic copies.

Based upon such examination and review and upon representations made to us by officers of the Company, we are of the opinion that upon issuance and delivery of the Securities in accordance with the applicable terms and conditions of the 1999 Stock Option Plan and upon receipt by the Company of the full consideration for the Securities as determined pursuant to the 1999 Stock Option Plan, the Securities will be legally issued, fully paid and nonassessable.

This firm consents to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

Baker & McKenzie

EXHIBIT 23.1

Consent of independent public accountants

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 26, 2001, included in Transaction Systems Architects, Inc.'s Annual Report on Form 10-K for the fiscal year ended September 30, 2001, and to all references to our firm included in this Registration Statement.

Arthur Andersen LLP

Omaha, Nebraska,
February 27, 2002