

ONLINE RESOURCES CORP
Form 4
March 12, 2013

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 *
ACI WORLDWIDE, INC.

2. Issuer Name and Ticker or Trading Symbol
ONLINE RESOURCES CORP
[ORCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3520 KRAFT RD, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2013

____ Director
____ Officer (give title below)
 10% Owner
____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share (1) (2)	03/11/2013		P		28,588,101	A	\$ 3.85
					28,588,101	I	
Common Stock, par value \$0.0001 per share (4)	03/11/2013		P		24,925,134	A	\$ 3.85
					53,513,235	I	

See Footnote (3)

See Footnote (3)

Common Stock, par value \$0.0001 per share	03/11/2013	P	5,943,821 <u>(5)</u>	A	\$ 3.85	65,000,560 <u>(6)</u>	I	See Footnote <u>(3)</u>
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Date Exercisable Expiration Date Title Amount or Number of Shares

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACI WORLDWIDE, INC. 3520 KRAFT RD SUITE 300 NAPLES, FL 34105		X		
Ocelot Acquisition Corp. 3520 KRAFT RD SUITE 300 NAPLES, FL 34105		X		

Signatures

/s/ Dennis P. Byrnes, Executive Vice President, Chief Administrative Officer, General Counsel and Secretary for ACI Worldwide, Inc.

03/12/2013

__Signature of Reporting Person

Date

/s/ Dennis P. Byrnes, President for Ocelot Acquisition Corp.

03/12/2013

__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) This form is a joint filing by ACI Worldwide, Inc., a Delaware corporation ("ACI"), and Ocelot Acquisition Corp., a Delaware corporation and direct wholly owned subsidiary of ACI ("Merger Sub").

(2) Shares of common stock, par value \$0.0001 per share (the "Shares"), of Online Resources Corporation ("ORCC") acquired pursuant to the tender offer effected pursuant to the Transaction Agreement (the "Transaction Agreement"), dated as of January 30, 2013, by and among ACI, Merger Sub and ORCC (such tender offer, the "Offer").

(3) Shares were held by Merger Sub. As Merger Sub is a direct wholly owned subsidiary of ACI, ACI may be deemed to have acquired indirect beneficial ownership of the Shares.

(4) Shares acquired pursuant to the exercise of "top-up" option to purchase additional shares from ORCC, at \$3.85 per share, under the terms of the Transaction Agreement.

(5) Reflects all of the outstanding Shares of ORCC not tendered in the Offer, which may be deemed to have been acquired by ACI and Merger Sub pursuant to the consummation of the Merger (as defined below).

Following the exercise of the "top-up" option, Merger Sub was merged with and into ORCC, with ORCC surviving the merger as a direct wholly owned subsidiary of ACI pursuant to a "short form" merger under Delaware law (the "Merger"). At the effective time of the Merger, all of ORCC's previously outstanding Shares held by the reporting persons were canceled. Prior to the Merger, ACI held 1,000

(6) shares of the common stock, par value \$0.01 per share, of Merger Sub, which represented all of the issued and outstanding capital stock of Merger Sub. At the effective time of the Merger, the aggregate number of shares of common stock of Merger Sub was converted into that number of shares of common stock of the surviving corporation equal to the aggregate number of shares of common stock of ORCC outstanding as of immediately prior to the effective time of the Merger, on a fully diluted basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.