

ONLINE RESOURCES CORP  
 Form 3  
 March 12, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                     |  |
| ACI WORLDWIDE, INC.                       |         | (Month/Day/Year)                     | ONLINE RESOURCES CORP [ORCC]  |  |
| (Last)                                    | (First) | (Middle)                             | 03/11/2013  |  |
| 3520 KRAFT RD, SUITE 300                  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| (Street)                                  |         |                                      | (Check all applicable)  |  |
| NAPLES, FL 34105                          |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 | <input type="checkbox"/> Form filed by One Reporting Person                      |
|   |         |                                      | (give title below) (specify below)  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)                           | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$0.0001 per share <sup>(1)</sup> | 28,588,101 <sup>(2)</sup>                             | I  | See Footnote <sup>(3)</sup>                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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|                     |                    |                                  |                                  |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares | or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

## Reporting Owners

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

## 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 5(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, dated as of January 30, 2013, by and among ACI, Merger Sub and ORCC.

(3) Shares are 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.

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.