

ONLINE RESOURCES CORP  
Form S-8 POS  
March 11, 2013

As filed with the Securities and Exchange Commission on March 11, 2013

Registration No. 333-128291

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

**POST EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**Form S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ONLINE RESOURCES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-1623052**  
(I.R.S. Employer

Identification Number)

**4795 Meadow Wood Lane**

**Chantilly, Virginia 20151**

**(703) 653-3100**

(Address of Principal Executive Offices)

**Online Resources Corporation 2005 Restricted Stock and Option Plan**

(Full title of the plan)

**Joseph L. Cowan**

**President and Chief Executive Officer**

**Online Resources Corporation**

**4795 Meadow Wood Lane**

**Chantilly, Virginia 20151**

**(703) 653-3100**

*With a copy to:*

**Robert A. Profusek, Esq.**

**Jones Day**

**222 East 41st Street**

**New York, New York 10017**

**Telephone: (212) 326-3939**



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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. Check one:

|                         |  |                           |                                     |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>   | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/>            |

**TERMINATION OF REGISTRATION**

This Post-Effective Amendment No. 1 relates to the registration statement of Online Resources Corporation (the Company) on Form S-8 (File No. 333-128291) filed with the Securities and Exchange Commission on September 13, 2005 (the Registration Statement), which registered 1,700,000 shares of Company common stock, par value \$0.0001 per share, under the Online Resources Corporation Restated 2005 Restricted Stock and Option Plan.

On March 11, 2013, pursuant to that Transaction Agreement, dated January 30, 2013, by and among the Company, ACI Worldwide, Inc., a Delaware corporation (ACI), and Ocelot Acquisition Corp., a Delaware Corporation and a direct wholly owned subsidiary of ACI (Purchaser), Purchaser merged with and into the Company (the Merger), with the Company continuing as the surviving corporation and as a direct wholly owned subsidiary of ACI.

As a result of the Merger, the Company has terminated any and all offerings of its securities pursuant to the Registration Statement. Accordingly, the Company hereby terminates the effectiveness of the Registration Statement and, in accordance with an undertaking made by the Company in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, removes from registration any and all securities of the Company registered but unsold under the Registration Statement.

**SIGNATURES**

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Naples, State of Florida, on March 11, 2013.

**ONLINE RESOURCES CORPORATION**

By: /s/ Joseph L. Cowan  
Name: Joseph L. Cowan  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the date indicated:

|  |  |                |
|--|--|----------------|
| /s/ Joseph L. Cowan<br>Joseph L. Cowan   | President and Chief Executive Officer (Principal Executive Officer)                  | March 11, 2013 |
| /s/ Joseph L. Cowan<br>Joseph L. Cowan   | Chief Financial Officer (Interim Principal Financial Officer and Accounting Officer) | March 11, 2013 |
| /s/ Dennis P. Byrnes<br>Dennis P. Byrnes | Director   | March 11, 2013 |
| /s/ Craig Maki<br>Craig Maki             | Director   | March 11, 2013 |