

BOTTOMLINE TECHNOLOGIES INC /DE/  
Form S-8  
February 03, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Bottomline Technologies (de), Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation or Organization)

**325 Corporate Drive, Portsmouth, New Hampshire**  
(Address of Principal Executive Offices)

**02-0433294**  
(I.R.S. Employer

Identification No.)

**03801**  
(Zip Code)

**2009 Stock Incentive Plan, as amended**

(Full Title of the Plan)

**Robert A. Eberle**

**President and Chief Executive Officer**

**Bottomline Technologies (de), Inc.**

**325 Corporate Drive**

**Portsmouth, New Hampshire 03801**

(Name and Address of Agent For Service)

**(603) 436-0700**

(Telephone Number, Including Area Code, of Agent For Service)

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  Accelerated Filer   
 Non-Accelerated Filer  (Do not check if a smaller reporting company) Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share	Maximum Aggregate Offering Price	
Common Stock \$.001 par value per share	2,800,000(2) shares	\$27.03(3)	\$75,684,000(3)	\$8,673.39(3)

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- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of an additional 2,800,000 shares issuable under the 2009 Stock Incentive Plan, as amended, pursuant to the terms of such plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the common stock as reported on The NASDAQ Global Select Market on February 1, 2012.

**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-164536, filed by the Registrant on January 27, 2010 relating to the Registrant's 2009 Stock Incentive Plan.

**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Portsmouth, New Hampshire, on this 3rd day of February, 2012.

BOTTOMLINE TECHNOLOGIES (DE), INC.

By: /s/ Kevin M. Donovan  
Kevin M. Donovan

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Bottomline Technologies (de), Inc., hereby severally constitute and appoint Joseph L. Mullen, Robert A. Eberle and Kevin M. Donovan, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Bottomline Technologies (de), Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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 dates indicated.

Signature	Title	Date
/s/ Robert A. Eberle Robert A. Eberle	President, Chief Executive Officer and Director (Principal Executive Officer)	February 3, 2012
/s/ Kevin M. Donovan Kevin M. Donovan	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 3, 2012
/s/ Joseph L. Mullen Joseph L. Mullen	Chairman of the Board	February 3, 2012
/s/ Joseph L. Barry Jr. Joseph L. Barry Jr.	Director	February 3, 2012
/s/ Michael J. Curran Michael J. Curran	Director	February 3, 2012
/s/ Jeffrey C. Leathe Jeffrey C. Leathe	Director	February 3, 2012

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/s/ James L. Loomis  
James L. Loomis

Director

February 3, 2012

/s/ Daniel M. McGurl  
Daniel M. McGurl

Director

February 3, 2012

/s/ Garen K. Staglin  
Garen K. Staglin

Director

February 3, 2012

/s/ James W. Zilinski  
James W. Zilinski

Director

February 3, 2012

**INDEX TO EXHIBITS**

Number	Description
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated By-Laws of the Registrant, as amended
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1(3)	2009 Stock Incentive Plan, as amended

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-67309) and incorporated herein by reference.
- (2) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K for the year ended June 30, 2007 (File No. 000-25259) and incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K filed November 21, 2011 (File No. 000-25259) and incorporated herein by reference.