

BOTTOMLINE TECHNOLOGIES INC /DE/  
Form S-8  
January 26, 2007

As filed with the Securities and Exchange Commission on January 26, 2007

Registration No. 333-\_\_\_\_\_

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

Washington, D.C. 20549

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**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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

(Exact Name of Registrant as Specified in Its Charter)

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**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)

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**2000 Stock Incentive Plan**

(Full Title of the Plan)

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**Robert A. Eberle**

**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)**

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**CALCULATION OF REGISTRATION FEE**

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| <b>Title of Securities to be Registered</b> | <b>Amount to be Registered(1)</b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|-----------------------------------|--|--|-----------------------------------|
| Common Stock, \$.001 par value per share    | 2,251,138 shares(2)               | \$10.39(3)                                       | \$23,389,324(3)                                  | \$2,502.66                        |

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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 2,251,138 shares issuable under the 2000 Stock Incentive Plan 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 Registrant's Common Stock as reported on the Nasdaq Global Market on January 23, 2007.
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**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. 333-50202, filed by the Registrant on November 17, 2000 relating to the Registrant's 2000 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 the City of Portsmouth, State of New Hampshire, on this 26th day of January, 2007.

BOTTOMLINE TECHNOLOGIES (de), INC.

By: /s/ Robert A. Eberle  
 Robert A. Eberle  
 Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Bottomline Technologies (de), Inc., hereby severally constitute and appoint Robert A. Eberle, Kevin M. Donovan and John A. Burgess, Esq., 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.

| <b>Signature</b>                                 | <b>Title</b>   | <b>Date</b>      |
|--|--|------------------|
| /s/ Daniel M. McGurl<br>Daniel M. McGurl         | Chairman of the Board  | January 26, 2007 |
| /s/ Joseph L. Mullen<br>Joseph L. Mullen         | Vice Chairman of the Board   | January 26, 2007 |
| /s/ Robert A. Eberle<br>Robert A. Eberle         | President and Chief Executive Officer and Director (Principal executive officer)   | January 26, 2007 |
| /s/ Kevin M. Donovan<br>Kevin M. Donovan         | Chief Financial Officer and Treasurer (Principal financial and accounting officer) | January 26, 2007 |
| /s/ Joseph L. Barry, Jr.<br>Joseph L. Barry, Jr. | Director   | January 26, 2007 |

/s/ Michael J. Curran  
Michael J. Curran

Director

January 26, 2007

/s/ Jeffrey C. Leathe  
Jeffrey C. Leathe

Director

January 26, 2007

/s/ James L. Loomis  
James L. Loomis

Director

January 26, 2007

James W. Zilinski

Director

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**INDEX TO EXHIBITS**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 4.1(1)        | Amended and Restated Certificate of Incorporation of the Registrant                   |
| 4.2(1)        | Amended and Restated By-Laws of the Registrant  |
| 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<br><br>(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)    |

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(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.