

BOTTOMLINE TECHNOLOGIES INC /DE/
Form 10-Q/A
January 14, 2010

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

FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 0-25259

Bottomline Technologies (de), Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

02-0433294
(I.R.S. Employer
Identification No.)

325 Corporate Drive

03801-6808

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Portsmouth, New Hampshire
(Address of principal executive offices)

(Zip Code)

(603) 436-0700
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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"/> | Smaller Reporting Company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock as of October 30, 2009 was 26,164,712.

EXPLANATORY NOTE

Bottomline Technologies, Inc. (“the Company”) is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, which was originally filed with the Securities and Exchange Commission on November 9, 2009 (the “Quarterly Report”), to amend and restate in its entirety the Exhibit Index and to file a revised Exhibit 10.1, in order to disclose certain information for which confidential treatment had been initially requested. This Amendment No. 1 continues to speak as of the date of the original filing of the Quarterly Report, and the Company has not updated the disclosures contained therein to reflect any events that occurred at a later date. The changes in this exhibit were made in response to comments the Company received from the Securities and Exchange Commission to the Company’s Confidential Treatment Request.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Bottomline Technologies (de), Inc.

January 14, 2010

By: /s/ KEVIN M. DONOVAN
Kevin M. Donovan
Chief Financial Officer and Treasurer
(Principal Financial and Accounting
Officer)

EXHIBIT INDEX

Exhibit
Number

Description

- 2.1 * † (2) Asset Purchase Agreement dated August 5, 2009 between the Registrant and Bank of America, N.A.
- 4.1 (2) Warrant dated September 14, 2009 issued by the Registrant to Bank of America, N.A.
- 4.2 (2) Registration Rights Agreement dated September 14, 2009 between the Registrant and Bank of America, N.A.
- 10.1 † (1) Services Agreement dated September 14, 2009 between the Registrant and Bank of America, N.A.
- 31.1 (2) Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer
- 31.2 (2) Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer
- 31.3 (1) Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer
- 31.4 (1) Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer
- 32.1 (2) Section 1350 Certification of Principal Executive Officer
- 32.2 (2) Section 1350 Certification of Principal Financial Officer

* Certain schedules to this agreement were omitted by the Registrant. The Registrant agrees to furnish any schedule to this agreement supplementally to the Securities and Exchange Commission upon written request.

† Indicates confidential treatment requested as to certain portions, which portions were omitted and filed separately with the Securities and Exchange Commission pursuant to a Confidential Treatment Request.

(1) Filed herewith

(2) Previously filed on November 9, 2009

