

MCGURL FAMILY LIMITED PARTNERSHIP
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G/A

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULES 13d-1(b) (c), AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2 (b)

(Amendment No. 2)

Bottomline Technologies (de), Inc

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

103188106

(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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1. NAME OF REPORTING PERSONS (Entities Only)
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

McGurl Family Limited Partnership

020511436

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

	5. SOLE VOTING POWER	
	1,518,750 shares (1)	
NUMBER OF	-----	
SHARES	6. SHARED VOTING POWER	
BENEFICIALLY	0 Shares	
OWNED BY	-----	
EACH	7. SOLE DISPOSITIVE POWER	
REPORTING	1,518,750 shares (1)	
PERSON	-----	
WITH	8. SHARED DISPOSITIVE POWER	
	0 shares	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,518,750 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.1%

12. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) As exercised by its General Partner, McGurl Management, Inc. Mr. Daniel M. McGurl is President of McGurl Management, Inc.

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- 1. NAME OF REPORTING PERSON (Entities Only)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

McGurl Management, Inc.

020511434

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

5. SOLE VOTING POWER
0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER
1,518,750 shares (1)

7. SOLE DISPOSITIVE POWER
0 shares

8. SHARED DISPOSITIVE POWER
1,518,750 shares (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,518,750 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.1%

12. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Solely in its capacity as General Partner of McGurl Family Limited Partnership. Mr. Daniel M. McGurl is President of McGurl Management, Inc.

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1. NAME OF REPORTING PERSON (Entities Only)
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Daniel M. McGurl

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 72,500 shares
	6. SHARED VOTING POWER 1,518,750 shares (1)
	7. SOLE DISPOSITIVE POWER 72,500 shares
	8. SHARED DISPOSITIVE POWER 1,518,750 shares (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,591,250 shares (Consists of the following: (a)
 1,518,500 shares of Common Stock subject to an
 Agreement of Limited Partnership of McGurl Family
 Limited Partnership and (b) 72,500 shares of Common
 Stock which Mr. McGurl has the right to acquire
 within 60 days of December 31, 2001 upon the exercise
 of the options).

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 11.5%

12. TYPE OF REPORTING PERSON*
 IN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Solely in his capacity as President of McGurl Management, Inc.,
General Partner of McGurl Family Limited Partnership.

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Item 1(a). Name of Issuer:

Bottomline Technologies (de), Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

155 Fleet Street, Portsmouth, New Hampshire 03801

Item 2(a). Name of Person Filing:

Pursuant to Rule 13d-5(b) (1) of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby file this Schedule 13G Statement on behalf of McGurl Family Limited Partnership, a Delaware limited partnership, McGurl Management, Inc., a Delaware corporation and General Partner of McGurl Family Limited Partnership, and Daniel M. McGurl, President of McGurl Management, Inc. Such person and entities are sometimes hereinafter referred to as the "Reporting Persons." The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d) (3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

Item 2(b). Address of Principal Business Office or, if None, Residence:

155 Fleet Street, Portsmouth, New Hampshire 03801
Attention: Daniel M. McGurl

Item 2(c). Citizenship:

See cover pages hereto.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.001 per share

Item 2(e). CUSIP Number:

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Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is:

Inapplicable

Item 4. Ownership:*

* As of December 31, 2001

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Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

I McGurl Family Limited Partnership:

- (a) Amount Beneficially owned: 1,518,750
- (b) Percent of class: 11.1 %
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,518,750
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 1,518,750
 - (iv) Shared power to dispose or to direct the disposition of: 0

II McGurl Management, Inc.:

- (a) Amount Beneficially owned: 1,518,750
- (b) Percent of class: 11.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 1,518,750
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 1,518,750

III Daniel M. McGurl:

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- (a) Amount Beneficially owned: 1,591,250
- Consists of the following: (a) 1,518,750 shares of Common Stock subject to an Agreement of Limited Partnership of McGurl Family Limited Partnership and (b) 72,500 shares of Common Stock which Mr. McGurl has the right to acquire within 60 days of December 31, 2001 upon the exercise of options.
- (b) Percent of class: 11.5%
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote: 72,500
- (ii) Shared power to vote or to direct the vote: 1,518,750

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- (iii) Sole power to dispose or to direct the disposition of: 72,500
- (iv) Shared power to dispose or to direct the disposition of: 1,518,750

- Item 5. Ownership of Five Percent or Less of a Class:
Inapplicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person:
Inapplicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:
Inapplicable
- Item 8. Identification and Classification of Members of the Group:
This Schedule 13G Statement is being filed on behalf of each of the Reporting Persons pursuant to Rules 13d-5(b)(1) and 13d-1(k)(1). The agreement required by Rule 13d-1(k)(1) is attached hereto as Exhibit A.
- Item 9. Notice of Dissolution of a Group:
Inapplicable
- Item 10. Certifications:

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McGurl Family Limited Partnership and McGurl Management, Inc.:

By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 14, 2002

McGurl Family Limited Partnership, a Delaware
Limited Partnership

By: McGurl Management, Inc., General Partner

By: /s/ Daniel M. McGurl

Its: President

McGurl Management, Inc., a Delaware Corporation

By: /s/ Daniel M. McGurl

Daniel M. McGurl
President

Daniel M. McGurl

By: /s/ Daniel M. McGurl

Daniel M. McGurl

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EXHIBIT A

Pursuant to Rule 13d-1(k)(1) of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agree that the statement to which this Exhibit is attached is filed on behalf of them in the capacities set forth below.

Dated: February 14, 2002

McGurl Family Limited Partnership, a Delaware Limited Partnership

By: McGurl Management, Inc., General Partner

By: /s/ Daniel M. McGurl

Its: President

McGurl Management, Inc., a Delaware Corporation

By: /s/ Daniel M. McGurl

Daniel M. McGurl
President

By: /s/ Daniel M. McGurl

Daniel M. McGurl