

BOTTOMLINE TECHNOLOGIES INC /DE/
Form 10-Q/A
January 15, 2010

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

FORM 10-Q/A

(Amendment No.2)

(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
Portsmouth, New Hampshire
(Address of principal executive offices)

03801-6808
(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 25,906,681.

EXPLANATORY NOTE

Bottomline Technologies, Inc. (“the Company”) is filing this Amendment No. 2 to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, filed with the Securities and Exchange Commission (the “SEC”) on November 9, 2009 (the “Original 10-Q”), in order to correct an error that appeared on the cover page of Amendment No. 1 to the Original 10-Q (“Amendment No. 1”), which was filed with the SEC on January 14, 2010. The cover page of Amendment No. 1 inadvertently stated an incorrect number of outstanding shares of the Company’s common stock. The correct number of such outstanding shares as of October 30, 2009 was 25,906,681, as reflected on the cover page of the Original 10-Q and on the cover page of this Amendment No. 2.

The Exhibit Index has also been amended and restated in its entirety to include the certifications filed as Exhibits 31.5 and 31.6 to this Amendment 2.

This Amendment No. 2 continues to speak as of the date of the filing of the Original 10-Q, and the Company has not updated the disclosures contained therein to reflect any events that occurred at a later date.

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 15, 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 † (3) | 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 (3) | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer |
| 31.4 (3) | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer |
| 31.5 (1) | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer |
| 31.6 (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.

(3) Previously filed on January 14, 2010.

