

BOTTOMLINE TECHNOLOGIES INC /DE/  
Form 8-K  
July 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 15, 2011**

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

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**000-25259**  
**(Commission**  
  
**File Number)**

**02-0433294**  
**(IRS Employer**  
  
**Identification No.)**

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

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

**03801**  
(Zip Code)

**Not Applicable.**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On July 15, 2011, Bottomline Technologies (de), Inc. ( Bottomline ) filed a universal shelf registration statement with the Securities and Exchange Commission. Bottomline also filed a prospectus supplement to the registration statement covering the resale of 1,000,000 shares of Bottomline common stock issuable pursuant to a warrant held by a selling stockholder (the Shares ). The warrant provides that, subject to certain exceptions, the warrant holder may not sell shares issued to it upon exercise of the warrant in an amount in excess of 200,000 shares per month.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP relating to the Shares is attached as Exhibit 5.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The Exhibit Index attached hereto is incorporated herein by reference.

**SIGNATURES**

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 hereunto duly authorized.

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

Date: July 15, 2011

By: */s/* ERIC K. MORGAN  
**Eric K. Morgan**  
**Vice President, Global Controller**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)