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DIGITAL INSIGHT CORP
Form S-8
May 14, 2002

As filed with the Securities and Exchange Commission on May 14, 2002
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DIGITAL INSIGHT CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0493142
(I.R.S. Employer
Identification No.)

26025 Mureau Road
Calabasas, California 91302
(818) 871-0000
(Address and telephone number of principal executive offices)

DIGITAL INSIGHT CORPORATION 1999 STOCK PLAN (AS AMENDED)
DIGITAL INSIGHT CORPORATION 1999 EMPLOYEE STOCK PURCHASE PLAN
DIGITAL INSIGHT CORPORATION 2001 NON-EMPLOYEE DIRECTOR
STOCK OPTION PLAN (AS AMENDED)
(Full title of the plan)

Elizabeth S.C.S. Murray
Executive Vice President and Chief Financial Officer
Digital Insight Corporation
26025 Mureau Road
Calabasas, California 91302
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (818) 871-0000

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|----------------------------|--|---|----------------------------|
|--------------------------------------|----------------------------|--|---|----------------------------|

Common Stock,
\$0.001 par value:

| | | | | |
|---------------------|-------------|-------------|------------------|----------------|
| 1999 Stock Plan (as | 750,000 (1) | \$16.53 (2) | \$12,397,500 (2) | \$1,140.57 (2) |
|---------------------|-------------|-------------|------------------|----------------|

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amended)

| | | | | |
|---|---------------|-------------|------------------|----------------|
| 1999 Employee Stock Purchase Plan | 300,000 (1) | \$16.53 (2) | \$4,959,000 (2) | \$ 456.23 (2) |
| 2001 Non-Employee Director Stock Option Plan (as amended) | 31,000 (1) | \$16.53 (2) | \$ 512,430 (2) | \$ 47.14 (2) |
| ----- | | | | |
| Total: | 1,081,000 (1) | | \$17,868,930 (2) | \$1,643.94 (2) |

- (1) This Registration Statement covers, in addition to the number of shares of Common Stock stated above, options and other rights to purchase or acquire the shares of Common Stock covered by the Prospectus and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights which by reason of certain events specified in the Digital Insight Corporation 1999 Stock Plan, as amended, the Digital Insight Corporation 1999 Employee Stock Purchase Plan and the Digital Insight Corporation 2001 Non-Employee Director Stock Option Plan, as amended (collectively, the "Plans") may become subject to the Plans.
- (2) Pursuant to Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on May 9, 2002, as reported on the Nasdaq National Market and published in The Western Edition of The Wall Street Journal.

The Exhibit Index for this Registration Statement is at page 5.

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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information) will be sent or given to employees as specified by Securities Act Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission (the "Commission"), either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Securities Act Rule 424. These documents, which include the statement of availability required by Item 2 of Form S-8, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8 (Part II hereof), taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

Digital Insight Corporation (the "Registrant") has filed with the Commission the following registration statements, the contents of which are

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incorporated herein by reference:

- (a) Registration Statement on Form S-8, relating to the 1999 Stock Plan and the 1999 Employee Stock Purchase Plan, filed with the Commission on November 1, 1999 (Registration no. 333-90053);
- (b) Registration Statement on Form S-8, relating to the 1999 Stock Plan, filed with the Commission on February 22, 2000, as amended by Post Effective Amendment No. 1 filed with the Commission on November 16, 2001 (Registration no. 333-30876);
- (c) Registration Statement on Form S-8, relating to the 1999 Stock Plan, filed with the Commission on November 16, 2001 (Registration no. 333-73500); and
- (d) Registration Statement on Form S-8, relating to the 1999 Stock Plan, the 1999 Employee Stock Purchase Plan and the 2001 Non-Employee Director Stock Option Plan, filed with the Commission on July 26, 2001 (Registration no. 333-65914).

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 8. EXHIBITS

See the attached Exhibit Index at page 5.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Calabasas, State of California, on the 13 day of May, 2002.

DIGITAL INSIGHT CORPORATION,
a Delaware corporation

By: /s/ ELIZABETH S.C.S. MURRAY

Elizabeth S.C.S. Murray, Executive
Vice President and Chief Financial
Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Elizabeth S.C.S. Murray and John Dorman, and each of them individually, his/her true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the

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Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|---|---|----------------|
| /S/ JOHN DORMAN ----- John Dorman | Chief Executive Officer and Chairman of the Board (Principal Executive Officer) | April 23, 2002 |
| /S/ DALE R. WALKER ----- Dale R. Walker | President, Chief Operating Officer and Director | April 23, 2002 |
| /S/ ELIZABETH S.C.S. MURRAY ----- Elizabeth S.C.S. Murray | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | April 23, 2002 |
| /S/ BETSY S. ATKINS ----- Betsy S. Atkins | Director | April 23, 2002 |
| /S/ MICHAEL HALLMAN ----- Michael Hallman | Director | April 23, 2002 |
| /S/ JAMES MCGUIRE ----- James McGuire | Director | April 23, 2002 |
| /S/ ROBERT NORTH ----- Robert North | Director | April 23, 2002 |
| /S/ MICHAEL R. SPLINTER ----- Michael R. Splinter | Director | April 23, 2002 |

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EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION OF EXHIBIT |
|-------------------|---|
| 4.1 | Digital Insight Corporation 1999 Stock Plan and Related Agreements. (1) |
| 4.2 | Amendments Nos. 1, 2 and 3 to the Digital Insight Corporation 1999 Stock Plan. (2) |
| 4.3 | Digital Insight Corporation 1999 Employee Stock Purchase Plan (3) |
| 4.4 | Digital Insight Corporation 2001 Non-Employee Director Stock Option Plan (4) |
| 4.5 | Amendment No. 1 to the Digital Insight Corporation 2001 Non-Employee Director Stock Option Plan (5) |
| 5. | Opinion of Counsel (opinion re legality). |
| 23.1 | Consent of Independent Accountants. |
| 23.2 | Independent Auditors' Consent. |
| 23.3 | Consent of Counsel (included in Exhibit 5). |
| 24. | Power of Attorney (included in this Registration Statement under "Signatures"). |

(1) Previously filed with the Commission as Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 filed with the Commission on June 25, 1999 (Registration no. 333-81547) and incorporated herein by this reference.

(2) Previously filed with the Commission as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2001 and incorporated herein by this reference.

(3) Previously filed with the Commission as Exhibit 10.7 to the Registrant's Registration Statement on Form S-1 filed with the Commission on June 25, 1999 (Registration no. 333-81547) and incorporated herein by this reference.

(4) Previously filed with the Commission as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on March 23, 2001 (File No. 000-27459) and incorporated herein by this reference.

(5) Previously filed with the Commission as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2001 and incorporated herein by this reference.