

BOTTOMLINE TECHNOLOGIES INC /DE/
Form 424B3
December 06, 2002

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-62330

PROSPECTUS SUPPLEMENT
(To Prospectus Dated June 15, 2001)

BOTTOMLINE TECHNOLOGIES (de), INC.

945,280 SHARES OF COMMON STOCK

The information in this prospectus supplement concerning the selling stockholders supplements the statements set forth under the caption "Selling Stockholders" in the prospectus. This prospectus supplement should be read in conjunction with the prospectus, which is required to be delivered with this prospectus supplement.

Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page 1 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

SELLING STOCKHOLDERS

The shares of common stock covered by this prospectus consist of 945,280 shares of common stock issued in connection with our acquisition of Bottomline Technologies Limited on August 28, 2000, including shares of common stock issued upon the retirement of promissory notes issued in such acquisition.

The following table sets forth the number of shares beneficially owned by the selling stockholders. Beneficial ownership is calculated based on requirements of the Securities and Exchange Commission and is not necessarily indicative of beneficial ownership for any other purpose. Peter Fortune is President of our wholly-owned subsidiary Bottomline Technologies Europe Limited, a company incorporated in England and Wales. Stephen Cutler is Finance Director of Bottomline Technologies Europe Limited. Aside from these relationships, and the relationships set forth in the table below, the selling stockholders have not had a material relationship with Bottomline within the past three years other than as a result of the ownership of the shares described in the table below. No estimate can be given as to the amount of shares covered by this prospectus that will be held by the selling stockholders after completion of this offering because the selling stockholders may offer all or some of the shares and because there currently are no agreements, arrangements or understandings with respect to the sale of any of the shares. However, for purposes of this table, we have assumed that, after completion of the offering, none of the shares covered by this prospectus will be held by the selling

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stockholders. The shares offered by this prospectus may be offered from time to time by the selling stockholders named below.

Name of Selling Stockholder	Number of Shares Registered for Sale Hereby (1)	Number of Shares Beneficially Owned Including Shares Registered Hereby, as of May 21, 2001 (2)	Percent of Outstanding Shares of Common Stock as of May 21, 2001 (%)
Andrew Colin McCallum ***	73,748	181,964 (3)	1.4
Catherine McCallum +	5,496	181,964 (3)	1.4
Danielle McCallum +	880	181,964 (3)	1.4
Oliver Glenn **+	880	181,964 (3)	1.4
Andrew Colin McCallum and Catherine McCallum as Trustees of Charlotte McCallum ++	880	181,964 (3)	1.4
Andrew Colin McCallum and Catherine McCallum as Trustees of Ashleigh Glenn ++	880	181,964 (3)	1.4
Richard McCallum +	880	181,964 (3)	1.4
Christopher Wilson Peck ****+	13,136	35,510 (4)	*
Tracy Jane Peck ****+	3,298	35,510 (4)	*
Rowan Nominees Limited c/o Mercury Asset Management Limited	570,564	1,515,174 (5)	11.6
Rowan Nominees Limited a/c RR c/o Mercury Asset Management Limited	43,695	1,515,174 (5)	11.6
Genesis International Limited	42,635	42,635	*
Peter Kenneth Rooke ***	56,215	154,470 (6)	1.1
Pamela Rooke ****+	7,119	154,470 (6)	1.1
Peter Kenneth Rooke and Pamela Rooke as Trustees of Thomas Penn Rooke ++	2,374	154,470 (6)	1.1
Simon Thomas Peter Rooke +	2,374	154,470 (6)	1.1
James Daniel Wood +	2,374	154,470 (6)	1.1
Peter Stanley Fortune ****+	23,094	68,206 (7)	*

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Joanne Barbara Fortune +	5,496	68,206(7)	*
Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of Harriet Joanne Louise	733	68,206(7)	*

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Name of Selling Stockholder	Number of Shares Registered for Sale Hereby (1)	Number of Shares Beneficially Owned Including Shares Registered Hereby, as of May 21, 2001 (2)	Percent of Outstanding Shares of Common Stock as of May 21, 2001 (%)
Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of James Peter Matthew Fortune ++	733	68,206(7)	*
Stephen Joseph Cutler ****+	9,892	27,496(8)	*
Kathryn Elizabeth Cutler +	3,298	27,496(8)	*
John A. Clarke ***	13,189	27,496	*
John Christopher Shore ***	3,430	7,149	*
Sharon Taylor **	2,111	4,400	*
Kevin Michael Hart **	2,111	4,400	*
Paul John Fannon ****+	3,369	12,714(9)	*
Timothy Roger John Miller **	2,111	4,400	*
Simon Turley **	2,111	4,400	*
Stewart James Miller **	2,111	4,400	*
Nigel Kevin Savory ****+	5,915	12,973	*
David Graham Campion **	880	1,833	*
Martin John Weller **	880	1,833	*
Simon Morton **	880	1,833	*
Ian George Whitney **	616	1,283	*
Simon David Josephs **	616	1,283	*
Robert Bailey **	616	1,283	*

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Edward Charles Adshead-Grant **	880	1,833	*
Paul Lee Simpson **	616	1,283	*
Ian Frank Armstrong **	616	1,283	*
Simon John Huntley **	616	1,283	*
Keith William Adams **	532	1,107	*
Margaret Luzanycia **	1,591	3,315	*
Steven Andrew Crosson-Smith **	659	1,533	*
Michael Hassan **	704	1,467	*
Sally Joy Bailey **	147	306	*
Alistair Ian McQuade **	616	1,283	*

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Name of Selling Stockholder	Number of Shares Registered for Sale Hereby (1)	Number of Shares Beneficially Owned Including Shares Registered Hereby, as of May 21, 2001 (2)	Percent of Outstanding Shares of Common Stock as of May 21, 2001 (%)
Paul Christopher Gordon **	147	306	*
Simon Collinson **	616	1,283	*
Alistair James Humphreys **	616	1,283	*
Edward Pryor **	147	306	*
Richard James Harris **	616	1,283	*
Peter John Dale **	147	306	*
Anthony Steven White **	367	2,194	*
Ian Raymond Wheeler **	616	1,283	*
Nathan Jackson **	184	382	*
Richard Alan Dewar **	184	382	*
Ryan Jackson **	184	382	*
Douglas Wilkinson **	440	917	*

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Lisa Kathryn Jackson **	184	382	*
Paul Candahar Nott **	147	305	*
Ian Grenville Jones **	147	305	*
Andrew Peter Ryan **	147	305	*
Philip Taylor **	440	917	*
Patrick Lawrence Reeves **	147	305	*
Peter Michael Phillips **	147	305	*
Richard Gordon Machin **	147	305	*
David Charles Jewell **	367	764	*
Richard David Hatton **	147	306	*
Michelle Lees **	92	191	*
Julie Mary McGuire **	147	306	*
Kerry Elizabeth Jones **	147	306	*
Candace Melanie Pridgeon **	147	306	*
Ceri Elizabeth Hancox **	92	191	*
Zoe Ann Kirby **	92	191	*
Carlos Hugh Esperanca **	110	230	*
Clive Kenneth Griffiths **	110	1,380	*

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Name of Selling Stockholder	Number of Shares Registered for Sale Hereby (1)	Number of Shares Beneficially Owned Including Registered Hereby, as of May 21, 2001 (2)	Percent of Outstanding Shares of Common Stock as of May 21, 2001 (%)	B	O
Mark John Overton **	110	230	*		
Andrew Tather **	110	730	*		
Richard Alan Baldock **	110	230	*		
Tim Ager **	92	191	*		
Philip David Charnick **	147	306	*		

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Benjamin Toby Clacy **	92	191	*
Elaine Duncan **	147	306	*
Harvey Durrant **	147	306	*
Janet Edwina Mary Hester **	147	306	*
Wayne Jones **	147	306	*
James Richard Malyon **	512	1,117	*
Alexis McArdle **	147	306	*
Richard Anthony Parry **	278	675	*
Gareth Rory Priest **	616	1,283	*
Andrew James Scarborough **	92	191	*
Matthew Andrew Shaw **	92	191	*
Anthony James Skinner **	440	917	*
Christopher John Conway **	13,189	27,496	*
Wendy Crosson Smith **	440	917	*
Anna Elizabeth Webb **	120	248	*
Vanda Jane Fannon ***	2,287	12,714 (9)	*

 * Less than one percent.

** Employed by Bottomline Technologies Europe Limited either currently or within the past three years.

*** Former director of Bottomline Technologies Limited or one of its subsidiaries and employed by Bottomline Technologies Limited either currently or within the past three years.

+ Immediate family member of individual(s) employed by Bottomline Technologies Europe Limited either currently or within the past three years.

++ Trustee has been employed by Bottomline Technologies Europe Limited within the past three years.

+++ Current director of Bottomline Technologies Limited or one of its subsidiaries.

(1) This registration statement also shall cover any additional shares of common stock which become issuable in connection with the shares registered for sale hereby by reason of any stock split, stock dividend or similar transaction.

(2) Includes 100,000 shares of common stock issuable pursuant to common stock purchase warrants that are currently exercisable.

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- (3) Includes (a) 161,342 shares held by Andrew Colin McCallum, (b) 11,457 shares held by Catherine McCallum, (c) 1,833 shares held by Danielle McCallum, (d) 1,833 shares held by Oliver Glenn, (e) 1,833 shares held by Andrew Colin McCallum and Catherine McCallum as Trustees of Charlotte McCallum, (f) 1,833 shares held by Andrew Colin McCallum and Catherine McCallum as Trustees of Ashleigh Glenn and (g) 1,833 shares held by Richard McCallum. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).
- (4) Includes (a) 28,636 shares held by Christopher Wilson Peck and (b) 6,874 shares held by Tracy Jane Peck. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (5) Includes (a) 1,409,929 shares held by Rowan Nominees Limited c/o Mercury Asset Management Limited and (b) 105,245 shares held by Rowan Nominees Limited a/c RR c/o Mercury Asset Management Limited. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (6) Includes (a) 124,788 shares held by Peter Kenneth Rooke, (b) 14,840 shares held by Pamela Rooke, (c) 4,948 shares held by Peter Kenneth Rooke and Pamela Rooke as Trustees of Thomas Penn Rooke, (d) 4,947 shares held by Simon Thomas Peter Rooke and (e) 4,947 shares held by James Daniel Wood. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).
- (7) Includes (a) 53,695 shares held by Peter Stanley Fortune, (b) 11,457 shares held by Joanne Barbara Fortune, (c) 1,527 shares held by Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of Harriet Joanne Louise Fortune and (d) 1,527 shares held by Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of James Peter Matthew Fortune. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).
- (8) Includes (a) 20,622 shares held by Stephen Joseph Cutler and (b) 6,874 shares held by Kathryn Elizabeth Cutler. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (9) Includes (a) 7,947 shares held by Paul John Fannon and (b) 4,767 held by Vanda Jane Fannon.
- (10) Includes (a) 87,594 shares held by Andrew Colin McCallum, (b) 5,961 shares held by Catherine McCallum, (c) 953 shares held by Danielle McCallum, (d) 953 shares held by Oliver Glenn, (e) 953 shares held by Andrew Colin McCallum and Catherine McCallum as Trustees of Charlotte McCallum, (f) 953 shares held by Andrew Colin McCallum and Catherine McCallum as Trustees of Ashleigh Glenn and (g) 953 shares held by Richard McCallum. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).
- (11) Includes (a) 15,500 shares held by Christopher Wilson Peck and (b) 3,576 shares held by Tracy Jane Peck. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (12) Includes (a) 839,365 shares held by Rowan Nominees Limited c/o Mercury Asset Management Limited and (b) 61,550 shares held by Rowan Nominees Limited a/c RR c/o Mercury Asset Management Limited. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (13) Includes (a) 68,573 shares held by Peter Kenneth Rooke, (b) 7,721 shares held by Pamela Rooke, (c) 2,574 shares held by Peter Kenneth Rooke and Pamela Rooke as Trustees of Thomas Penn Rooke, (d) 2,573 shares held by Simon Thomas Peter Rooke and (e) 2,573 shares held by James Daniel Wood. The selling stockholder disclaims beneficial ownership of such shares other

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than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).

- (14) Includes (a) 30,601 shares held by Peter Stanley Fortune, (b) 5,961 shares held by Joanne Barbara Fortune, (c) 794 shares held by Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of Harriet Joanne Louise Fortune and (d) 794 shares held by Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of James Peter Matthew Fortune. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).

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- (15) Includes (a) 10,730 shares held by Stephen Joseph Cutler and (b) 3,576 shares held by Kathryn Elizabeth Cutler. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (16) Includes (a) 4,578 shares held by Paul John Fannon and (b) 2,480 shares held by Vanda Jane Fannon.

The date of this Prospectus Supplement is December 6, 2002

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