ONLINE RESOURCES CORP
Form SC 13D/A
November 02, 2007

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...14.5

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Online Resources Corporation
(Name of Issuer)
Common Stock, par value $0.0001 per share
(Title of Class of Securities)
68273G101
(CUSIP Number)
Tennenbaum Capital Partners, LLC
2951 28th Street, Suite 1000
Santa Monica, California 90405
(310) 566-1000
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)
October 31, 2007
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following pages)

CUSIP No. 68273G101 Page 2 of 5

1	NAMES OF REPORTING PERSONS Tennenbaum Capital Partners, LLC (IRS ID # 95-4759860) (1)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	**7**	SOLE VOTING POWER 6,121,570 shares
	8	SHARED VOTING POWER 0 shares
	9	SOLE DISPOSITIVE POWER

PERSON		6,121,570 shares
WITH		SHARED DISPOSITIVE POWER
	10	
		0 shares
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		
		6,121,570 shares
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12		
		o
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13		
		19.7%(2)
		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
14		
		IA, OO

(1) Tennenbaum Capital Partners, LLC serves as investment advisor to, inter alia, Special Value Opportunities Fund, LLC, a Delaware limited liability company (SVOF), and Special Value Expansion Fund, LLC, a Delaware limited liability company (SVEF and, together with SVOF, the Funds), which are the registered holders of shares of Common Stock and Series A-1 Convertible Preferred Stock (Preferred Stock) of Online Resources Corporation beneficially owned by Tennenbaum Capital Partners, LLC.

(2) Based on (a) 26,478,113 shares of Common Stock of Online Resources Corporation outstanding as of July 27, 2007, as reported by Online Resources Corporation in its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 filed with the Securities and Exchange Commission on August 14, 2007, and (b) 4,621,570 shares of Common Stock of Online Resources Corporation into which the Preferred Stock is initially convertible, computed in accordance with Rule 13d-3(d)(1).

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

This Amendment No. 1 to Schedule 13D is being filed on behalf of the undersigned to amend the Schedule 13D filed with the Securities and Exchange Commission on November 20, 2006 (the Schedule 13D) relating to shares of Common Stock, par value $0.0001 per share (the Common Stock), of Online Resources Corporation, a Delaware corporation (the Issuer). Terms defined in the Schedule 13D are used herein as so defined.

Item 2. Identity and Background.

The information in Item 2 is hereby amended and restated as follows:

(a) This Statement is being filed by Tennenbaum Capital Partners, LLC, a Delaware limited liability company (TCP or the Reporting Person).

(b) The address of the Reporting Person s principal office is located at 2951 28th Street, Suite 1000, Santa Monica, California 90405.

(c) The principal business of the Reporting Person is investment advising.

(d) During the last five years, the Reporting Person has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, the Reporting Person has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Not applicable.

Item 3. Source and Amount of Funds or Other Consideration.

The information in Item 3 is hereby amended and supplemented as follows:

This Statement relates to the acquisition by the Reporting Person (or its affiliates) from one or more sellers in the open market of 1,500,000 shares of Common Stock. The Reporting Person purchased the 1,500,000 shares of Common Stock for aggregate consideration of $13,553,575.75 (excluding brokerage commissions) using the sources of funds described in Item 4 of the Cover Page hereof.

Item 5. Interest in Securities of the Issuer.

The information in Item 5 is hereby amended and supplemented as follows:

(a)-(b) The shares of Common Stock identified in Item 1 constitute approximately 19.7% of the outstanding shares of Common Stock of the Issuer, based on (i) 26,478,113 shares of Common Stock outstanding as of July 27, 2007, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 filed with the Securities and Exchange Commission on August 14, 2007, and (ii) 4,621,570 shares of Common Stock into which the Preferred Stock is initially convertible, computed in accordance with Rule 13d-3(d)(1). TCP has sole voting and dispositive power over the Shares.

(c) The following transactions in Common Stock of the Issuer were open market purchases on the Nasdaq Global Market effected by the Reporting Person (or its affiliates) within 60 days prior to the filing of this Statement:

Date	Purchaser	Number of Shares of Common Stock	Price Per Share
3/31/07	SVOF	797,150	$ 9.0192
3/31/07	SVEF	336,350	$ 9.0192
11/1/07	SVOF	117,093	$ 8.9847
11/1/07	SVEF	49,407	$ 8.9847
11/2/07	SVOF	140,653	$ 9.1718
11/2/07	SVEF	59,347	$ 9.1718

(d) SVOF, which is an affiliate of the Reporting Person, has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, 4,305,080 shares of Common Stock, which is more than 5% of the outstanding Common Stock of the Issuer. SVEF, which is an affiliate of the Reporting Person, has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, 1,816,490 shares of Common Stock, which is more than 5% of the outstanding Common Stock of the Issuer.

(e) Not applicable.

SIGNATURE

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

Dated: November 2, 2007

TENNENBAUM CAPITAL PARTNERS, LLC, a
Delaware limited liability company

By: /s/ David A. Hollander
David A. Hollander
Managing Director