

BOTTOMLINE TECHNOLOGIES INC /DE/  
Form 8-K  
January 27, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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): January 24, 2006

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

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(Exact Name of Registrant as Specified in Charter)

**Delaware**

**000-25259**

**02-0433294**

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(State or Other Juris-

(Commission

(IRS Employer

diction of Incorporation

File Number)

Identification No.)

**325 Corporate Drive, Portsmouth, New Hampshire 03801**

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(Address of Principal Executive Offices)

(Zip Code)

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

**Not Applicable.**

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**(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 3.02. Unregistered Sales of Equity Securities.**

On January 24, 2006, Bottomline Technologies (de), Inc. (the Registrant ) issued 316,970 shares of common stock, \$0.001 par value per share, of the Registrant (the Shares ) as part of the consideration for the acquisition by Bottomline Technologies Limited, an indirect wholly-owned subsidiary of the Registrant, of all of the issued share capital of Transmit plc, a private company with operations in the United Kingdom ( Transmit ). The Shares were offered and issued to the shareholders of Transmit pursuant to Regulation D promulgated under the Securities Act of 1933, as amended, based in part upon representations made by the Transmit shareholders.

**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 hereunto duly authorized.

BOTTOMLINE TECHNOLOGIES (de), INC.

Date: January 27, 2006

By: */s/* KEVIN M. DONOVAN  
**Kevin M. Donovan**

**Chief Financial Officer and Treasurer**