

BOTTOMLINE TECHNOLOGIES INC /DE/  
Form S-8  
December 20, 2002

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

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(State or Other Jurisdiction of Incorporation or Organization)

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

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(Address of Principal Executive Offices)

**02-0433294**

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(I.R.S. Employer Identification No.)

**03801**

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(Zip Code)

2000 Stock Incentive Plan  
(Full Title of the Plan)

Joseph L. Mullen  
Chief Executive Officer and President  
Bottomline Technologies (de), Inc.  
325 Corporate Drive  
Portsmouth, New Hampshire 03801  
(Name and Address of Agent For Service)

(603) 436-0700  
(Telephone Number, Including Area Code, of Agent for Service)

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock \$.001 par value per share	1,222,281(2) shares	\$ 5.97(3)	\$ 7,297,017.57(3)	\$ 671.33(3)

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of an additional 1,222,281 shares issuable under the 2000 Stock Incentive Plan pursuant to the terms of such plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low sale prices of the common stock as reported on The Nasdaq National Market on December 18, 2002.

Page 1 of 4 pages.  
Exhibit Index begins on page 4.



**Signature**

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**Title**

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/s/ DANIEL M. MCGURL

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Chairman of the Board

**Daniel M. McGurl**

/s/ JOSEPH L. MULLEN

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Chief Executive Officer, President and Director (Principal Executive Officer)

**Joseph L. Mullen**

/s/ ROBERT A. EBERLE

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Executive Vice President, Chief Operating Officer, Chief Financial Officer and Director (Principal Financial and Accounting Officer)

**Robert A. Eberle**

/s/ JOSEPH L. BARRY

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Director

**Joseph L. Barry**

/s/ JOHN W. BARTER

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Director

**John W. Barter**

/s/ WILLIAM O. GRABE

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Director

**William O. Grabe**

Director

**Dianne Gregg**

/s/ JAMES L. LOOMIS

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Director

**James L. Loomis**

/s/ JAMES W. ZILINSKI

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Director

**James W. Zilinski**

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
4.1(1)	Amended and Restated Certificate of Incorporation of the registrant
4.2(1)	Amended and Restated By-laws of the registrant
5.1	Opinion of Hale and Dorr LLP, counsel to the registrant
23.1	Consent of Ernst & Young LLP independent auditors
23.2	Consent of Hale and Dorr LLP (included in Exhibit 5.1)
24.1	Power of attorney (included in the signature pages of this registration statement)

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the registrant's registration statement on Form S-1, as amended (File No. 333-67309), and incorporated herein by reference.