

OBRIEN TIMOTHY C

Form 4

November 01, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OBRIEN TIMOTHY C

2. Issuer Name **and** Ticker or Trading  
Symbol  
Authorize.Net Holdings, Inc.  
[ANET]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
25 LAXFIELD ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Financial Officer

WESTON, MA 02493

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	11/01/2007		D	6,875 D	\$ 0 (1) 0	D	
Common Stock	11/01/2007		D	2,922 D	\$ 0 (2) 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 5.5	11/01/2007		D		170,000		07/01/2004 <sup>(3)</sup>	07/01/2014	Common Stock	170,000
Stock Option (right to buy)	\$ 6.16	11/01/2007		D		75,000		01/13/2005 <sup>(3)</sup>	01/13/2015	Common Stock	75,000
Stock Option (right to buy)	\$ 13.17	11/01/2007		D		30,000		05/09/2006 <sup>(3)</sup>	05/09/2016	Common Stock	30,000
Stock Option (right to buy)	\$ 16.1	11/01/2007		D		40,000		02/27/2006 <sup>(3)</sup>	02/27/2017	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBRIEN TIMOTHY C 25 LAXFIELD ROAD WESTON, MA 02493			Chief Financial Officer	

## Signatures

/s/ Eugene DiDonato  
Attorney-in-Fact

11/01/2007

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

### Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents unvested shares accelerated and disposed of pursuant to the Agreement and Plan of Reorganization dated June 17, 2007 (the "Merger Agreement") between issuer and CyberSource Corporation in exchange for a cash payment equal to the "cash exchange ratio" as

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defined in the Merger Agreement (\$4.42 per share) plus an amount determined by multiplying 1.1611 by the closing price of CyberSource stock for the ten trading days immediately preceding the closing of the merger (\$16.01 per share).

Represents shares disposed of pursuant to the Merger Agreement between issuer and CyberSource in exchange for shares of CyberSource

(2) common stock and cash on the closing of the merger. Each share of the issuer is being exchanged for 1.1611 shares of CyberSource common stock plus the "cash exchange ratio" as defined in the Merger Agreement (\$4.42 per share).

This option was accelerated and cancelled pursuant to the Merger Agreement in exchange for a cash payment equal to the "cash exchange ratio" as defined the Merger Agreement (\$4.42 per share) plus an amount determined by multiplying 1.1611 by the difference between (a)

(3) the average closing price of CyberSource common stock for the ten trading days immediately preceding the closing of the merger (\$16.01 per share) and (b) the option exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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