

BOTTOMLINE TECHNOLOGIES INC /DE/

Form 8-K/A

February 13, 2006

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

FORM 8-K/A

AMENDMENT NO. 1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 31, 2005

Bottomline Technologies (de), Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-25259
(Commission File Number)

02-0433294
(IRS Employer Identification No.)

325 Corporate Drive, Portsmouth, New Hampshire
(Address of Principal Executive Offices)

03801
(Zip Code)

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

Not Applicable.

(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))
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Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

(b) Pro Forma Financial Information.

On December 31, 2005, Bottomline Technologies (de), Inc. (the Company), acquired all the outstanding capital stock of Visibillity, Inc. (Visibillity), a private company with operations in the United States, as previously reported under Items 2.01 and 2.03 on a Current Report on Form 8-K filed on January 5, 2006 (the Form 8-K).

After further evaluation and after applying generally accepted US accounting principles to the historic financial statements of Visibillity, the Company has determined, using the tests set forth in Rule 3-05 of Regulation S-X, that the acquisition of Visibillity is not a significant acquisition and therefore the Registrant is not required to file, and will not file, historical or pro forma financial statements of Visibillity referred to under Item 9.01 of the Form 8-K.

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: February 13, 2006

By: /s/ Kevin M. Donovan
Kevin M. Donovan

Chief Financial Officer and Treasurer