

BOTTOMLINE TECHNOLOGIES INC /DE/
Form SC 13D/A
July 11, 2005

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 8)

BOTTOMLINE TECHNOLOGIES (DE), INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

101388106
(CUSIP Number)

THOMAS J. MURPHY
C/O GENERAL ATLANTIC SERVICE CORPORATION
3 PICKWICK PLAZA
GREENWICH, CONNECTICUT 06830
TEL. NO.: (203) 629-8600
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

July 11, 2005
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-1(a) 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).

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Schedule 13D

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 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic LLC

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS

Not Applicable

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) []

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES | | -0- |
| BENEFICIALLY | | |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | 1,390,700 |
| REPORTING | | |
| PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | | -0- |
| | | |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 1,390,700 |

 11 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,390,700

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES []

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.4%

 14 TYPE OF REPORTING PERSON

OO

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 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 General Atlantic Partners 74, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

 Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

| | | | |
|------------------|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF SHARES | | | -0- |
| BENEFICIALLY | | | |
| OWNED BY | 8 | SHARED VOTING POWER | |
| EACH | | | 1,390,700 |
| REPORTING | 9 | SOLE DISPOSITIVE POWER | |
| PERSON | | | -0- |
| WITH | 10 | SHARED DISPOSITIVE POWER | |
| | | | 1,390,700 |

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 6.4%

14 TYPE OF REPORTING PERSON

 PN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GapStar, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|------------------|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF SHARES | | | -0- |
| BENEFICIALLY | | | |
| OWNED BY | 8 | SHARED VOTING POWER | |
| EACH | | | 1,390,700 |
| REPORTING | 9 | SOLE DISPOSITIVE POWER | |
| PERSON | | | -0- |
| WITH | 10 | SHARED DISPOSITIVE POWER | |
| | | | 1,390,700 |

11 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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6.4%

14 TYPE OF REPORTING PERSON

OO

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 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 GAP Coinvestment Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

 Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

| | | |
|------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES | | -0- |
| BENEFICIALLY | | |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | 1,390,700 |
| REPORTING | | |
| PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | | -0- |
| | | |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 1,390,700 |

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 CERTAIN SHARES []

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 6.4%

14 TYPE OF REPORTING PERSON

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 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 GAPCO GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

 Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Germany

| | | | |
|------------------|----|--------------------------|-----------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF SHARES | | | -0- |
| BENEFICIALLY | | | |
| OWNED BY | 8 | SHARED VOTING POWER | |
| EACH | | | 1,390,700 |
| REPORTING | 9 | SOLE DISPOSITIVE POWER | |
| PERSON | | | -0- |
| WITH | 10 | SHARED DISPOSITIVE POWER | |
| | | | 1,390,700 |

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 CERTAIN SHARES []

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 6.4%

14 TYPE OF REPORTING PERSON

 PN

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 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 GAPCO Management GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

 Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Germany

| | | |
|------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES | | -0- |
| BENEFICIALLY | | ----- |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | 1,390,700 |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON | | -0- |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 1,390,700 |

 11 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 1,390,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

 6.4%

14 TYPE OF REPORTING PERSON

 CO

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Schedule 13D

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SECURITY AND ISSUER.

This Amendment No. 8 ("Amendment No. 8") to Schedule 13D is filed by the undersigned to amend and supplement the Schedule 13D, dated January 17, 2002, as amended by Amendment No. 1 thereto, dated March 14, 2003, as amended by Amendment No. 2 thereto, dated March 21, 2003, as amended by Amendment No. 3 thereto, dated March 28, 2003, as amended by Amendment No. 4 thereto, dated May 15, 2003, as amended by Amendment No. 5 thereto, dated November 17, 2004, as amended by Amendment No. 6 thereto, dated June 14, 2005 ("Amendment No. 6"), and as amended by Amendment No. 7 thereto, dated July 6, 2005 ("Amendment No. 7"), with respect to the shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of Bottomline Technologies (de), Inc., a Delaware corporation (the "Company"). The address of the principal executive office of the Company is 325 Corporate Drive, Portsmouth, New Hampshire 03801.

IDENTITY AND BACKGROUND.

Unchanged

SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Unchanged.

PURPOSE OF TRANSACTION.

Unchanged.

INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a) As of the date hereof, GA, GAP 74, GapStar, GAPCO II, KG and GmbH Management each own of record no shares of Common Stock, 1,143,968 shares of Common Stock, 89,369 shares of Common Stock, 155,582 shares of Common Stock, 1,781 shares of Common Stock and no shares of Common Stock, respectively, which represent approximately 0.0%, 5.3%, 0.4%, 0.7%, 0.0% and 0.0%, respectively, of the Company's issued and outstanding shares of Common Stock. By virtue of the fact that (i) the GA Managing Directors are also general partners authorized and empowered to vote and dispose of the securities held by GAPCO II, (ii) GA is the general partner of GAP 74 and the sole member of GapStar and (iii) the GA Managing Directors are authorized and empowered to vote and dispose of the securities held by KG, the Reporting Persons may be deemed to share voting power and the power to direct the disposition of the shares of Common Stock, which each owns of record. As of the date hereof, each of the Reporting Persons may be deemed to own beneficially an aggregate of 1,390,700 shares of Common Stock, or 6.4% of the Company's issued and outstanding shares of Common Stock.

(b) Each of the Reporting Persons has the shared power to direct the vote and the shared power to direct the disposition of the 1,390,700 shares of Common Stock that may be deemed to be owned beneficially by each of them.

(c) Except as set forth in this paragraph (c), in

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Amendment No. 6 or in Amendment No. 7, to the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in shares of Common Stock during the past 60 days. In the aggregate, the sales set forth below amount to over 1% of the shares of Common Stock outstanding as of July 11, 2005.

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GAP 74

| DATE ---- | SHARES SOLD ----- | PRICE PER SHARE ----- | PROCEEDS ----- |
|---------------|----------------------|--------------------------|-------------------|
| July 11, 2005 | 205,646 | \$13.23 | \$2,720,696.58 |

GapStar

| DATE ---- | SHARES SOLD ----- | PRICE PER SHARE ----- | PROCEEDS ----- |
|---------------|----------------------|--------------------------|-------------------|
| July 11, 2005 | 16,066 | \$13.23 | \$212,553.18 |

GAPCO II

| DATE ---- | SHARES SOLD ----- | PRICE PER SHARE ----- | PROCEEDS ----- |
|---------------|----------------------|--------------------------|-------------------|
| July 11, 2005 | 27,968 | \$13.23 | \$370,016.64 |

KG

| DATE ---- | SHARES SOLD ----- | PRICE PER SHARE ----- | PROCEEDS ----- |
|---------------|----------------------|--------------------------|-------------------|
| July 11, 2005 | 320 | \$13.23 | \$4,233.60 |

(d) No person other than the persons listed is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any securities owned by any member of the group.

(e) Not Applicable.

CONTRACT, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIP WITH RESPECT TO THE ISSUER.

Unchanged.

MATERIALS TO BE FILED AS EXHIBITS.

Exhibit 1: Agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

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- Exhibit 2: Power of Attorney dated January 4, 2005
appointing Thomas J. Murphy Attorney-in-Fact
for GA.
- Exhibit 3: Power of Attorney dated January 4, 2005
appointing Thomas J. Murphy Attorney-in-Fact
for GAPCO II.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and
belief, I certify that the information set forth in this statement is true,
complete and correct.

DATED JULY 11, 2005

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy

Name: Thomas J. Murphy
Title: Attorney-in-Fact

GENERAL ATLANTIC PARTNERS, 74 L.P.

By: General Atlantic LLC,
Its general partner

By: /s/ Thomas J. Murphy

Name: Thomas J. Murphy
Title: Attorney-in-Fact

GAPSTAR, LLC

By: General Atlantic LLC,
Its sole member

By: /s/ Thomas J. Murphy

Name: Thomas J. Murphy
Title: Attorney-in-Fact

GAP COINVESTMENT PARTNERS II, L.P.

By: /s/ Thomas J. Murphy

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Name: Thomas J. Murphy
Title: Attorney-in-Fact

GAPCO GMBH & CO. KG

By: GAPCO Management GmbH,
Its general partner

By: /s/ Matthew Nimetz

Name: Matthew Nimetz
Title: Managing Director

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GAPCO MANAGEMENT GMBH

By: /s/ Matthew Nimetz

Name: Matthew Nimetz
Title: Managing Director