

BOTTOMLINE TECHNOLOGIES INC /DE/
Form 10-K
August 27, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-25259

BOTTOMLINE TECHNOLOGIES (de), INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of

02-0433294
(I.R.S. Employer

Incorporation or Organization)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Name of each exchange on which registered:
Common Stock, \$.001 par value per share	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer
Non-Accelerated Filer

Accelerated Filer
Smaller Reporting Company

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(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant, based on the last sale price of the registrant's common stock at the close of business on December 31, 2011 was \$814,510,766 (reference is made to Part II, Item 5 herein for a statement of assumptions upon which this calculation is based). The registrant has no non-voting stock.

There were 36,827,917 shares of common stock, \$.001 par value per share, of the registrant outstanding as of August 20, 2012.

DOCUMENTS INCORPORATED BY REFERENCE

Items 10, 11, 12, 13 and 14 of Part III (except for information required with respect to our executive officers, which is set forth under Part I Executive Officers and Other Key Employees of the Registrant) have been omitted from this report, as we expect to file with the Securities and Exchange Commission, not later than 120 days after the close of our fiscal year ended June 30, 2012, a definitive proxy statement for our 2012 annual meeting of stockholders. The information required by Items 10, 11, 12, 13 and 14 of Part III of this report, which will appear in our definitive proxy statement, is incorporated by reference into this report.

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PART I

This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. Any statements (including statements to the effect that we believe, expect, anticipate, plan and similar expressions) that are not statements relating to historical matters should be considered forward-looking statements. Our actual results may differ materially from the results discussed in the forward-looking statements as a result of numerous important factors, including those discussed in Item 1A. Risk Factors.

Item 1. Business. Our Company

We provide cloud-based payment, invoice and banking solutions to corporations, insurance companies, financial institutions and banks around the world. Our solutions are used to streamline, automate and manage processes and transactions involving global payments, invoice receipt and approval, collections, cash management, risk mitigation, document management, reporting and document archive. We offer hosted or Software as a Service (SaaS) solutions, as well as software designed to run on-site at the customer's location. A growing portion of our offerings are being sold as SaaS-based solutions and paid for on a subscription and transaction basis. Historically, however, our software has been sold predominantly on a perpetual license basis.

Our corporate customers rely on our solutions to automate their payment and accounts payable processes and to streamline and manage the production and retention of electronic documents. We offer legal spend management solutions that automate receipt and review of legal invoices for insurance companies and other large corporate consumers of outside legal services. We operate a cloud-based network that facilitates the exchange of electronic payments and invoices between buyers and their suppliers. We also offer solutions that banks use to provide cash management and treasury capabilities to their business customers. Our document automation solutions are used by organizations to automate paper-intensive processes for the generation of transactional and supply chain documents.

Our solutions complement, leverage and extend our customers' existing information systems, accounting applications and banking relationships and can be deployed quickly and efficiently. To help our customers receive the maximum value from our products and meet their specific business requirements, we also provide professional services for installation, training, consulting and product enhancement.

Bottomline was originally organized as a New Hampshire corporation in 1989 and was reincorporated as a Delaware corporation in August 1997. We maintain our corporate headquarters in Portsmouth, New Hampshire and our international headquarters in Reading, England. We maintain a website at www.bottomline.com. Our website includes links to our Code of Business Conduct and Ethics, and our Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee charters. We are not including the information contained in our website as part of, or incorporating it by reference into, this Annual Report on Form 10-K. We make available free of charge, through our website, our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, and amendments to these reports, as soon as reasonably practical after such material is electronically filed with, or furnished to, the Securities and Exchange Commission (SEC).

Unless the context requires otherwise, references to we, us, our, Bottomline and the Company refer to Bottomline Technologies (de), Inc. and its subsidiaries.

Our Strategy

Our objective is to be the leading global provider of business-to-business payment, invoice and document automation software solutions and services. Key elements of our strategy include the following:

moving, over time, more of our solutions to a cloud-based model which provides ease of deployment and efficiency for our customers and increased recurring revenue to us;

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providing solutions which enable banks of all sizes to offer their business customers leading cash management and treasury capabilities;

continuing to add customers and functionality to our growing Paymode-X and legal spend management networks;

providing technology that is innovative, feature-rich and market leading that provides an optimal user experience;

attracting and retaining exceptional industry and management talent who have experience in our markets and the capability to grow our business;

continuing to develop and broaden strategic relationships that enhance our global position; and

pursuing strategic acquisitions that expand our geographical footprint or extend our product functionality.

Our Products and Services

Banking Solutions

Our cash management and treasury platforms enable banks of all sizes to offer their customers a host of capabilities including ACH and BACS payments, wires, international payments, check production, balance and information reporting and other features that facilitate enterprise wide cash management. Our solutions allow our bank customers to compete across a full range of client segments from small business to multi-nationals. These solutions feature an intuitive user interface designed to simplify all aspects of cash management for customers of all sizes and sophistication.

Legal Spend Management

Our legal spend management solutions integrate with claims management and time and billing systems to automate legal invoice management processes and to provide insight into all areas of a company's outside legal spend. The combination of automated invoice routing and a sophisticated rules engine allows corporate legal and insurance claims departments to create more efficient processes for managing invoices generated by outside law firms and other service providers, while offering insight into important legal spend factors including expense monitoring and outside counsel performance.

Settlement Network Solution

Paymode-X is a leading business-to-business electronic settlement network. The solution accelerates corporations' transition from paper to electronic transactions, helping them streamline processes, reduce costs and optimize working capital. With more than 185,000 enrolled vendors, new Paymode-X customers gain immediate benefits because many of their suppliers are already part of the Paymode-X network. Paymode-X functionality includes electronic payments, online access to purchase orders, invoices, remittance detail, comprehensive workflow, and turnkey vendor enrollment and support.

Payment and Document Automation

The payments automation capabilities inherent in our WebSeries and C-Series solutions can generate a wide variety of domestic and international payment instructions along with consolidated bank reporting of cash activity. Our solutions can reduce administrative expenses and strengthen compliance and anti-fraud controls. Users are able to gather and access data via the Web on payment and bank account information, including account totals and detailed transaction data, providing improved workflow, financial reporting and bank communications.

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To help augment financial document workflow and delivery, we also offer a number of solutions built on our Transform platform for automating a wide variety of business documents and supply chain processes as well as related Web-based delivery and document archive. Our products offer advanced design, output formatting and delivery capabilities to replace paper-based forms.

Healthcare Solutions

Our solutions for advanced forms management (Transform for Healthcare and MedEx), mobile documentation (Logical Ink), workflow automation (Inprotica) and payments allow healthcare organizations to improve business efficiencies, reduce costs and improve care quality. Leveraging our extensive experience optimizing document-driven processes, our solutions are increasingly being applied across the acute care hospital enterprise, accelerating the paper-to-electronic transition while helping our customers streamline data flows and, ultimately, capture more revenue. Our products integrate with a customer's other critical information systems helping to fill process gaps between financial, clinical and administrative systems.

SWIFT Solutions

Our SWIFT Access Service makes it easy to connect to the SWIFT network where corporations can exchange financial information including payment instructions, cash reporting and other messages related to financial transactions with their banks and counterparties around the world. Our SaaS-based SWIFT solutions allow banks and corporations to achieve lower costs, rapid implementation, greater security and improved risk management while avoiding costly internal infrastructure.

Professional Services

Our teams of service professionals draw on extensive experience to provide consulting, project implementation and training services to our clients. By easing the implementation of our products, these services help our customers accelerate the time to value. By improving the overall customer experience, these services help us retain customers and drive future revenue generating arrangements from existing customers.

Equipment and Supplies

We offer consumable products for laser check printing, including magnetic ink character recognition toner and blank-paper check stock. We also provide printers and printer-related equipment, primarily through arrangements with our hardware vendors, to complement our software product offerings.

Our Customers

Our customers are in diverse industries including financial services, insurance, healthcare, technology, retail, communications, education, media, manufacturing and government. We provide our products and services to approximately 75 of the Fortune 100 companies and approximately 75 of the FTSE (Financial Times) 100 companies. Our customers include leading organizations such as the Australia and New Zealand Banking Group (ANZ), Bank of America Merrill Lynch, British Airways, Chartis, Cigna Corporation, Deere and Company, Target Corporation, The Hartford Insurance Group, Inc., Johnson Controls, Inc., Liberty Mutual and Vodafone.

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Our Competition

The markets in which we participate are highly competitive. We believe our ability to compete depends on factors within and beyond our control, including:

the performance, reliability, features, ease of use and price of our offerings as compared to competitor alternatives;

our industry knowledge and expertise;

the execution of our sales and services organizations;

our ability to attract and retain employees with the requisite domain knowledge and technical skill set necessary to develop and support our products; and

the timing and market acceptance of new products as well as enhancements to existing products, by us and by our current and future competitors.

For transaction banking, we primarily compete with companies such as ACI Worldwide, Fundtech, Clear2Pay and Polaris Software that offer a wide range of financial services, including electronic banking applications. We also encounter competition to a lesser degree from Dovetail Software, Infosys Technologies, CoCoNet and Oracle Financial Services Software (i-flex), as well as companies that provide traditional treasury workstation solutions.

For our legal spend management solutions, we compete with a number of companies, including Serengeti Law, DataCert, CT TyMetrix, LexisNexis CounselLink, Mitratach, Legal Solutions Group and Computer Sciences Corporation (CSC).

For our Paymode-X solution, our competitors include JP Morgan's Business Settlement Network (formerly Xign), Sungard and Syncada.

Our payment and document automation products compete primarily with companies that provide solutions to create, publish, manage and archive electronic documents, such as Adobe, StreamServe, AP Technologies and companies that offer electronic payment and laser check printing software and services, such as PaySpan, Inc., MHC Software, and ACOM Solutions in the US and Microgen and Experian in Europe. Our products also compete with companies that provide a diverse array of accounts payable automation and workflow capabilities, such as Oracle, JP Morgan's Business Settlement Network, BasWare, Kofax, Open Text, ReadSoft, IonTrading and Image Information Systems, Inc. (DocuSphere). We also compete with providers of enterprise resource planning (ERP) solutions and providers of traditional payment products, including check stock and check printing software and services. In addition, some financial institutions compete with us as outsourced check printing and electronic payment service providers.

Although we believe that we compete favorably in each of the markets in which we participate, the markets for our products and services are intensely competitive and characterized by rapid technological change and a number of factors could adversely affect our ability to compete in the future, including those discussed in Item 1A. Risk Factors.

Our Operating Segments

Operating segments are the components of our business for which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Our chief operating decision maker is our chief executive officer. Our operating segments are organized principally by the type of product or service offered and by geography.

As of July 1, 2011, we revised the methodology used for allocating general and administrative costs to our reportable segments. During fiscal 2012, we also changed the segment classification of certain customers' revenue. To ensure a consistent presentation of the measurement of segment revenues and profit or loss, these changes are reflected for all periods presented.

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Similar operating segments have been aggregated into three reportable segments as follows:

Payments and Transactional Documents. Our Payments and Transactional Documents segment is a supplier of software products that provide a range of financial business process management solutions including making and collecting payments, sending and receiving invoices, and generating and storing business documents. This segment also incorporates our payments automation software for direct debit and receivables management and provides a range of standard professional services and equipment and supplies that complement and enhance our core software products. Revenue associated with the aforementioned products and services is typically recorded upon delivery or, if extended payment terms have been granted to the customer, as payments become contractually due. This segment also incorporates our check printing solutions in Europe as well as certain other solutions that are licensed on a subscription basis, revenue for which is typically recorded on a subscription or transaction basis or ratably over the expected life of the customer relationship.

Banking Solutions. The Banking Solutions segment provides solutions that are specifically designed for banking and financial institution customers. Our customized transaction banking solutions typically involve longer implementation periods and a significant level of professional services. Due to the customized nature of these products, revenue is generally recognized over the period of project performance on a percentage of completion basis. Periodically, we license these solutions on a subscription basis which has the effect of contributing to recurring revenue and the revenue predictability of future periods, but which also delays revenue recognition over a period that is longer than the period of project performance. This segment also includes our commercial banking business, which we acquired in March 2012. Our commercial banking products are SaaS offerings focused predominantly on medium-sized and small banks and financial institutions, and revenue for these products is typically recognized on a subscription or transaction basis or ratably over the estimated life of the customer relationship.

Outsourced Solutions. The Outsourced Solutions segment provides customers with outsourced and hosted SaaS offerings that facilitate electronic payment, electronic invoicing, and spend management. Our legal spend management solutions, which enable customers to create more efficient processes for managing invoices generated by outside law firms while offering insight into important legal spend factors such as expense monitoring and outside counsel performance, are included within this segment. This segment also incorporates our hosted and outsourced payments and accounts payable automation solutions, including Paymode-X and SWIFT Access Service. Revenue within this segment is generally recognized on a subscription or transaction basis or ratably over the estimated life of the customer relationship.

Periodically, a sales person in one operating segment will sell products and services that are typically sold within a different operating segment. In such cases, the transaction is generally recorded by the operating segment to which the sales person is assigned. Accordingly, segment results can include the results of transactions that have been allocated to a specific segment based on the contributing sales resources, rather than the nature of the product or service. Conversely, a transaction can be recorded by the operating segment primarily responsible for delivery to the customer, even if the sales person is assigned to a different operating segment.

Our chief operating decision maker assesses segment performance based on a variety of factors that can include segment revenue and a segment measure of profit or loss. Each segment's measure of profit or loss is on a pre-tax basis and excludes stock compensation expense, acquisition-related expenses (including acquisition related contingent consideration), amortization of intangible assets, impairment losses on equity investments and restructuring related charges. Acquisition-related expenses include legal and professional fees and other transaction costs associated with business and asset acquisitions, costs associated with integrating acquired businesses, including costs for transitional employees or services, integration related professional services costs and other charges we incur as a direct result of our acquisition and integration efforts. There are no inter-segment sales; accordingly, the measure of segment revenue and profit or loss reflects only revenues from external customers. The costs of certain corporate level expenses, primarily general and administrative expenses, are allocated to our operating segments at predetermined rates that are established as a percentage of the segment's budgeted revenues.

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We do not track or assign our assets by operating segment.

The following represents a summary of our reportable segments for the years ended June 30, 2012, 2011 and 2010.

	Fiscal Year Ended June 30,		
	2012	2011	2010
	(in thousands)		
Segment revenue:			
Payments and Transactional Documents	\$ 101,410	\$ 97,210	\$ 93,390
Banking Solutions	58,469	51,266	34,722
Outsourced Solutions	64,405	40,905	29,878
	\$ 224,284	\$ 189,381	\$ 157,990
Segment measure of profit:			
Payments and Transactional Documents	\$ 23,335	\$ 22,933	\$ 21,707
Banking Solutions	8,671	10,227	5,540
Outsourced Solutions	8,371	3,625	2,057
Total measure of segment profit	\$ 40,377	\$ 36,785	\$ 29,304

A reconciliation of the measure of segment profit to our GAAP income before income taxes is as follows:

	Fiscal Year Ended June 30,		
	2012	2011	2010
	(in thousands)		
Total measure of segment profit	\$ 40,377	\$ 36,785	\$ 29,304
Less:			
Amortization of intangible assets	(15,753)	(12,662)	(13,214)
Stock-based compensation expense	(13,768)	(11,467)	(8,956)
Acquisition related expenses	(1,987)	(1,677)	(585)
Restructuring expenses	(1,609)	(1,111)	52
Add:			
Other income (expense), net	41	558	(93)
Income before income taxes	\$ 7,301	\$ 10,426	\$ 6,508

Financial Information About Geographic Areas

We have presented geographic information about our revenues below. This presentation allocates revenue based on the point of sale rather than the location of the customer. Accordingly, we derive revenues from geographic locations based on the location of the customer that would vary from the geographic areas listed here, particularly in respect of financial institution customers located in Australia and Canada for which the point of sale was the United States. Revenues based on the point of sale were as follows:

	2012	Fiscal Year Ended June 30,		2010		
		2011	2011			
		(in thousands)				
United States	\$ 152,358	67.9%	\$ 129,481	68.4%	\$ 105,433	66.7%
United Kingdom	64,680	28.8%	53,743	28.4%	46,908	29.7%

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Continental Europe	3,954	1.8%	3,883	2.0%	3,794	2.4%
Asia-Pacific	3,292	1.5%	2,274	1.2%	1,855	1.2%
Total	\$ 224,284	100.0%	\$ 189,381	100.0%	\$ 157,990	100.0%

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Long-lived assets, which are based on geographical designation, were as follows:

	Fiscal Year Ended June 30,	
	2012	2011
	(in thousands)	
Long-lived assets:		
United States	\$ 19,189	\$ 14,053
United Kingdom	4,332	3,466
Continental Europe	5	3
Asia-Pacific	128	167
Total long-lived assets	\$ 23,654	\$ 17,689

A significant percentage of our revenues have been generated by our international operations and our future growth rates and success are in part dependent on continued growth and success in international markets. As is the case with most international operations, the success and profitability of these operations is subject to numerous risks and uncertainties including exchange rate fluctuations. We do not currently hedge against exchange rate fluctuations. A number of other factors could also have a negative effect on our business and results from operations outside the US, including different regulatory and industry standards and certification requirements, reduced protection for intellectual property rights in some countries, import or export licensing requirements, the complexities of foreign tax jurisdictions and difficulties and costs of staffing and managing our foreign operations.

Sales and Marketing

As of June 30, 2012, we employed 216 sales and marketing employees worldwide, of whom 130 were focused on the Americas markets, 83 were focused on European markets and 3 were focused on Asia-Pacific markets. We market and sell our products directly through our sales force and indirectly through a variety of channel partners and reseller relationships. We market and sell our products domestically and internationally, with an international focus on Europe and the Asia-Pacific region. We also maintain an inside sales group which provides a cost effective channel into maintaining existing customers and expanding our customer base.

Product Development and Engineering

Our product development and engineering organization includes employees as well as strategic development partners who provide a flexible supplement to our internal resources. We have three primary development groups: product design and user experience, software engineering, and quality assurance. We incurred \$28.7 million, \$21.9 million, and \$18.9 million in product development and engineering costs in fiscal years 2012, 2011 and 2010, respectively.

Our product design and user experience team is extensively involved in the design of all of our products, driving the User-Centered Design process to ensure elegant, engaging, and easy to use products. Part of this process is the user experience testing that is being conducted to provide additional productivity gains for the end user. Members of this team continue to innovate and leverage contemporary design paradigms that allow our products to work on a variety of devices.

Our software engineers have substantial experience in advanced software development techniques as well as extensive knowledge of the complex processes involved in business document workflow, cash management, payment, and invoicing applications. Our engineers participate in the Microsoft Developer Network, IBM Partner World for Developers, and the Oracle Partner Developer Program. They maintain extensive knowledge of software development trends and best practices. Our technology focuses on providing business solutions utilizing industry standards, providing a path for extendibility and scalability of our products. Security, control and fraud prevention, as well as performance, data management and resource efficiencies are priorities in the technology we develop and deploy.

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Our quality assurance engineers have extensive knowledge of our products and expertise in software quality assurance techniques. The quality assurance team participates in all phases of our product development processes. Members of the quality assurance group make use of both manual and automated software testing techniques to ensure high quality software is being delivered to our customers. The quality assurance group members participate in alpha and beta releases, testing of new product releases, and performance and security testing for our products.

Backlog

At the end of fiscal year 2012, our backlog was \$91.5 million, including deferred revenues of \$48.4 million. At the end of fiscal year 2011, our backlog was \$84.7 million, including deferred revenues of \$45.9 million. We do not believe that backlog is a meaningful indicator of sales that can be expected for any future period, and there can be no assurance that backlog at any point in time will translate into revenue in any specific subsequent period.

Proprietary Rights

We rely upon a combination of patents, copyrights, trademarks and trade secret laws to establish and maintain proprietary rights in our technology and products. We have twelve patent applications on file with the US Patent Office relating to our products as of June 30, 2012. We have been awarded 21 US patents and expect to receive others. The earliest year of expiration for our awarded patents is 2015.

We intend to continue to file patent applications as we develop new technologies. There can be no assurance, however, that our existing patent applications, or any others that we may file in the future, will issue or will be of sufficient scope and strength to provide meaningful protection of our technology or any commercial advantage to us, or that the issued patents will not be challenged, invalidated or circumvented. In addition, we rely upon a combination of copyright and trademark laws and non-disclosure and other intellectual property contractual arrangements to protect our proprietary rights. Given the rapidly changing nature of the industry's technology, the creative abilities of our development, marketing and service personnel may be as or more important to our competitive position as the legal protections and rights afforded by patents. We also enter into agreements with our employees and clients that seek to limit and protect our intellectual property and the distribution of proprietary information. However, there can be no assurance that the steps we have taken to protect our intellectual property will be adequate to deter misappropriation of proprietary information, and we may not be able to detect unauthorized use and take appropriate steps to enforce our proprietary rights.

Government Regulation

Although our operations and products have not been subject to any material industry-specific government regulation to-date, some of our existing and potential customers are subject to extensive federal and state regulations. In addition, government regulation in the financial services industry is evolving, particularly with respect to information security, payment technology and payment methodologies and we or our customers may become subject to new or increased regulation in the future. Accordingly, our products and services must be designed to work within the regulatory constraints under which our customers operate.

Employees

As of June 30, 2012, we had 1,000 full-time employees. None of our employees are represented by a labor union. We have not experienced any work stoppages and we believe that employee relationships are good. Our future success will depend in part on our continued ability to attract, retain and motivate highly qualified technical and managerial personnel in a highly competitive market.

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Item 1A. Risk Factors.

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below before making an investment decision involving our common stock. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties may also impair our business operations.

If any of the following risks actually occur, our business, financial condition or results of operations would likely suffer. In that case, the trading price of our common stock could fall, and you may lose all or part of the money you paid to buy our common stock.

Continuing weakness or further deterioration in domestic and global economic conditions could have a significant adverse impact on our business, financial condition and operating results

Our business, financial condition and operating results could be significantly affected by general economic conditions. The US and global economies have experienced a significant prolonged downturn and prospects for sustained economic recovery remain uncertain. In particular, the European Union continues to face significant economic challenges, which could impede the recovery of the worldwide economy. Prolonged economic weakness or a further downturn in the US and global economies could result in a variety of risks to our business, including:

increased volatility in our stock price;

increased volatility in foreign currency exchange rates;

delays in, or curtailment of, purchasing decisions by our customers or potential customers either as a result of continuing economic uncertainty or anxiety or as a result of their inability to access the liquidity necessary to engage in purchasing initiatives;

pricing pressures for our products and services, including reductions in the duration or renewal rates for our subscription and transaction based customer contracts;

increased credit risk associated with our customers or potential customers, particularly those that may operate in industries or geographic regions most affected by the economic downturn; and

impairment of our goodwill or other assets.

To the extent that economic conditions remain uncertain or deteriorate further, or any of the above risks occur, our business and operating results could be significantly and adversely affected.

Our common stock has experienced and may continue to undergo significant market price and volume fluctuations

The market price of our common stock has experienced and may continue to undergo extreme fluctuations due to a variety of factors, including:

general and industry-specific business, economic and market conditions;

changes in or our failure to meet analysts or investors estimates or expectations;

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actual or anticipated fluctuations in operating results, including those arising as a result of any impairment of goodwill or other intangible assets related to past or future acquisitions;

public announcements concerning us, including announcements regarding litigation, our competitors or our industry;

publication of research by securities or industry analysts about us and our business;

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introductions of new products or services or announcements of significant contracts by us or our competitors;

acquisitions, divestitures, strategic partnerships, joint ventures, or capital commitments by us or our competitors;

adverse developments in patent or other proprietary rights; and

announcements of technological innovations by our competitors.

As a result of our commercial banking acquisition in March 2012, we are entering into new customer markets and broadening our solution set to address the unique customer demands of this market; these initiatives will require significant investment and may not be successful

In March 2012, we acquired substantially all of the assets and related operations of Intuit Inc.'s (Intuit) commercial banking business. In connection with this acquisition, we are broadening our overall banking business in a number of important ways, including:

broadening our overall solution set to include a focus on medium-sized and small banks and financial institutions, an initiative that will require significant product investment;

accelerating the development of our overall solution set to SaaS-based offerings, which will require ongoing investment in our hosted infrastructure, including data security and disaster recovery capabilities; and

growing our global sales and marketing resources to be able to capitalize on the significant customer opportunity that we see in these markets.

The investment required to support these initiatives may adversely affect our operating results, particularly in the short term.

In addition, the commercial banking business that we acquired has been experiencing customer attrition over recent periods due in large part to customers' views that the product required further investment and improvement. While we believe that the investment we are making in the commercial banking business will ultimately address this underlying concern, there is a risk that customer attrition will continue to occur, particularly in the short term. If we are unable to bring to market a commercial banking solution that addresses these concerns, or if the initiatives described above are unsuccessful in retaining existing customers, securing new customers and growing our revenues, our operating results would likely be adversely affected.

We continue to make significant investments in existing products and new product offerings that may not be successful, which can adversely affect our operating results; these investments may not be successful

We operate in a highly competitive and rapidly evolving technology environment and believe that it is important to enhance our existing product offerings as well as to develop new product offerings to meet strategic opportunities as they evolve. Our operating results have recently been affected by increases in product development expenses as we have continued to make investments in our hosted, banking and accounts payable automation products, principally Paymode-X. We may at any time, based on product needs or marketplace demands, decide to significantly increase our product development expenditures. We expect to continue to make significant investments in our Paymode-X, legal spend management, transaction banking and our newly acquired commercial banking products during fiscal year 2013. Investments in existing products and new product offerings can have a negative impact on our operating results and any new product enhancement or offering may not be accepted in the marketplace or generate material revenues.

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Our future financial results will be affected by our success in selling our products in a subscription and transaction or SaaS-based revenue model, which carries with it certain risks

A substantial portion of our revenues and profitability were historically generated from perpetual software license revenues. We are offering a growing number of our products under a subscription and transaction based revenue model. We believe this model has certain advantages over a perpetual license model, including better predictability of revenue; however, it also presents a number of risks to us, including the following:

arrangements entered into on a subscription and transaction basis generally delay the timing of revenue recognition and often require the incurrence of up-front costs, which can be significant;

subscription and transaction based revenue arrangements often include specific performance requirements or service levels that we may be unable to consistently achieve, subjecting us to penalties or other costs. Further, a material breach by us, such as a persistent failure to achieve required service levels, might permit the customer to exit the contract prior to its expiration, without additional compensation to us;

customer retention is critical to our future growth rates. Customers in a subscription and transaction arrangement may elect not to renew their contractual arrangement with us upon expiration, or they may attempt to renegotiate pricing or other contractual terms at the point of (or prior to) renewal on terms that are less favorable to us; and

there is no assurance that the solutions we offer on a subscription and transaction basis, including new revenue models that we may introduce, will receive broad marketplace acceptance, in which case our financial results could be materially and adversely affected.

Security breaches could have a significant adverse effect on our business

In the course of providing services to our customers, we collect, store, process and transmit highly sensitive and confidential information. Certain of our solutions also facilitate the transfer of cash. Our products, particularly our SaaS and Web-based offerings, may be vulnerable to unauthorized access, computer viruses and other disruptive problems, which could result in the theft, destruction or misappropriation of confidential information.

We may need to spend significant capital or other resources to ensure effective ongoing protection against the threat of security breaches or to alleviate problems caused by security concerns. Despite our precautions, a security breach or computer virus could occur, which could have a significant negative impact on our business, including damage to our reputation, the loss of customers and potential customers and material financial liability to us. Any such event would likely have a material adverse impact on our business, operating results and financial condition.

An increasing number of large and more complex customer contracts, or contracts that involve the delivery of services over contractually committed periods, generally delays the timing of our revenue recognition and, in the short-term, may adversely affect our operating results, financial condition and the market price of our stock

Due to an increasing number of large and more complex customer contracts, particularly in our Banking Solutions segment, we have experienced, and will likely continue to experience, delays in the timing of our revenue recognition. These arrangements generally require significant implementation work, product customization and modification, systems integration and user acceptance testing. This results in the recognition of revenue over the period of project completion which normally spans several quarters. Delays in revenue recognition on these contracts, including delays that result from customer decisions to halt or slow down a long-term project due to their own staffing or other challenges, could adversely affect our operating results, financial condition and the market price of our common stock. Additionally, large bank and financial institution customer opportunities are very competitive and take significant time and effort to consummate. When competing for these

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customer opportunities, we face greater sales costs, longer sales cycles and less predictability with respect to these orders than with orders in other areas of our business. If we are unable to continue to generate new large orders on a regular basis, our business operating results and financial condition could be adversely affected.

Acquisitions could disrupt our business and harm our financial condition

Part of our operating strategy is to identify and pursue strategic acquisitions that can expand our geographical footprint or complement our existing product functionality. In March 2012 we acquired substantially all of the assets and related operations of Intuit's commercial banking business. In November 2011, we acquired IDT, Ltd. (IDT), with operations in the UK. In fiscal year 2011, we acquired Allegient, with operations in the United States and Canada, SMA Financial Limited (SMA) and Direct Debt Limited (DDL), which are both UK-based businesses, and substantially all of the assets of Business Information Technology Group (BITG), with locations in Australia and New Zealand. We may in the future acquire or make investments in other businesses, products or technologies. Any acquisition or strategic investment we have made or may make in the future may entail numerous risks, including the following:

difficulties integrating acquired operations, personnel, technologies or products;

inability to retain key personnel of the acquired company;

inadequacy of existing operating, financial and management information systems to support the combined organization or new operations;

write-offs related to impairment of goodwill and other acquired assets;

entrance into markets in which we have no or limited prior experience or knowledge;

diversion of management's focus from our core business concerns;

dilution to existing stockholders and our earnings per share;

incurrence of substantial debt;

exposure to litigation from third parties, including claims related to intellectual property or other assets acquired or liabilities assumed; and

failure to realize anticipated benefits of the transaction due to the above factors or other factors.

Any such difficulties encountered as a result of any merger, acquisition or strategic investment could have a material adverse effect on our business, operating results and financial condition.

As a result of our acquisitions, we could be subject to significant future write-offs with respect to intangible assets, which may adversely affect our future operating results

We review our intangible assets periodically for impairment. At June 30, 2012, the carrying value of our goodwill and our other intangible assets was approximately \$99 million and \$79 million, respectively. While we reviewed our goodwill and our other intangible assets during the fourth quarter of fiscal year 2012 and concluded that there was no impairment, we could be subject to future impairment charges with respect to these intangible assets or intangible assets arising as a result of acquisitions in future periods. Any such charges, to the extent occurring, would likely have a material adverse effect on our operating results.

Our fixed costs may lead to operating results below analyst or investor expectations if our revenues are below anticipated levels, which could adversely affect the market price of our common stock

A significant percentage of our expenses, particularly personnel and facilities costs, are relatively fixed and based in part on anticipated revenue levels, which can be difficult to predict. A decline in revenues without a corresponding and timely slowdown in expense growth could negatively affect our business. Significant revenue shortfalls in any quarter may cause significant declines in operating results since we may be unable to reduce spending in a timely manner.

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Quarterly or annual operating results that are below the expectations of public market analysts could adversely affect the market price of our common stock. Factors that could cause fluctuations in our operating results include the following:

economic conditions, which may affect our customers and potential customers budgets for information technology expenditures;

the timing of orders and longer sales cycles;

the timing of product implementations, which are highly dependent on customers resources and discretion;

the incurrence of costs relating to the integration of software products and operations in connection with acquisitions of technologies or businesses; and

the timing and market acceptance of new products or product enhancements by either us or our competitors.

Because of these factors, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful.

Our mix of products and services could have a significant effect on our financial condition, results of operations and the market price of our common stock

The gross margins for our products and services vary considerably. Our software revenues generally yield significantly higher gross margins than do our subscriptions and transactions, service and maintenance and equipment and supplies revenue streams. If software license revenues or recurring revenues were to significantly decline in any future period, or if the mix of our products and services in any given period did not match our expectations, our results of operations and the market price of our common stock could be significantly adversely affected.

We face risks associated with our international operations that could harm our financial condition and results of operations

A significant percentage of our revenues have been generated by our international operations and our future growth rates and success are in part dependent on our continued growth and success in international markets. We have operations in the US, Canada, UK, Australia, New Zealand, France and Germany. As is the case with most international operations, the success and profitability of these operations are subject to numerous risks and uncertainties that include, in addition to the risks our business as a whole faces, the following:

currency exchange rate fluctuations;

difficulties and costs of staffing and managing foreign operations;

differing regulatory and industry standards and certification requirements;

the complexities of tax laws in foreign jurisdictions;

reduced protection for intellectual property rights in some countries; and

import or export licensing requirements.

Our business and operating results are subject to fluctuations in foreign currency exchange rates

We conduct a substantial portion of our operations outside of the US, principally in the United Kingdom, Continental Europe and the Asia-Pacific region. During the twelve months ended June 30, 2012, approximately 40% of our revenues and 27% of our operating expenses were attributable to customers or operations located

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outside of North America. During the twelve months ended June 30, 2012 as compared to the same period in the prior year, the foreign currency exchange rates of the British Pound to the US Dollar decreased slightly. We anticipate that foreign currency exchange rates may continue to fluctuate in the near term. Appreciation of the US Dollar against the British Pound, European Euro or Australian Dollar will have the impact of reducing both our revenues and operating expenses.

A significant percentage of our revenues to date have come from our payment and document management offerings and our future performance will depend on continued market acceptance of these solutions

A significant percentage of our revenues to date have come from the license and maintenance of our payment and document management offerings and sales of associated products and services. Any significant reduction in demand for our payment and document management offerings could have a material adverse effect on our business, operating results and financial condition. Our future performance could depend on the following factors:

retaining and expanding our software maintenance and subscriptions and transactions customer bases, which are significant sources of our recurring revenue;

continued market acceptance of our payment and document management offerings;

our ability to demonstrate the value of our solutions as compared to solutions from other vendors such as enterprise resource planning software vendors that offer a broader enterprise application solution;

our ability to introduce enhancements to meet the market's evolving needs for secure payments and cash management solutions; and

acceptance of our solutions that are offered on a SaaS basis.

Because we recognize subscription revenue from our customers over the term of their agreements, downturns or upturns in sales of our subscription based offerings will not be immediately reflected in our operating results

We recognize subscription revenue over the term of our customer agreements. As a result, most of our quarterly subscription revenue results from agreements entered into during previous quarters. Consequently, a shortfall in orders for our subscription based solutions in any quarter may not significantly reduce our subscription revenue for that quarter, but could negatively affect revenue in future quarters. In addition, we may be unable to quickly reduce our cost structure in response to a decrease in these orders. Accordingly, the effect of downturns in sales of our subscription based solutions will not be fully reflected in our results of operations until future periods. A subscription revenue model also makes it difficult for us to rapidly increase our revenue through additional subscription sales in any one period, as revenue is generally recognized over the applicable customer term.

We face significant competition in our targeted markets, including competition from companies with significantly greater resources, which may result in price reductions and decreased demand for our products

The markets in which we compete are intensely competitive and characterized by rapid technological change. We compete with a wide range of companies ranging from small start-up enterprises with limited resources which compete principally on the basis of technology features or specific customer relationships, to large companies which can leverage significant customer bases and financial resources. Some competitors in our targeted markets have longer operating histories, significantly greater financial, technical, and sales and marketing resources, greater brand recognition and a larger installed customer base than we do. We expect to face additional competition as other established and emerging companies enter the markets we address. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships to expand their product offerings and to offer more comprehensive solutions. This growing competition may result in price reductions of our products and services, reduced revenues and gross margins and loss of market share, any one of which could have a material adverse effect on our business, operating results and financial condition.

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We depend on employees who are skilled in payment, cash and document management and invoice presentment methodologies, business banking solutions and Web and other technologies

Our success depends upon the efforts and abilities of our executive officers and technical and sales employees who are skilled in e-commerce, payment methodology and regulation, business banking technologies, and Web, database and network technologies. Our current key employees and potential employees whom we seek to hire in order to support our growth are in high demand within the marketplace and many competitors, customers and industry organizations are able to offer considerably higher compensation packages than we currently provide. The loss of one or more of our key employees or our failure to attract and retain sufficient qualified employees to grow our operations could have a material adverse effect on our business. In addition, we do not maintain key man life insurance policies on any of our employees and our employees are generally free to terminate their employment with us at any time. The loss of the services of any of our executive officers or other key employees could have a material adverse effect on our business, operating results and financial condition.

Our success depends on our ability to develop new and enhanced products, services and strategic partner relationships

The markets in which we compete are subject to rapid technological change and our success is dependent on our ability to develop new and enhanced products, services and strategic partner relationships that meet evolving market needs. Trends that could have a critical impact on us include:

evolving industry standards, mandates and laws, such as those mandated by the National Automated Clearing House Association, the Association for Payment Clearing Services;

rapidly changing technology, which could cause our software to become suddenly outdated or could require us to make our products compatible with new database or network systems;

developments and changes relating to the Web, cloud computing and mobile applications that we must address as we maintain existing products and introduce new products; and

the loss of any of our key strategic partners who serve as a valuable network from which we can leverage industry expertise and respond to changing marketplace demands.

There can be no assurance that technological advances will not cause our products to become obsolete or uneconomical. If we are unable to develop and introduce new products or enhancements to existing products in a timely and successful manner, our business, operating results and financial condition could be materially adversely affected. Similarly, if our new products do not receive general marketplace acceptance, or if the sales cycle of any of our new products significantly delays the timing of revenue recognition, our results could be negatively affected.

We rely on certain third-party software and data center hosting facilities, which could cause errors, interruptions or failures to our solutions or be difficult to replace

We rely on software licensed from third parties in order to deliver certain of our solutions. This software may not continue to be available to us on commercially reasonable terms, or at all. The loss of the right to use any of this software could result in delays in our ability to provide our solutions until equivalent technology is either developed by us or acquired from another third party, if available, which may not be possible on a cost effective basis. In addition, errors or defects in third-party software that is used in conjunction with our solutions could adversely affect the operation of our products.

Our SaaS offerings provide services to our customers from data center facilities in several different US and international locations. Some of these data centers are operated by third parties, and we have limited control over those facilities. We evaluate and select our data center providers carefully, and we have developed certain disaster recovery plans and maintain backup systems to reduce the risk and adverse effects of any disruption or

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failure at these data centers. However, such an event could occur despite our precautions and cause system interruptions, reputational harm, delays in product development, breaches of data security, failure to maintain service level requirements and the loss of critical data, any of which could adversely affect our business, financial condition and results of operations.

Our business could be subject to future legal or regulatory actions, which could have a material adverse effect on our operating results

Our software products and SaaS offerings facilitate the transmission of business documents and information including, in some cases, confidential data related to payments, invoices and cash management. Our Web-based software products and certain of our SaaS offerings transmit this data electronically, and we are therefore subject to laws, regulations and industry standards regarding security, data protection and electronic commerce. While we believe that we are in compliance with applicable current regulatory requirements, there can be no assurance that future legal or regulatory actions will not impact us. To the extent that current or future regulatory or legal developments mandate a change in any of our products or services, require us to comply with any industry specific licensing or compliance requirements, alter the demand for or the competitive environment of our products and services or require us to make material changes to our internal operating, financial or management information systems, we might not be able to respond to such requirements in a timely or cost effective manner. If this were to occur, our business, operating results and financial condition could be materially adversely affected.

Defects or disruptions in our products or services could diminish demand for our solutions and have a material adverse effect on our future financial results

If the products that we offer and introduce do not sustain marketplace acceptance, our future financial results could be adversely affected. Any unanticipated performance problems, defects or bugs could result in additional development costs, diversion of technical and other resources from our other development efforts, service disruptions for our SaaS offerings, negative publicity regarding us and our products, harm to our customer relationships and exposure to potential liability claims.

Catastrophic events may disrupt our business

We are a highly automated business and we rely on our network infrastructure, various software applications and many internal technology systems and data networks for our customer support, development, sales and marketing and accounting and finance functions. Further, our SaaS offerings provide services to our customers from data center facilities in several different US and international locations. Some of these data centers are operated by third parties, and we have limited control over those facilities. A disruption or failure of these systems or data centers in the event of a natural disaster, telecommunications failure, power outage, cyber-attack, war, terrorist attack, or other catastrophic event could cause system interruptions, reputational harm, delays in product development, breaches of data security and loss of critical data. Such an event could also prevent us from fulfilling customer orders or maintaining certain service level requirements, particularly in respect of our SaaS and hosted offerings. While we have developed certain disaster recovery plans and maintain backup systems to reduce the potentially adverse effect of such events, a catastrophic event that resulted in the destruction or disruption of any of our data centers or our critical business or information technology systems could severely affect our ability to conduct normal business operations and, as a result, our business, operating results and financial condition could be adversely affected.

We could incur substantial costs resulting from warranty claims or product liability claims

Our product agreements typically contain provisions that afford customers a degree of warranty protection in the event that our products fail to conform to written specifications. These agreements normally contain provisions intended to limit the nature and extent of our risk of warranty and product liability claims. A court, however, might interpret these terms in a limited way or conclude that part or all of these terms are

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unenforceable. Furthermore, some of our agreements are governed by non-US law and there is a risk that foreign law might provide us less or different protection. While we maintain general liability insurance, including coverage for errors and omissions, we cannot be sure that our existing coverage will continue to be available on reasonable terms or will be available in amounts sufficient to cover one or more large claims.

Our products are used to facilitate the transmission of sensitive business documents and other confidential data related to payments, cash management and invoices. Further, some of our products facilitate the actual transfer of cash or transmit instructions that initiate cash transfer. Although we have not experienced any material warranty or product liability claims to date, a warranty or product liability claim, whether or not meritorious, could result in substantial costs and a diversion of management's attention and our resources, which could have an adverse effect on our business, operating results and financial condition.

We could be adversely affected if we are unable to protect our proprietary technology and could be subject to litigation regarding intellectual property rights, which could cause serious harm to our business

We rely upon a combination of patent, copyright and trademark laws and non-disclosure and other intellectual property contractual arrangements to protect our proprietary rights. However, we cannot assure that our patents, pending applications for patents that may issue in the future, or other intellectual property will be of sufficient scope and strength to provide meaningful protection to our technology or any commercial advantage to us, or that the patents will not be challenged, invalidated or circumvented. We enter into agreements with our employees and customers that seek to limit and protect the distribution of proprietary information. Despite our efforts to safeguard and maintain our proprietary rights, there can be no assurance that such rights will remain protected or that we will be able to detect unauthorized use and take appropriate steps to enforce our intellectual property rights.

Litigation involving patents and other intellectual property rights is common in the United States and in other countries where we operate. We may be a party to litigation in the future to protect our intellectual property rights or as a result of an alleged infringement of the intellectual property rights of others. Any such claims, whether or not meritorious, could require us to spend significant sums in litigation, pay damages, delay product implementations, develop non-infringing intellectual property or acquire licenses to intellectual property that is the subject of the infringement claim. In addition, under many of our customer contracts, we are required to indemnify our customers for third-party intellectual property infringement claims, which would increase the costs to us of any such claims. These claims could have a material adverse effect on our business, operating results and financial condition.

We engage off-shore development resources which may not be successful and which may put our intellectual property at risk

In order to optimize our research and development capabilities and to meet development timeframes, we contract with off-shore third-party vendors in India and elsewhere for certain development activities. While our experience to date with these resources has been positive, there are a number of risks associated with off-shore development activities that include, but are not limited to, the following:

less efficient and less accurate communication and information flow as a consequence of time, distance and language barriers between our primary development organization and the off-shore resources, resulting in delays or deficiencies in development efforts;

disruption due to political or military conflicts around the world;

misappropriation of intellectual property from departing personnel, which we may not readily detect; and

currency exchange rate fluctuations that could adversely impact the cost advantages intended from these agreements.

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To the extent that these or unforeseen risks occur, our operating results and financial condition could be adversely impacted.

Some anti-takeover provisions contained in our charter and under Delaware law could hinder a takeover attempt

We are subject to the provisions of Section 203 of the General Corporation Law of the State of Delaware prohibiting, under some circumstances, publicly-held Delaware corporations from engaging in business combinations with some stockholders for a specified period of time without the approval of the holders of substantially all of our outstanding voting stock. Such provisions could delay or impede the removal of incumbent directors and could make more difficult a merger, tender offer or proxy contest involving us, even if such events could be beneficial, in the short term, to the interests of our stockholders. In addition, such provisions could limit the price that some investors might be willing to pay in the future for shares of our common stock. Our certificate of incorporation and bylaws contain provisions relating to the limitation of liability and indemnification of our directors and officers, dividing our board of directors into three classes of directors serving three-year terms and providing that our stockholders can take action only at a duly called annual or special meeting of stockholders.

Item 1B. *Unresolved Staff Comments.*

There are no unresolved written comments from the staff of the SEC regarding our periodic or current reports received not less than 180 days before the end of our fiscal year to which this Form 10-K relates.

Item 2. *Properties.*

The following table sets forth the location, operating segment(s) and approximate square footage of each of the principal properties used by us during fiscal 2012. Our Portsmouth, New Hampshire facility serves as our corporate headquarters and is used by employees associated with all of our operating segments in addition to our management, administrative, sales and marketing and customer support teams. All properties, except as noted below, are leased under operating leases.

Location	Operating Segment(s)	Approximate Square Feet
<u>North America:</u>		
Alpharetta, Georgia	Payments and Transactional Documents and Banking Solutions	26,000
Great Neck, New York	All operating segments	13,000
Marlton, New Jersey	Outsourced Solutions	4,000
Morrisville, North Carolina	Payments and Transactional Documents	4,000
Portland, Maine	Outsourced Solutions	27,000
Portsmouth, New Hampshire	All operating segments	80,000
Wilton, Connecticut	Outsourced Solutions	12,000
<u>Europe:</u>		
Hertford, England	Outsourced Solutions	12,000
London, England	All operating segments	9,000
Reading, England(1)	Payments and Transactional Documents and Outsourced Solutions	28,000
<u>Asia-Pacific:</u>		
Melbourne, Australia	Payments and Transactional Documents and Banking Solutions	4,000
Auckland, New Zealand	Payments and Transactional Documents	2,000

(1) We own 16,000 square feet in Reading, England currently used as our European headquarters.

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On June 29, 2012, ACI Worldwide, Inc. (ACI) filed a lawsuit in the Superior Court of Fulton County, Georgia against us and one of our employees alleging, among other things, tortious interference with contract and business relations, unjust enrichment and violation of the Georgia Trade Secrets Act of 1990, in connection with our hiring of several former ACI employees. The complaint seeks injunctive relief, costs and unspecified monetary damages. This lawsuit was subsequently removed to the U.S. District Court for the Northern District of Georgia, Atlanta Division. We believe the allegations made against us by ACI are without merit and intend to vigorously defend ourselves in this matter. We do not currently believe that the outcome of this action will have a material adverse effect on our financial statements.

Item 4. Mine Safety Disclosures

Not applicable

Executive Officers and Other Key Employees of the Registrant

Our executive officers and other key employees and their respective ages as of August 22, 2012, are as follows:

Name	Age	Positions
Robert A. Eberle	51	President, Chief Executive Officer and Director
Kevin M. Donovan	42	Chief Financial Officer and Treasurer
Nigel K. Savory	45	Managing Director, Europe
Richard A. Bell	47	Senior Vice President and General Manager, Financial Process Solutions, North America
Karen S. Brieger	40	Vice President, Human Resources
Eric A. Campbell	55	Chief Technology Officer
Norman J. Deluca	51	Managing Director, Banking and Financial Services
Paul J. Fannon	44	Group Sales Director, Europe
Thomas D. Gaillard	49	Senior Vice President and General Manager, Cloud Payment Services
John F. Kelly	54	General Manager, Legal Solutions
John J. Mason	42	Chief Information Officer
Andrew J. Mintzer	50	Senior Vice President, Product Strategy and Delivery
Jessica Pincomb Moran	38	Vice President, Client Services
Eric K. Morgan	42	Vice President, Global Controller

Robert A. Eberle has served as a director since September 2000, as President since August 2004 and as Chief Executive Officer since November 2006.

Kevin M. Donovan has served as Chief Financial Officer since August 2004 and as Treasurer since May 2001.

Nigel K. Savory has served as Managing Director, Europe since December 2003.

Richard A. Bell has served as Senior Vice President and General Manager, Financial Process Solutions, North America since September 2005.

Karen S. Brieger has served as Vice President, Human Resources since August 2010 and as Director, Human Resources from February 2008 through July 2010. From August 2007 through January 2008, Ms. Brieger served as Human Resources Consultant at Powerspan Corporation.

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Eric A. Campbell has served as Chief Technology Officer since May 2000.

Norman J. DeLuca has served as Managing Director, Banking and Financial Services since November 2011. From October 2009 through October 2011, Mr. DeLuca served as Managing Partner at NMD Investments. From January 2008 through October 2009, Mr. DeLuca served as Chief Executive of RBS Global Transaction Services, Americas. From January 2007 through January 2008, Mr. DeLuca served as Vice Chairman, RBS Citizens Financial Group.

Paul J. Fannon has served as Group Sales Director, Europe since October 2008. From December 2003 through October 2008, Mr. Fannon served as Managing Director, Transactional Services Europe.

Thomas D. Gaillard has served as Senior Vice President and General Manager, Cloud Payment Services since July 2003.

John F. Kelly has served as General Manager, Legal Solutions since April 2011. From January 2006 through April 2011, Mr. Kelly served as Chief Executive Officer of Allegient Systems, Inc.

John J. Mason has served as Chief Information Officer since June 2010. From March 2009 through June 2010, Mr. Mason served as Vice President of Information Technology at Anacomp, Inc. From March 2007 through March 2009, Mr. Mason served as Director of Systems Engineering at Anacomp, Inc.

Andrew J. Mintzer has served as Senior Vice President, Product Strategy and Delivery since November 2007.

Jessica Pincomb Moran has served as Vice President, Client Services since June 2011. From February 2008 through May 2011, Ms. Moran served as Vice President, Corporate Services. From July 2007 through January 2008, Ms. Moran served as Vice President, Worldwide Operations at Enterasys Networks.

Eric K. Morgan has served as Controller since September 2000.

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Our common stock is traded on The NASDAQ Global Select Market under the symbol EPAY. The following table sets forth, for the periods indicated, the high and low sale prices of our common stock, as quoted on The NASDAQ Global Select Market.

Period	High	Low
Fiscal 2011		
First quarter	\$ 15.59	\$ 12.65
Second quarter	\$ 23.10	\$ 14.61
Third quarter	\$ 25.24	\$ 19.65
Fourth quarter	\$ 28.26	\$ 21.36
Fiscal 2012		
First quarter	\$ 26.57	\$ 17.73
Second quarter	\$ 25.41	\$ 19.00
Third quarter	\$ 29.90	\$ 22.61
Fourth quarter	\$ 28.38	\$ 16.96

As of August 20, 2012, there were approximately 435 holders of record of our common stock. Because many of the shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of individual stockholders represented by these holders of record.

The closing price for our common stock on August 20, 2012 was \$22.98. For purposes of calculating the aggregate market value of the shares of our common stock held by non-affiliates, as shown on the cover page of this report, it has been assumed that all the outstanding shares were held by non-affiliates except for the shares beneficially held by our directors and executive officers. However, there may be other persons who may be deemed to be affiliates of ours.

We have never paid dividends on our common stock. We intend to retain our earnings for use in our business and, therefore, do not anticipate paying any cash dividends on our common stock for the foreseeable future.

The following table provides information about purchases by us of our common stock during the quarter ended June 30, 2012:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet be Purchased Under The Plans or Programs (1)
April 1, 2012 - April 30, 2012		\$		\$ 4,401,000
May 1, 2012 - May 31, 2012	70,000	\$ 18.24	70,000	\$ 18,723,000
June 1, 2012 - June 30, 2012	70,000	\$ 17.53	140,000	\$ 17,496,000
Total	140,000	\$ 17.89	140,000	\$ 17,496,000

- (1) In May 2012, our board of directors authorized a repurchase program for up to \$20 million of our common stock. This repurchase program replaces the program that had been in place since April 2008.

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Stock Performance Graph

The stock performance graph below compares the percentage change in cumulative stockholder return on our common stock for the period from June 30, 2007 through June 30, 2012, with the cumulative total return on The NASDAQ Stock Market (U.S.) and the NASDAQ Computer & Data Processing Index.

This graph assumes the investment of \$100.00 in our common stock (at the closing price of our common stock on June 30, 2007), The NASDAQ Stock Market (U.S.) and the NASDAQ Computer & Data Processing Index on June 30, 2007, and assumes dividends, if any, are reinvested.

The stock price performance shown on the following graph is not necessarily indicative of future price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN

Among Bottomline Technologies, the NASDAQ Composite Index

and the NASDAQ Computer & Data Processing Index

	6/07	6/08	6/09	6/10	6/11	6/12
Bottomline Technologies	100.00	78.79	72.96	105.51	200.08	146.15
NASDAQ Composite	100.00	84.54	73.03	82.88	110.33	115.30
NASDAQ Computer & Data Processing	100.00	94.64	81.56	86.76	116.98	120.85

The information included under the heading Stock Performance Graph in Item 5 of this Annual Report on Form 10-K is furnished and not filed and shall not be deemed to be soliciting material or subject to Regulation 14A, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

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You should read the following consolidated financial data in conjunction with the Financial Statements, including the related notes, and Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations. The results shown herein are not necessarily indicative of the results to be expected for any future periods.

SELECTED CONSOLIDATED FINANCIAL DATA

	2012	Fiscal Year Ended June 30,			2008
		2011	2010	2009	
		(in thousands, except per share data)			
Statements of Operations Data:					
Revenues:					
Subscriptions and transactions	\$ 85,005	\$ 55,133	\$ 41,421	\$ 31,196	\$ 29,693
Software licenses	17,562	16,547	13,607	13,309	13,949
Service and maintenance	113,832	108,930	94,379	84,220	74,446
Equipment and supplies	7,885	8,771	8,583	9,289	13,153
Total revenues	224,284	189,381	157,990	138,014	131,241
Cost of revenues:					
Subscriptions and transactions	41,964	29,935	20,552	15,272	16,110
Software licenses	2,082	1,352	1,082	821	880
Service and maintenance	51,559	47,975	40,772	37,873	32,868
Equipment and supplies	6,280	6,880	6,515	6,875	9,551
Total cost of revenues	101,885	86,142	68,921	60,841	59,409
Gross profit	122,399	103,239	89,069	77,173	71,832
Operating expenses:					
Sales and marketing	49,204	39,345	34,013	32,517	31,739
Product development and engineering	28,687	21,862	18,858	20,096	17,376
General and administrative	21,495	19,502	16,383	20,915	19,197
Amortization of intangible assets	15,753	12,662	13,214	15,563	11,399
Total operating expenses	115,139	93,371	82,468	89,091	79,711
Income (loss) from operations	7,260	9,868	6,601	(11,918)	(7,879)
Other income (expense), net	41	558	(93)	443	3,082
Income (loss) before income taxes	7,301	10,426	6,508	(11,475)	(4,797)
Income tax provision (benefit)	5,596	(25,467)	2,554	813	464
Net income (loss)	\$ 1,705	\$ 35,893	\$ 3,954	\$ (12,288)	\$ (5,261)
Basic net income (loss) per common share	\$ 0.05	\$ 1.13	\$ 0.15	\$ (0.51)	\$ (0.22)
Diluted net income (loss) per common share	\$ 0.05	\$ 1.07	\$ 0.15	\$ (0.51)	\$ (0.22)
Shares used in computing basic net income (loss) per share	34,268	31,660	25,552	24,044	23,825
Shares used in computing diluted net income (loss) per share	35,244	33,453	26,696	24,044	23,825
Non-GAAP presentation:					
Income (loss) before provision for income taxes	\$ 7,301	\$ 10,426	\$ 6,508	\$ (11,475)	\$ (4,797)
Amortization of intangible assets	15,753	12,662	13,214	15,563	11,399

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Stock compensation expense	13,768	11,467	8,956	9,498	8,803
Acquisition-related expenses	1,987	1,677	585	581	269
Restructuring charges	1,609	1,111	(52)	1,548	
Income tax (provision) benefit	(5,596)	25,467	(2,554)	(813)	(464)
Release of US tax valuation allowance		(27,394)			
Non-GAAP net income	\$ 34,822	\$ 35,416	\$ 26,657	\$ 14,902	\$ 15,210

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The non-GAAP presentation above consists of a reconciliation of our net income or loss before income taxes to a measure of non-GAAP net income or loss. We present this supplemental information in the form of non-GAAP financial measures, which exclude certain items specifically amortization of intangible assets, stock compensation expense, acquisition-related expenses, restructuring charges, impairment losses on equity investments and the release of our US tax valuation allowance. Acquisition-related expenses include legal and professional fees and other transaction costs associated with business and asset acquisitions, costs associated with integrating acquired businesses, including costs for transitional employees or services, integration related professional services costs and other charges we incur as a direct result of our acquisition and integration efforts. We believe that this supplemental, non-GAAP presentation is useful to investors because it allows for an evaluation of the Company with a focus on the performance of our core operations. Our executive management team, including our chief operating decision maker, uses this same non-GAAP measure internally to assess the on-going performance of the Company. Additionally, we use the same information for planning purposes, including the preparation of our operating budgets, and in communications with our board of directors in respect of financial performance.

Since the presentation above is not a GAAP measurement of financial performance there are material limitations to its usefulness on a stand alone basis, including the lack of comparability of this presentation to the GAAP financial results of other companies. Accordingly the non-GAAP information should not be used in isolation from, or as a substitute for, our GAAP results.

	Fiscal Year Ended June 30,				
	2012	2011	2010	2009	2008
	(in thousands)				
Balance Sheet Data:					
Cash and cash equivalents	\$ 124,801	\$ 111,953	\$ 122,758	\$ 50,255	\$ 35,316
Marketable securities	61	64	51	48	57
Working capital	118,356	100,673	104,705	30,678	19,803
Total assets	392,371	363,334	269,382	183,151	198,766
Long-term debt (capital leases)		96	20	125	237
Total stockholders' equity	314,186	285,674	210,391	120,549	138,265

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the Selected Consolidated Financial Data and the financial statements and notes thereto appearing elsewhere in this Annual Report on Form 10-K. This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. The statements contained in this Annual Report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Without limiting the foregoing, the words may, will, should, could, expects, plans, intends, anticipates, believes, estimates, predicts, potential and similar expressions are intended to identify forward-looking statements. All forward-looking statements included in this Annual Report on Form 10-K are based on information available to us up to and including the date of this document, and we assume no obligation to update any such forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth in Management's Discussion and Analysis of Financial Condition and Results of Operations and Risk Factors and elsewhere in this Form 10-K. You should carefully review those factors and also carefully review the risks outlined in other documents that we file from time to time with the Securities and Exchange Commission.

In the management discussion that follows we have highlighted those changes and operating factors that were the primary factors affecting period to period fluctuations. The remainder of the change in period to period fluctuations from that which is specifically discussed is arising from various individually insignificant items.

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Overview

We provide cloud-based payment, invoice and banking solutions to corporations, insurance companies, financial institutions and banks around the world. Our solutions are used to streamline, automate and manage processes and transactions involving global payments, invoice receipt and approval, collections, cash management, risk mitigation, document management, reporting and document archive. We offer hosted or Software as a Service (SaaS) solutions, as well as software designed to run on-site at the customer's location. A growing portion of our offerings are being sold as SaaS-based solutions and paid for on a subscription and transaction basis. Historically, however, our software has been sold predominantly on a perpetual license basis.

Our corporate customers rely on our solutions to automate their payment and accounts payable processes and to streamline and manage the production and retention of electronic documents. We offer legal spend management solutions that automate receipt and review of legal invoices for insurance companies and other large corporate consumers of outside legal services. We operate a cloud-based network that facilitates the exchange of electronic payments and invoices between buyers and their suppliers. We also offer solutions that banks use to provide cash management and treasury capabilities to their business customers. Our document automation solutions are used by organizations to automate paper-intensive processes for the generation of transactional and supply chain documents.

Our solutions complement, leverage and extend our customers' existing information systems, accounting applications and banking relationships and can be deployed quickly and efficiently. To help our customers receive the maximum value from our products and meet their specific business requirements, we also provide professional services for installation, training, consulting and product enhancement.

During the year ended June 30, 2012, we acquired IDT, Ltd. (IDT) and we acquired substantially all of the assets and assumed certain liabilities of both Logical Progression Group, Inc. (Logical Progression) and Intuit, Inc.'s (Intuit) commercial banking business (commercial banking).

IDT was a longtime partner and reseller of our document automation solutions in the United Kingdom and Europe. The IDT acquisition extended our market reach and added more than 140 customers to our customer base.

Logical Progression was an early stage company focused on the development of mobile solutions for the healthcare industry. Logical Progression's innovative technology, Logical Ink, is offered as part of our healthcare solutions portfolio.

The commercial banking acquisition broadens our overall banking product set to include solutions tailored to the unique customer demands of the medium-sized and small bank markets. Additionally, the acquisition allows us to accelerate the development of our SaaS-based hosting infrastructure and grow our global sales and marketing resources so that we can capitalize on the significant customer opportunities we see in these markets. The commercial banking business that we acquired has been experiencing customer attrition in recent periods, due largely to the fact that the underlying products require further investment and improvement. We expect that the investments we are making in the commercial banking business will ultimately address these concerns but we believe that customer attrition remains a significant risk as we enter these markets, particularly in the short term.

In March 2012, we entered into an agreement to acquire Albany Software Limited, a UK based corporation, for a cash payment of £20 million (approximately \$32 million based on current exchange rates). The acquisition is subject to UK regulatory approval and the satisfaction or waiver of customary closing conditions.

For fiscal year 2012, our revenue increased to \$224.3 million from \$189.4 million in the prior year. This revenue increase was attributable to revenue increases in our Outsourced Solutions segment (\$23.5 million), our Banking Solutions segment (\$7.2 million) and our Payments and Transactional Documents segment (\$4.2 million).

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The increased revenue contribution from our legal spend management solutions, our SWIFT Access Service solution and our Paymode-X solution accounted for the majority of the revenue increase in our Outsourced Solutions segment. The Banking Solutions segment's revenue increase was primarily due to the revenue from our commercial banking products acquired in March 2012. The revenue increase in our Payments and Transactional Documents segment was related to higher European revenue in our payment and document automation products, principally due to additional revenue from our fiscal 2011 acquisition of Direct Debit Limited (DDL).

We had net income of \$1.7 million in the fiscal year ended June 30, 2012 compared to \$35.9 million in the prior year. Our fiscal 2011 net income included the favorable impact of a \$27.4 million release of a tax valuation allowance against certain of our US based deferred tax assets. The 2012 net income reflected the impact of increased operating expenses of \$21.8 million offset, in part, by increased gross margins of \$19.2 million. The increases in our operating expense categories were due primarily to increased employee related costs as we continued to grow our business, the impact of restructuring charges arising from severance related benefits of \$1.2 million as we realigned our workforce in response to our recent acquisitions and the operating impact of our recent acquisitions, including the impact of intangible asset amortization expense. The increase in our gross margin was driven primarily by revenue increases across all operating segments.

In fiscal year 2012, we derived approximately 40% of our revenue from customers located outside of North America, principally in the United Kingdom, Continental Europe and the Asia-Pacific region.

We expect future revenue growth to be driven by our commercial banking business, our legal spend management, SWIFT Access Service and Paymode-X solutions, our WebSeries products and increased sales of our payments and transactional documents products, particularly in our healthcare solutions portfolio.

While we continued to grow our business during 2012, the overall economic environment remains challenging. While we have not experienced any significant decline in our expected volume of customer orders we have observed, in some cases, that closing new business has taken somewhat longer and, in some cases, that customer buying decisions have been postponed. Our customers operate in many different industries, a diversification that we believe helps us in this economic climate. Additionally, we believe that our recurring and subscription revenue base helps position us defensively against any short term economic downturn. While we believe that we continue to compete favorably in all of the markets we serve, ongoing or worsening economic stresses could impact our business more significantly in the future.

Revenue Sources

Our revenues are derived from multiple sources and are reported under the following classifications:

Subscriptions and Transactions Fees. We derive subscriptions and transactions fees from a number of sources, principally our SaaS offerings such as our legal spend management, Paymode-X and commercial banking solutions. Subscription revenues are typically recognized on a ratable basis over the subscription period. Transaction revenues are typically recorded at the time transactions are processed. Some of our SaaS products require customers to pay non-refundable set up or installation fees. In these cases, since the up-front fees do not represent a separate revenue earnings process, these fees are deferred and recognized as revenue over the estimated life of the customer relationship, which is generally between five and seven years. A significant part of our focus remains on growing the revenue contribution from our SaaS offerings and subscriptions and transactions based revenue streams.

Software License Fees. Software license revenues, which we derive from our software applications, are generally based on the number of software applications and user licenses purchased. Fees from the sale of perpetual software licenses are generally recognized upon delivery of the software to the customer, assuming that payment from the customer is probable and there are no extended payment terms. However, certain of our software arrangements, particularly those related to banking and financial

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institution customers, are recognized on a percentage of completion basis over the life of the project because they require significant customization and modification and involve extended implementation periods.

Service and Maintenance Fees. Our service and maintenance revenues consist of professional services fees and customer support and maintenance fees. Revenues relating to professional services not associated with highly customized software solutions are normally recognized at the time services are rendered. Professional services revenues associated with software license arrangements that include significant customization and modification are generally recognized on a percentage of completion basis over the life of the project. Software maintenance fees are recognized as revenue ratably over the respective maintenance period, which is typically one year.

Equipment and Supplies Revenues. We derive equipment and supplies revenues from the sale of printers, check paper and magnetic ink character recognition toners. These revenues are normally recognized at the time of delivery. Equipment and supplies revenue also includes postage and shipping related charges billed to customers.

Critical Accounting Policies and Significant Judgments and Estimates

We believe that several accounting policies are important to understanding our historical and future performance. We refer to these policies as critical because these specific areas generally require us to make judgments and estimates about matters that are uncertain at the time we make the estimate, and different estimates which also would have been reasonable could have been used. These critical accounting policies and estimates relate to stock-based compensation, revenue recognition, the valuation of goodwill and intangible assets, and the valuation of acquired deferred revenue. These critical policies and our procedures related to these policies are discussed below. In addition, refer to Note 2 to the accompanying consolidated financial statements for a discussion of all of our significant accounting policies.

Stock Based Compensation

We recognize expense for the estimated fair value of all share-based payments issued to employees. For the fiscal years ended June 30, 2012, 2011 and 2010, we recorded approximately \$13.8 million, \$11.5 million, and \$9.0 million of expense associated with share-based payments, respectively. For fiscal year 2012, the substantial majority of this expense is related to awards of restricted stock.

Restricted stock awards are valued based on the closing price of our common stock on the date of grant; however, the valuation of employee stock options is a more subjective process, since market values are generally not available for long-term, non-transferable employee stock options. Accordingly, we use a Black-Scholes option pricing model to derive an estimated fair value. The Black-Scholes pricing model requires the consideration of the following variables for purposes of estimating fair value:

the stock option exercise price,

the expected term of the option,

the grant date price of our common stock,

the expected volatility of our common stock,

expected dividends on our common stock (we do not anticipate paying dividends for the foreseeable future), and

the risk free interest rate for the expected option term.

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Of the variables above, the selection of an expected term and expected stock price volatility are the most subjective. For purposes of estimating the expected option term, we review and consider our historic option activity, particularly the underlying option holding period (including the holding period inherent in currently vested but unexercised options). We believe that each of these estimates, both expected term and volatility, are reasonable in light of the historical data we analyzed. However, as with any estimate, the ultimate accuracy of these estimates is only verifiable over time. While there were no stock options granted in fiscal years 2012 or 2011, the operating results for these periods include the expense impact of stock option awards issued in prior years as those awards continued to vest.

Revenue Recognition

Software Arrangements

We recognize revenue on our software license arrangements when four basic criteria are met: persuasive evidence of an arrangement exists, delivery of the product has occurred, the fee is fixed and determinable and collectability is probable. We consider a fully executed agreement or a customer purchase order to be persuasive evidence of an arrangement. Delivery is deemed to have occurred upon transfer of the product title to the customer or the completion of services rendered. We consider the arrangement fee to be fixed and determinable if it is not subject to adjustment and if the customer has not been granted extended payment terms. Excluding our long term contract arrangements for which revenue is recorded on a percentage of completion basis, extended payment terms are deemed to be present when any portion of the software license fee is due in excess of 90 days after the date of product delivery. In arrangements that contain extended payment terms, software revenue is recorded as customer payments become contractually due, assuming all other revenue recognition criteria have been met. We consider the arrangement fee to be probable of collection if our internal credit analysis indicates that the customer will be able to pay contractual amounts as they become due.

Our software arrangements may contain multiple revenue elements, such as software licenses, professional services, hardware and post-contract customer support. For multiple element software arrangements which qualify for separate element treatment, revenue is recognized for each element when each of the four basic criteria is met which, excluding post-contract customer support, is typically upon delivery. Revenue for post-contract customer support agreements is recognized ratably over the term of the agreement, which is generally one year. Revenue is allocated to each element, excluding the software license, based on vendor specific objective evidence (VSOE). VSOE is limited to the price charged when the element is sold separately or, for an element not yet being sold separately, the price established by management having the relevant authority. We do not have VSOE for our software licenses since they are seldom sold separately. Accordingly, revenue is allocated to the software license according to the residual value method. Under the residual value method, revenue equal to VSOE of each undelivered element is recognized upon delivery of that element. Any remaining arrangement fee is then allocated to the software license. This has the effect of allocating any sales discount inherent in the arrangement to the software license fee.

Certain of our software arrangements require significant customization and modification and involve extended implementation periods. These arrangements do not qualify for separate element revenue recognition treatment as described above, and instead must be accounted for under contract accounting. Under contract accounting, companies must select from two generally accepted methods of accounting: the completed contract method and the percentage of completion method. The completed contract method recognizes revenue and costs upon contract completion, and all project costs and revenues are reported as deferred items in the balance sheet until that time. The percentage of completion method recognizes revenue and costs on a contract over time, as the work progresses.

We have historically used the percentage of completion method of accounting for our long-term contracts, as we believe that we can make reasonably reliable estimates of progress toward completion. Progress is measured based on labor hours, as measured at the end of each reporting period, as a percentage of total expected labor hours.

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Accordingly, the revenue we record in any reporting period for arrangements accounted for on a percentage of completion basis is dependent upon our estimates of the remaining labor hours that will be incurred in fulfilling our contractual obligations. Our estimates at the end of any reporting period could prove to be materially different from final project results, as determined only at subsequent stages of project completion. To mitigate this risk, we solicit the input of our project professional staff on a monthly basis, as well as at the end of each financial reporting period, for purposes of evaluating cumulative labor hours incurred and verifying the estimated remaining effort to completion, so that our estimates are always based on the most current projections available.

Non-Software Arrangements

For arrangements governed by general revenue recognition literature, such as with our hosted or SaaS offerings or equipment and supplies only sales, we recognize revenue when four basic criteria are met. These criteria are similar to those governing software transactions: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the arrangement fee is fixed or determinable and collectability is reasonably assured. For our SaaS offerings, revenue is generally recognized on a subscription or transaction basis over the period of performance.

For arrangements consisting of multiple elements, revenue is allocated to each element based on a selling price hierarchy. The selling price of each element is based on VSOE if available, third-party evidence (TPE) if VSOE is not available or estimated selling price (ESP) if neither VSOE nor TPE are available. The residual method of allocation in a non-software arrangement is not permitted and, instead, arrangement consideration is allocated at the inception of the arrangement to all deliverables using the relative selling price method. The relative selling price method allocates any discount in the arrangement proportionately to each deliverable based on the proportion of each deliverable's selling price to the total arrangement fee. We are typically unable to establish TPE, which is based on the selling price charged by unrelated third-party vendors for similar deliverables when they are sold separately, as we are generally unable to obtain sufficient information on actual vendor selling prices to substantiate TPE. The objective of ESP is to estimate the price at which we would transact if the deliverable were sold separately rather than as part of a multiple element arrangement. Our determination of ESP considers several factors including actual selling prices for similar transactions, gross margin expectations and ongoing pricing strategy. We formally analyze our ESP determinations on at least an annual basis.

Goodwill and Intangible Assets

Acquired goodwill and intangible assets are initially recorded at fair value and measured periodically for impairment. We performed our annual impairment test of the carrying value of our goodwill for fiscal 2012 during our fourth quarter; this is consistent with the historic timing of our annual goodwill impairment review. Based on this review, we concluded that there was no goodwill impairment. Our analysis was performed at the reporting unit level, which requires an estimate of the fair value of each reporting unit. Based on the results of this review, we concluded that none of our reporting units were impaired. However, there can be no assurance that there will not be impairment charges in subsequent periods as a result of our future impairment reviews. To the extent that future impairment charges occur, it would likely have a material impact on our financial results. At June 30, 2012, the carrying value of goodwill for all of our reporting units was approximately \$99 million.

In addition to our annual goodwill impairment review, we also perform periodic reviews of the carrying value of our other intangible assets. These intangible assets consist primarily of acquired core technology and acquired customer related assets. In evaluating potential impairment of these assets we specifically consider whether any indicators of impairment are present, including:

whether there has been a significant adverse change in the business climate that affects the value of an asset;

whether there has been a significant change in the extent or manner in which an asset is used; and

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whether there is an expectation that the asset will be sold or disposed of before the end of its originally estimated useful life. If indicators of impairment are present, an estimate of the undiscounted cash flows that the specific asset is expected to generate must be made to ensure that the carrying value of the asset can be recovered. These estimates involve significant subjectivity. At June 30, 2012, the carrying value of our intangible assets, excluding goodwill, was approximately \$79 million. As a result of our fiscal 2012 impairment review, we concluded that none of these assets were impaired.

Valuation of Acquired Intangible Assets and Acquired Deferred Revenue

In connection with our acquisitions, we have recorded intangible assets relating principally to acquired technology, customer related assets and acquired contractual rights that include favorable economic terms as compared to overall market rates at the date of acquisition. The valuation process used to calculate the values assigned to these acquired intangible assets is complex and involves significant estimation relative to our financial projections. The principal component of the valuation process is the determination of discounted future cash flows, and there are a number of variables that we consider for purposes of projecting these future cash flows. There is inherent uncertainty involved with this estimation process and, while our estimates are consistent with our internal planning assumptions, the ultimate accuracy of these estimates is only verifiable over time. Further, the projections required for the valuation process generally utilize at least a ten-year forecast, which exceeds our normal internal planning and forecasting timeline. The particularly sensitive components of these estimates include, but are not limited to:

the selection of an appropriate discount rate;

the required return on all assets employed by the valued asset to generate future income streams;

our projected overall revenue growth and mix of revenue;

our gross margin estimates (which are highly dependent on our mix of revenue);

our technology and product life cycles;

the attrition rate of our customers, particularly those who contribute to our recurring revenue streams, such as software maintenance;

the determination of third party market rates for leases or other contractual rights we acquire, for purposes of assessing whether we have acquired a favorable, unfavorable or at-market contract;

our planned level of operating expenses; and

our effective tax rate.

Additionally, we are required to estimate the acquisition date fair value of acquired customer obligations that we assume as part of any acquisition. The estimated fair value of any acquired customer obligations is established as deferred revenue in the purchase price allocation and is recorded as revenue by us as we fulfill the obligation. The acquisition date fair value of these arrangements is estimated based on the historical and projected costs we expect to incur in fulfilling the arrangements, plus a normal profit margin. These costs exclude amounts relating to any selling effort, since those costs would have been incurred by the predecessor company rather than by us. In the case of acquired software maintenance contracts, the cost estimates also exclude any ongoing research and development expenses associated with product upgrades since these amounts typically do not represent a legal obligation that we assume at the time of acquisition.

Recent Accounting Pronouncements

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In May 2011, the Financial Accounting Standards Board (FASB) issued an accounting standards update that clarifies the application of certain existing fair value measurement guidance and expands the disclosures for fair

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value measurements that use significant unobservable (Level 3) inputs. We adopted this guidance with our fiscal quarter ended March 31, 2012 on a prospective basis and it did not have a material impact on our consolidated financial statements for the year ended June 30, 2012.

In June 2011, the FASB issued an accounting standards update regarding the presentation of comprehensive income in financial statements. The provisions of this standard provide an option to present the components of net income and other comprehensive income either as one continuous statement of comprehensive income or as two separate but consecutive statements. This will change the manner in which comprehensive income is presented in our overall financial statements, but will not result in any other accounting or financial reporting impact to us. We will incorporate the continuous statement option of this new standard effective with our first quarter filing for fiscal year 2013.

In September 2011, the FASB issued authoritative guidance permitting companies to use a series of qualitative assessments to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under this guidance an entity is not required to calculate the fair value of a reporting unit unless, based on the qualitative assessment, it is more likely than not that a reporting unit's fair value is less than its carrying amount. However, an entity always has the option to perform a full quantitative assessment. The guidance includes examples of events and circumstances for an entity to consider in performing the qualitative assessment and is effective for fiscal years beginning after December 15, 2011 with early adoption permitted. This standard is not expected to have a material impact on us as we expect to continue to perform a full quantitative assessment with respect to the fair value of our reporting units, as we did during fiscal year 2012.

Results of Operations

Fiscal Year Ended June 30, 2012 Compared to Fiscal Year Ended June 30, 2011

Segment Information

Operating segments are components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance.

As of July 1, 2011, we revised the methodology used for allocating general and administrative costs to our reportable segments. During 2012, we also changed the segment classification of certain customers' revenue. To ensure a consistent presentation of the measurement of segment revenues and profit or loss, these changes are reflected for all periods presented.

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Our operating segments are organized principally by the type of product or service offered and by geography. Similar operating segments have been aggregated into three reportable segments: Payments and Transactional Documents, Banking Solutions and Outsourced Solutions. The following tables represent our segment revenues and our segment measure of profit:

	Fiscal Year Ended June 30,		Increase (Decrease) Between Periods 2012 Compared to 2011	
	2012 (in thousands)	2011 (in thousands)	(in thousands)	%
Segment revenue:				
Payments and Transactional Documents	\$ 101,410	\$ 97,210	\$ 4,200	4.3
Banking Solutions	58,469	51,266	7,203	14.1
Outsourced Solutions	64,405	40,905	23,500	57.5
	\$ 224,284	\$ 189,381	\$ 34,903	18.4
Segment measure of profit:				
Payments and Transactional Documents	\$ 23,335	\$ 22,933	\$ 402	1.8
Banking Solutions	8,671	10,227	(1,556)	(15.2)
Outsourced Solutions	8,371	3,625	4,746	130.9
Total measure of segment profit	\$ 40,377	\$ 36,785	\$ 3,592	9.8

A reconciliation of the measure of segment profit to our GAAP before the provision for income taxes is as follows:

	Fiscal Year Ended June 30,	
	2012 (in thousands)	2011 (in thousands)
Segment measure of profit	\$ 40,377	\$ 36,785
Less:		
Amortization of intangible assets	(15,753)	(12,662)
Stock compensation expense	(13,768)	(11,467)
Acquisition related expenses	(1,987)	(1,677)
Restructuring expenses	(1,609)	(1,111)
Add:		
Other income (expense), net	41	558
Income before income taxes	\$ 7,301	\$ 10,426

Payments and Transactional Documents. The revenue increase for the fiscal year ended June 30, 2012 compared to the prior fiscal year was primarily attributable to increases in subscriptions and transactions revenue of \$1.8 million, increases in software licenses revenue of \$1.7 million, increases in professional services revenue of \$1.0 million and an increase in maintenance revenue of \$0.6 million partially offset by a decrease of \$0.9 million in equipment and supplies revenue. The increases were primarily attributable to increased European revenue in our payment and document automation products. The increased revenue includes the unfavorable effect of foreign exchange rates of approximately \$0.1 million primarily associated with the British Pound Sterling which depreciated against the US Dollar when compared to the prior fiscal year. The segment profit increase of \$0.4 million for the fiscal year ended June 30, 2012 compared to the prior fiscal year was primarily attributable to the increased revenue as well as increased subscriptions and transactions and software license gross margins in payment and document automation products in our European and Asia Pacific regions. The increased gross margin was offset in part by increased operating expenses primarily related to increased sales and marketing costs. We expect revenue and profit for the Payments and Transactional Documents segment

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to increase in fiscal year 2013 as a result of increased sales of our payment and document automation solutions and expansion of gross margins as well as from the impact of our pending acquisition of Albany Software.

Banking Solutions. The revenue increase in our Banking Solutions segment for the fiscal year ended June 30, 2012 compared to the prior fiscal year was primarily due to an increase of \$5.7 million in subscriptions and transactions revenue, a \$1.2 million increase in professional services revenue and a \$0.8 million increase in maintenance revenue partially offset by a decrease of \$0.6 million in software licenses revenue. The increased subscriptions and transactions revenue was primarily attributable to revenue from our commercial banking business, which we acquired in March 2012. The segment profit decrease of \$1.6 million for the fiscal year ended June 30, 2012 compared to the prior fiscal year was primarily attributable to increased operating expenses of \$6.5 million due to increased headcount related expenses largely associated with our commercial banking acquisition and increased product development initiatives, partially offset by improved gross margins driven by the increase in revenue. We expect revenue for the Banking Solutions segment to increase in fiscal year 2013 primarily as a result of the contribution of revenue from our commercial banking acquisition. We expect profit to remain relatively consistent as a result of continued investment in our cloud-based banking solutions.

Outsourced Solutions. The revenue increase in our Outsourced Solutions segment for the fiscal year ended June 30, 2012 compared to the prior fiscal year was primarily due to increased revenue from our legal spend management solutions of \$15.8 million, increased revenue from our SWIFT Access Service solution of \$4.2 million and increased revenue from our Paymode-X solution of \$3.6 million. The legal spend management revenue increase was driven by the full year impact of our April 2011 acquisition of Allegient Systems, Inc. (Allegient). Similarly, the SWIFT Access Service revenue reflects a full year revenue impact of our October 2010 acquisition of SMA Financial Limited (SMA). The segment profit increased \$4.7 million for the fiscal year ended June 30, 2012 compared to the prior fiscal year due primarily to improved subscriptions and transactions gross margins. The gross margin improvements were partially offset by increased operating expenses primarily associated with increased sales and marketing and product development headcount related expenses as we continued to develop and promote our newer products. We expect revenue for the Outsourced Solutions segment to increase in fiscal year 2013 as a result of increased revenue from our legal spend management and Paymode-X solutions. We expect profit to remain consistent during fiscal year 2013 as we continue to invest in these platforms.

Revenues by Category

	Fiscal Year Ended June 30,		Increase (Decrease) Between Periods 2012 Compared to 2011	
	2012	2011 (in thousands)		%
Revenues:				
Subscriptions and transactions	\$ 85,005	\$ 55,133	\$ 29,872	54.2
Software licenses	17,562	16,547	1,015	6.1
Service and maintenance	113,832	108,930	4,902	4.5
Equipment and supplies	7,885	8,771	(886)	(10.1)
Total revenues	\$ 224,284	\$ 189,381	\$ 34,903	18.4

Subscriptions and Transactions. The increase in subscriptions and transactions revenues was due to increases in the revenue contribution from our Outsourced Solutions segment of \$22.3 million, our Banking Solutions segment of \$5.7 million and our Payments and Transactional Documents segment of \$1.8 million. The Outsourced Solutions segment revenue increase was driven primarily by our legal spend management, Paymode-X and SWIFT Access Service solutions. The Banking Solutions segment revenue increase was driven primarily by our commercial banking acquisition. We expect subscriptions and transactions revenues to increase in fiscal year 2013 primarily as a result of the revenue contribution from our commercial banking business, Paymode-X, and legal spend management solutions.

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Software Licenses. The increase in software license revenues was due to an increase of \$1.7 million in our Payments and Transactional Documents segment driven by our European operations, partially offset by a decrease of \$0.6 million from our Banking Solutions segment. We expect software license revenues to remain relatively consistent in fiscal year 2013.

Service and Maintenance. The increase in service and maintenance revenues was primarily the result of an increase in professional services revenues of \$1.2 million associated with ongoing banking projects, an increase in service and maintenance revenue from our European operations of \$1.8 million and an increase in revenue related to the full year impact of our SMA acquisition of \$1.4 million. We expect that service and maintenance revenues will remain relatively consistent in fiscal year 2013.

Equipment and Supplies. The decrease in equipment and supplies revenues was principally due to a decrease of \$0.8 million in our North American operations. We expect that equipment and supplies revenues will remain relatively consistent in fiscal year 2013.

Cost of Revenues

	Fiscal Year Ended June 30,		Increase Between Periods 2012 Compared to 2011	
	2012	2011 (in thousands)		%
Cost of revenues:				
Subscriptions and transactions	\$ 41,964	\$ 29,935	\$ 12,029	40.2
Software licenses	2,082	1,352	730	54.0
Service and maintenance	51,559	47,975	3,584	7.5
Equipment and supplies	6,280	6,880	(600)	(8.7)
Total cost of revenues	\$ 101,885	\$ 86,142	\$ 15,743	18.3
Gross profit	\$ 122,399	\$ 103,239	\$ 19,160	18.6

Subscriptions and Transactions. Subscriptions and transactions costs decreased to 49% of subscriptions and transactions revenues for the fiscal year ended June 30, 2012 as compared to 54% of subscriptions and transactions revenues in the fiscal year ended June 30, 2011. The decrease in subscriptions and transactions costs as a percentage of revenue was due principally to gross margin improvement within our Banking Solutions segment, primarily related to the impact of commercial banking, and our SWIFT Access Service solutions within our Outsourced Solutions segment. We expect that subscriptions and transactions costs will remain relatively consistent as a percentage of subscriptions and transactions revenue in fiscal year 2013.

Software Licenses. Software license costs increased to 12% of software license revenues for the fiscal year ended June 30, 2012 as compared to 8% of software license revenues in the fiscal year ended June 30, 2011. The increase in software license costs was primarily due to the cost of third party software that accompanies certain of our payment and transactional document sales in Europe and our banking products in North America. We expect that software license costs will increase as a percentage of software license revenues in fiscal year 2013 due to the impact of third party software costs in our Banking Solutions segment.

Service and Maintenance. Service and maintenance costs remained consistent at 45% of service and maintenance revenues for the fiscal year ended June 30, 2012 as compared to 44% for the prior fiscal year. The slight increase in service and maintenance costs as a percentage of revenue was a result of increased professional services costs in our Banking Solutions segment related to large banking projects. We expect that service and maintenance costs will remain relatively consistent as a percentage of service and maintenance revenues in fiscal year 2013.

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Equipment and Supplies. Equipment and supplies costs increased slightly to 80% of equipment and supplies revenues for the fiscal year ended June 30, 2012 as compared to 78% of equipment and supplies revenues for the prior fiscal year. The increase in costs as a percentage of revenue was due to a higher mix of lower margin transactions within our North American operations. We expect that equipment and supplies costs will remain relatively consistent as a percentage of equipment and supplies revenues in fiscal year 2013.

Operating Expenses

	Fiscal Year Ended June 30,		Increase (Decrease) Between Periods 2012 Compared to 2011	%
	2012	2011 (in thousands)		
Operating expenses:				
Sales and marketing	\$ 49,204	\$ 39,345	\$ 9,859	25.1
Product development and engineering	28,687	21,862	6,825	31.2
General and administrative	21,495	19,502	1,993	10.2
Amortization of intangible assets	15,753	12,662	3,091	24.4
Total operating expenses	\$ 115,139	\$ 93,371	\$ 21,768	23.3

Sales and Marketing. Sales and marketing expenses increased \$9.9 million in the fiscal year ended June 30, 2012 as compared to the fiscal year ended June 30, 2011 principally due to an increase in headcount related costs of \$7.9 million and travel related costs of \$0.6 million due to the impact of our recent acquisitions and the impact of additional resources we hired to sell and promote our newer products, particularly within our Banking Solutions segment. In addition, we recognized approximately \$0.3 million of sales and marketing related restructuring expense during fiscal 2012 compared to \$0.4 million in fiscal 2011. We expect sales and marketing expenses will increase in fiscal year 2013 as we continue to focus on our marketing initiatives to support our new and existing products, particularly our commercial banking products and Paymode-X.

Product Development and Engineering. The increase in product development and engineering expenses of \$6.8 million in the fiscal year ended June 30, 2012 as compared to the fiscal year ended June 30, 2011 was primarily attributable to increased employee related costs of \$3.3 million and increased costs of \$2.4 million related to contract employees and other development initiatives. These costs were incurred principally as we developed and enhanced our legal spend management, Paymode-X and banking products. In addition, we recognized approximately \$0.5 million of product development and engineering related restructuring expense during fiscal 2012 compared to \$0.1 million in fiscal year 2011. We expect product development and engineering expenses will increase in fiscal year 2013 as we continue to invest in our SaaS-based solutions that we believe will drive future revenue growth such as our commercial banking, Paymode-X and legal spend management solutions.

General and Administrative. The increase in general and administrative expenses of \$2.0 million in the fiscal year ended June 30, 2012 as compared to the fiscal year ended June 30, 2011 was principally attributable to an increase in employee related costs of \$1.3 million and increased costs associated with contract employees of \$0.4 million, partially attributable to our recent acquisitions. In addition, we recognized approximately \$0.1 million of general and administrative related restructuring expense during fiscal 2012 compared to \$0.3 million in fiscal 2011. We expect general and administrative expenses will increase slightly during fiscal year 2013 principally due to our on-going integration efforts associated with recent acquisitions.

Amortization of Intangible Assets. We amortize our intangible assets in proportion to the estimated rate at which the asset provides economic benefit to us. Accordingly, amortization expense rates are often higher in the earlier periods of an asset's estimated life. The increase in amortization expense for the fiscal year ended June 30, 2012 as compared to the prior fiscal year occurred as a result of increased expense from intangible assets associated with our recent acquisitions. We expect that total amortization expense for fiscal 2013 will be approximately \$16.2 million.

Table of Contents**Other Income (Expense), Net**

	Fiscal Year Ended June 30,		Increase (Decrease) Between Periods 2012 Compared to 2011	
	2012	2011 (in thousands)		%
Interest income	\$ 453	\$ 437	\$ 16	3.7
Interest expense	(23)	(79)	56	70.9
Other income (expense), net	(389)	200	(589)	(294.5)
Other income (expense), net	\$ 41	\$ 558	\$ (517)	(92.7)

Other Income (Expense), Net. For the fiscal year ended June 30, 2012 as compared to the prior fiscal year, interest income remained consistent as a result of similar average cash balances in each fiscal year. Interest expense remained insignificant in 2012. Other expense in fiscal 2012 arose from certain realized foreign exchange losses associated with both the British Pound Sterling and the European Euro, as compared to certain foreign exchange transaction gains in 2011. We expect that the individual components of other income and expense will continue to represent insignificant components of our overall operations in fiscal 2013.

Provision for Income Taxes

We recorded income tax expense of \$5.6 million for the fiscal year ended June 30, 2012 compared to an income tax benefit of \$25.5 million for the fiscal year ended June 30, 2011. Tax expense in fiscal 2012 is predominantly due to expense associated with our UK, US and Australian operations. The excess of our effective tax rate over statutory tax rates was primarily due to our inability to utilize certain foreign tax credits as a reduction to foreign income that is included in our US tax return. This has the effect of taxing certain income twice, resulting in a higher overall tax rate. The income tax benefit for fiscal year 2011 includes the impact of a \$28.3 million benefit arising from the release of a portion of our US and UK valuation allowances that had been recorded against our deferred tax assets. The tax benefit arising from the release of our US and UK valuation allowance was \$27.4 million and \$0.9 million in 2011, respectively. The ability to release a portion of our US and UK valuation allowances was attributable to continued profitability in our US and UK operations, including the attainment of three years of cumulative profitability on a pre-tax basis during fiscal year 2011. The tax benefit for fiscal 2011 was partially offset by income tax expense associated with our UK and Australian operations, US tax expense associated with goodwill that is deductible for tax purposes but not amortized for financial reporting purposes, US state tax expense and an income tax benefit relating to a reduction in our unrecognized tax benefits upon the expiration of certain statutes of limitations.

Table of Contents**Fiscal Year Ended June 30, 2011 Compared to Fiscal Year Ended June 30, 2010****Segment Information**

The following table represents our revenues and profits by segment:

	Fiscal Year Ended June 30,		Increase Between Periods	
	2011 (in thousands)	2010 (in thousands)	2011 Compared to 2010 (in thousands)	%
Segment revenue:				
Payments and Transactional Documents	\$ 97,210	\$ 93,390	\$ 3,820	4.1
Banking Solutions	51,266	34,722	16,544	47.6
Outsourced Solutions	40,905	29,878	11,027	36.9
	\$ 189,381	\$ 157,990	\$ 31,391	19.9
Segment measure of profit:				
Payments and Transactional Documents	\$ 22,933	\$ 21,707	\$ 1,226	5.6
Banking Solutions	10,227	5,540	4,687	84.6
Outsourced Solutions	3,625	2,057	1,568	76.2
Total measure of segment profit	\$ 36,785	\$ 29,304	\$ 7,481	25.5

A reconciliation of the measure of segment profit to our GAAP income for 2011 and 2010, before the provision for income taxes, is as follows:

	Fiscal Year Ended June 30,	
	2011 (in thousands)	2010 (in thousands)
Segment measure of profit	\$ 36,785	\$ 29,304
Less:		
Amortization of intangible assets	(12,662)	(13,214)
Stock compensation expense	(11,467)	(8,956)
Acquisition related expenses	(1,677)	(585)
Restructuring expenses	(1,111)	52
Add:		
Other income (expense), net	558	(93)
Income before income taxes	\$ 10,426	\$ 6,508

Payments and Transactional Documents. The revenue increase for the fiscal year ended June 30, 2011 compared to the prior fiscal year was primarily attributable to increases in software licenses revenue of \$2.2 million and increases in subscriptions and transactions revenue of \$1.7 million. These increases were both primarily attributable to increased European revenue in our payment and document automation products. The revenue increase includes a favorable effect of foreign exchange rates of approximately \$0.5 million associated with the British Pound Sterling and the Australian Dollar, both of which appreciated against the US Dollar when compared to the prior fiscal year. The segment profit increase of \$1.2 million for the fiscal year ended June 30, 2011 compared to the prior fiscal year was primarily attributable to increased software license and subscriptions and transactions gross margins in our European payment and document automation products. The increased gross margin was offset by increased operating expenses primarily related to increased sales and marketing costs in the US and Europe largely associated with our 2011 business acquisitions.

Banking Solutions. The revenue increase in our Banking Solutions segment for the fiscal year ended June 30, 2011 compared to the prior fiscal year was primarily due to an increase of \$13.1 million in professional

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services revenue associated with several large ongoing banking projects. In addition, subscriptions and transactions revenue increased \$2.8 million and software license revenue increased \$0.5 million in this segment. The segment profit increase of \$4.7 million for the fiscal year ended June 30, 2011 compared to the prior fiscal year was primarily attributable to increased gross margins due to the revenue increase, partially offset by increased operating expenses attributable to increased headcount related expenses associated with increased product development initiatives.

Outsourced Solutions. The revenue increase in our Outsourced Solutions segment for the fiscal year ended June 30, 2011 compared to the prior fiscal year was due to the revenue contributions from our Paymode-X solution, our SWIFT Access Service products and our legal spend management solutions. The SWIFT Access Service product revenue relates to our acquisition of SMA in October 2010 and the legal spend management solutions revenue increase was driven by our acquisition of Allegient in April 2011. The segment profit increased \$1.6 million for the fiscal year ended June 30, 2011 compared to the prior fiscal year due primarily to improved subscriptions and transactions gross margins. The gross margin improvements were partially offset by increased operating expenses primarily associated with increased sales and marketing headcount related expenses as we promoted our newer products.

Revenues by Category

	Fiscal Year Ended June 30,		Increase Between Periods 2011 Compared to 2010	
	2011	2010 (in thousands)		%
Revenues:				
Subscriptions and transactions	\$ 55,133	\$ 41,421	\$ 13,712	33.1
Software licenses	16,547	13,607	2,940	21.6
Service and maintenance	108,930	94,379	14,551	15.4
Equipment and supplies	8,771	8,583	188	2.2
Total revenues	\$ 189,381	\$ 157,990	\$ 31,391	19.9

Subscriptions and Transactions. The increase in subscriptions and transactions revenues was due principally to the revenue contribution from our Paymode-X and legal spend management solutions and from our SMA and DDL acquisitions. The legal spend management revenue increase was driven by our acquisition of Allegient.

Software Licenses. The increase in software license revenues was due to an increase of \$2.2 million in our Payments and Transactional Documents segment of which \$1.4 million was driven by our European operations, \$0.5 million from our Banking Solutions segment and \$0.3 million from our Outsourced Solutions segment.

Service and Maintenance. The increase in service and maintenance revenues was primarily the result of an increase in professional services revenues of \$13.7 million associated with several large ongoing banking projects and \$1.7 million related to service and maintenance revenue from our SMA acquisition.

Equipment and Supplies. The slight increase in equipment and supplies revenues was principally due to an increase of \$0.4 million driven by our North American operations, offset in part by decreased revenue from our European operations.

Table of Contents**Cost of Revenues**

	Fiscal Year Ended June 30,		Increase Between Periods 2011 Compared to 2010	
	2011	2010 (in thousands)		%
Cost of revenues:				
Subscriptions and transactions	\$ 29,935	\$ 20,552	\$ 9,383	45.7
Software licenses	1,352	1,082	270	25.0
Service and maintenance	47,975	40,772	7,203	17.7
Equipment and supplies	6,880	6,515	365	5.6
Total cost of revenues	\$ 86,142	\$ 68,921	\$ 17,221	25.0
Gross profit	\$ 103,239	\$ 89,069	\$ 14,170	15.9

Subscriptions and Transactions. Subscriptions and transactions costs increased to 54% of subscriptions and transactions revenues for the fiscal year ended June 30, 2011 as compared to 50% of subscriptions and transactions revenues in the fiscal year ended June 30, 2010. The increase in subscriptions and transactions costs as a percentage of revenue was due principally to the costs associated with our Outsourced Solutions segment related to our SMA acquisition and Paymode-X solutions.

Software Licenses. Software license costs remained consistent at 8% of software license revenues for the fiscal year ended June 30, 2011 as compared to the prior fiscal year. The increase in costs in dollar terms was due principally to additional costs associated with third-party software that we sell alongside our solutions.

Service and Maintenance. Service and maintenance costs remained relatively consistent at 44% of service and maintenance revenues for the fiscal year ended June 30, 2011 as compared to 43% for the prior fiscal year. The increase in service and maintenance costs was a result of increased professional services costs in our Banking Solutions segment related to large ongoing projects.

Equipment and Supplies. Equipment and supplies costs increased slightly to 78% of equipment and supplies revenues for the fiscal year ended June 30, 2011 as compared to 76% of equipment and supplies revenues for the prior fiscal year. The increase in costs as a percentage of revenue was due to a higher mix of lower margin transactions.

Operating Expenses

	Fiscal Year Ended June 30,		Increase (Decrease) Between Periods 2011 Compared to 2010	
	2011	2010 (in thousands)		%
Operating expenses:				
Sales and marketing	\$ 39,345	\$ 34,013	\$ 5,332	15.7
Product development and engineering	21,862	18,858	3,004	15.9
General and administrative	19,502	16,383	3,119	19.0
Amortization of intangible assets	12,662	13,214	(552)	(4.2)
Total operating expenses	\$ 93,371	\$ 82,468	\$ 10,903	13.2

Sales and Marketing. Sales and marketing expenses increased \$5.3 million in the fiscal year ended June 30, 2011 as compared to the fiscal year ended June 30, 2010 principally due to an increase in headcount related costs of \$4.4 million due to the impact of our recent acquisitions. In addition, we recognized approximately \$0.4 million of sales and marketing related restructuring expense during fiscal 2011.

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Product Development and Engineering. The increase in product development and engineering expenses of \$3.0 million in the fiscal year ended June 30, 2011 as compared to the fiscal year ended June 30, 2010 was primarily attributable to increased employee related costs of \$1.9 million and increased costs associated with contract employees of \$2.0 million driven primarily by development and enhancement initiatives in our Banking Solutions segment. This increase was offset in part by a decrease in professional services expense of \$0.3 million, principally in our Outsourced Solutions segment.

General and Administrative. The increase in general and administrative expenses of \$3.1 million in the fiscal year ended June 30, 2011 as compared to the fiscal year ended June 30, 2010 was principally attributable to an increase in acquisition related costs of \$1.1 million and an increase in employee related costs of \$1.1 million, partially attributable to our recent acquisitions. In addition, we recognized approximately \$0.3 million of general and administrative related restructuring expense during fiscal 2011.

Amortization of Intangible Assets. We amortize our intangible assets in proportion to the estimated rate at which the asset provides economic benefit to us. Accordingly, amortization expense rates are often higher in the earlier periods of an asset's estimated life. The decrease in amortization expense for the fiscal year ended June 30, 2011 as compared to the prior fiscal year occurred as expense from intangible assets arising in prior acquisitions decreased as those assets aged, offset in part by an increase in amortization expense from intangible assets associated with more recent acquisitions, including SMA, DDL, Business Information Technology Group (BITG) and Allegient.

Other Income (Expense), Net

	Fiscal Year Ended June 30,		Increase (Decrease) Between Periods 2011 Compared to 2010	
	2011	2010 (in thousands)		%
Interest income	\$ 437	\$ 246	\$ 191	77.6
Interest expense	(79)	(74)	(5)	(6.8)
Other income (expense), net	200	(265)	465	175.5
Other income (expense), net	\$ 558	\$ (93)	\$ 651	700.0

Other Income (Expense), Net. For the fiscal year ended June 30, 2011 as compared to the prior fiscal year, interest income increased as a result of a full year of increased cash balances as compared to the prior fiscal year. Interest expense remained insignificant in 2011. Other income in fiscal 2011 arose from realized foreign exchange gains associated with both the British Pound Sterling and the European Euro, as compared to certain foreign exchange transaction losses in 2010.

Provision for Income Taxes

We recorded an income tax benefit of \$25.5 million for the fiscal year ended June 30, 2011 compared to income tax expense of \$2.6 million for the fiscal year ended June 30, 2010. The net income tax benefit for fiscal year 2011 includes the impact of a \$28.3 million benefit arising from the release of a portion of our US and UK valuation allowances that had been recorded against our deferred tax assets. The tax benefit arising from the release of our US and UK valuation allowance was \$27.4 million and \$0.9 million, respectively. The ability to release a portion of our US and UK valuation allowances was attributable to continued profitability in our US and UK operations, which was expected to continue, including the attainment of three years of cumulative profitability on a pre-tax basis during fiscal year 2011. The net tax benefit for fiscal 2011 also included income tax expense associated with our UK and Australian operations, US tax expense associated with goodwill that is deductible for tax purposes but not amortized for financial reporting purposes, US state tax expense and an income tax benefit relating to a reduction in our unrecognized tax benefits upon the expiration of certain statutes.

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of limitations. Tax expense for the year ended June 30, 2010 was due principally to income tax expense associated with our UK and Australian operations, alternative minimum tax arising from the utilization of net operating losses in the US and tax expense associated with goodwill that is deductible for tax purposes but not amortized for financial reporting purposes.

Liquidity and Capital Resources

We have financed our operations primarily from cash generated by operating activities and the sale of our common stock. We have generated positive operating cash flows in each of our last eleven completed fiscal years. We have no long-term debt. Accordingly, we believe that the cash generated from our operations and the cash and cash equivalents we have on hand will be sufficient to meet our operating requirements for the foreseeable future.

In March 2012, we entered into an agreement to acquire Albany Software Limited, a UK based corporation, for a cash payment of £20 million (approximately \$32 million based on current exchange rates). The acquisition is subject to UK regulatory approval and the satisfaction or waiver of customary closing conditions. We anticipate funding this obligation with cash on hand and do not believe this use of cash will adversely impact our overall liquidity position.

One of our goals is to maintain and improve our capital structure. The key metrics we focus on in assessing the strength of our liquidity and a summary of our cash activity for the year ended June 30, 2012 and 2011 are summarized in the tables below:

	June 30, 2012	June 30, 2011
	(in thousands)	
Cash, cash equivalents and marketable securities	\$ 124,862	\$ 112,017
Long-term debt (capital leases)	\$	\$ 96

	Fiscal Year Ended June 30,	
	2012	2011
	(in thousands)	
Cash provided by operating activities	\$ 35,415	\$ 30,501
Cash used in investing activities	(36,503)	(64,410)
Cash provided by financing activities	14,939	20,030
Effect of exchange rates on cash	(1,003)	3,074

Cash, cash equivalents and marketable securities. At June 30, 2012 our cash and cash equivalents consisted primarily of cash deposits held at major banks and money market funds. The \$12.8 million increase in cash, cash equivalents and marketable securities at June 30, 2012 from June 30, 2011 was primarily due to cash generated from operations of \$35.4 million and cash generated from the exercise of employee stock options and the exercise of a stock warrant, offset in part by cash used to fund acquisitions of \$27.4 million, purchase property and equipment of \$9.1 million and the unfavorable effect of exchange rates on cash of \$1.0 million.

Cash, cash equivalents and marketable securities included \$37.0 million held by our foreign subsidiaries as of June 30, 2012, of which \$6.4 million would be subject to US tax rates if we sought to use those amounts to fund domestic operations. Cash and cash equivalents held by our foreign subsidiaries are denominated in currencies other than US Dollars. Decreases in the foreign currency exchange rates of the British Pound, European Euro, and Australian Dollar to the US Dollar decreased our overall cash balances by approximately \$1.0 million in the fiscal year ended June 30, 2012. Further changes in the foreign currency exchange rates of these currencies could have a significant effect on our overall cash balances. However, we continue to believe that our existing cash balances, even in light of the foreign currency volatility we frequently experience, are adequate to meet our operating requirements for the foreseeable future.

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We intend to continue to permanently reinvest our earnings from foreign subsidiaries, and we currently do not anticipate that we will need funds generated from our foreign subsidiaries to fund our domestic operations. If in the future we were to change our intention with respect to permanent reinvestment of earnings from our foreign subsidiaries, any foreign earnings that had previously not been taxed in the US would generally become subject to US tax at statutory rates.

Operating Activities. Cash generated from operating activities primarily relates to our net income or loss less the impact of non-cash expenses and changes in working capital. Cash generated from operations increased by \$4.9 million in the fiscal year ended June 30, 2012 versus the prior fiscal year. The increase in cash generated from operations was primarily due to a decrease in cash used in accounts receivable of \$5.7 million and a decrease in cash used in accrued expenses of \$5.7 million partially offset by a decrease in cash provided by other assets of \$3.8 million and an increase in cash used in accounts payable of \$2.0 million when compared to the same period in the prior year.

At June 30, 2012, we had US net operating loss carryforwards of \$48.3 million, which expire at various times through year 2031 and European net operating loss carryforwards of \$8.4 million, which have no statutory expiration date. We also currently have approximately \$2.7 million of research and development tax credit carryforwards available which expire at various points through year 2032. The research and development tax credit expired on December 31, 2011 for US federal income tax purposes. Accordingly, absent a change in US tax law, we will not generate research and development tax credits beyond the amount recorded at June 30, 2012. Our operating losses and tax credit carryforwards may be subject to limitations under provisions of the Internal Revenue Code.

At June 30, 2012, a portion of the deferred tax assets associated with our US and European operations have been reserved since, given the available evidence, it was deemed more likely than not that these deferred tax assets would not be realized.

Investing Activities. During the year ended June 30, 2012, we completed several business and asset acquisitions using cash (net of cash acquired) of \$27.4 million. The decrease in net cash used in investing activities for the fiscal year ended June 30, 2012 versus the prior fiscal year was primarily due to the \$27.4 million in cash used to fund current year acquisitions occurring in the current fiscal year as compared to the \$59.7 million of cash we used during the prior fiscal year. The decrease in net cash used to fund acquisitions was offset in part by an increase in cash used for the purchase of property and equipment of \$4.4 million. The cash we used to fund acquisitions during fiscal 2012 and 2011 was as follows:

2012 Acquisition Activity

On November 10, 2011, we acquired IDT for a cash payment of \$1.6 million (net of cash acquired).

On November 30, 2011, we acquired substantially all of the assets and assumed certain liabilities of Logical Progression for a cash payment of \$1.4 million.

On February 21, 2012, we paid additional consideration of \$4.4 million to Bank of America upon the migration of acquired contracts associated with Bank of America's Global Commission Payments business, which we acquired in 2010, to our Paymode-X solution.

On March 9, 2012, we acquired substantially all of the assets and related operations of Intuit's commercial banking business for a cash payment of \$20.0 million.

2011 Acquisition Activity

On October 26, 2010, we acquired SMA for a cash payment of \$6.0 million (net of cash acquired).

On February 14, 2011, we acquired DDL for a cash payment of \$7.7 million (net of cash acquired) and 133,915 shares of our common stock which was valued at approximately \$2.9 million as of the acquisition date.

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On February 15, 2011, we acquired substantially all of the assets and assumed certain liabilities of BITG for a cash payment of approximately \$0.9 million.

On April 1, 2011, we acquired Allegient for a cash payment of \$45.1 million (net of cash acquired).

Financing Activities. The decrease in cash provided by financing activities for the fiscal year ended June 30, 2012 as compared to the prior fiscal year was predominantly due to lower proceeds from the exercise of stock options and employee stock purchases of \$7.9 million, the absence of \$4.9 million in proceeds received from a common stock offering we completed in 2011 and the impact of our repurchase of common stock of \$2.5 million during 2012 partially offset by proceeds we received from the exercise of a warrant in our common stock of \$8.5 million.

Notes Payable and Credit Facilities

In September 2011, our Loan and Security Agreement with Silicon Valley Bank (the Credit Facility) expired. No amounts were due at the expiration date. Based on cash available on hand we decided not to renew the Credit Facility.

Contractual Obligations

Following is a summary of future payments that we are required to make under existing contractual obligations as of June 30, 2012:

	Total	Payment Due by Period			More Than 5 Years
		Less Than 1 Year	1-3 Years (in thousands)	4-5 Years	
Operating lease obligations	\$ 16,621	\$ 3,826	\$ 6,493	\$ 2,382	\$ 3,920
Pending acquisition of Albany Software Limited (see Note 4)	32,000	32,000			
Capital lease obligations (inclusive of interest)	97	97			
Other contractual obligations	6,536	2,711	3,066	759	
Total	\$ 55,254	\$ 38,634	\$ 9,559	\$ 3,141	\$ 3,920

Purchase orders are not included in the table above. Our purchase orders represent authorizations to purchase rather than binding agreements. The contractual obligation amounts in the table above are associated with agreements that are enforceable and legally binding and that specify all significant terms, including: fixed or minimum services to be used; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Obligations under contract that we can cancel without a significant penalty are not included in the table above. Also excluded from the table is our estimate of unrecognized tax benefits, for which cash settlement may be required, in the amount of \$0.5 million. These amounts have been excluded because, as of June 30, 2012, we are unable to estimate the timing of future cash outflows, if any, associated with these liabilities as we do not currently anticipate settling any of these tax positions with cash payment in the foreseeable future.

Off-Balance Sheet Arrangements

During the fiscal year ended June 30, 2012 we did not have any off-balance sheet arrangements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.*Interest rate risk*

Our exposure to financial risk, including changes in interest rates, relates primarily to our cash and cash equivalents. We have not entered into any interest rate swap agreements or other instruments to minimize our

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exposure to interest rate fluctuations. We have not had any derivative instruments in the past and do not presently plan to have these types of instruments in the future. Our cash and cash equivalents typically consist of demand deposit accounts, money market mutual funds and U.S. Treasury securities. Based on our current average balances of cash and cash equivalents a significant change in interest rates could have a material effect on our operating results. Based on our average cash and cash equivalents balance and average actual interest rates during the respective annual periods, a 100 basis point change in interest rates would result in a hypothetical change of approximately \$1.3 million, \$1.3 million, and \$0.6 million for the fiscal years ended 2012, 2011 and 2010, respectively, in our results of operations and cash flows.

Foreign currency exchange rate risk

We have significant operations located in the United Kingdom, where the functional currency is British Pound Sterling. We also have operations in Australia, where the functional currency is the Australian dollar, in Germany and France, where the functional currency is the European Euro and in New Zealand and Canada, where the functional currencies are the New Zealand Dollar and the Canadian Dollar, respectively. We have not entered into any foreign currency hedging transactions or other instruments to minimize our exposure to foreign currency exchange rate fluctuations nor do we presently plan to in the future.

Foreign currency translation risk

The following sensitivity analysis is based on a hypothetical 10 percent increase or decrease in foreign currency exchange rates and presents the impact that such an increase or decrease would have had on our cash balances as of June 30, 2012 and 2011:

	Effect of a 10% Increase or Decrease in Exchange Rates Cash and cash equivalents	
	2012	2011
	(in thousands)	
Between US Dollar and:		
British Pounds Sterling (+/-)	\$ 3,094	\$ 2,035
European Euro (+/-)	\$ 239	\$ 290
Australian Dollar (+/-)	\$ 334	\$ 274

A 10% increase or decrease in the exchange rate between the New Zealand Dollar and the US Dollar or the Canadian Dollar and the US Dollar would not have had a significant impact on our cash and cash equivalents at June 30, 2012 or June 30, 2011.

The following sensitivity analysis is based on a hypothetical 10 percent increase or decrease in foreign currency exchange rates and presents the impact that such an increase or decrease would have had on our revenue and net income (loss) for the years ended June 30, 2012, 2011 and 2010:

	Effect of a 10% Increase or Decrease in Average Exchange Rates					
	Revenue		Net income (loss)			
	2012	2011	2010	2012	2011	2010
	(in thousands)					
Between US Dollar and:						
British Pounds Sterling (+/-)	\$ 6,468	\$ 5,374	\$ 4,691	\$ 396	\$ 288	\$ 112
European Euro (+/-)	\$ 395	\$ 388	\$ 379	\$ 50	\$ 63	\$ 224
Australian Dollar (+/-)	\$ 277	\$ 210	\$ 186	\$ 24	\$ 8	\$ 102

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A 10% increase or decrease in the average exchange rate between the New Zealand Dollar and the US Dollar or the Canadian Dollar and the US Dollar would not have had a significant impact on our revenue or net income for the years ended June 30, 2012, or 2011. We did not have operations in New Zealand or Canada prior to fiscal 2011.

Foreign currency transaction risk

Foreign currency transaction gains and losses are generally not significant and our financial results would not be significantly impacted in the event of a 10% increase or decrease in the average exchange rates between the US dollar and the respective functional currencies of our international subsidiaries.

Item 8. *Financial Statements and Supplementary Data.*

Index to Financial Statements, Financial Statements and Supplementary Data appear within Item 15 of this Annual Report on Form 10-K.

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 9A. *Controls and Procedures.*

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2012. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. As allowed by SEC guidance, management excluded from its assessment the commercial banking business which was acquired in March 2012 and which represented less than 5 percent of total assets and less than 5 percent of total revenues as of and for the year ended June 30, 2012. Based on the evaluation of our disclosure controls and procedures as of June 30, 2012, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management's report on internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) and the independent registered public accounting firm's related audit report are included in Item 8 of this Form 10-K and are incorporated herein by reference.

No change in our internal control over financial reporting occurred during the fiscal quarter ended June 30, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. *Other Information.*

Not applicable.

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PART III

Item 10. *Directors, Executive Officers and Corporate Governance.*

See Executive Officers and Other Key Employees of the Registrant in Part I of this Annual Report on Form 10-K. We will furnish to the Securities and Exchange Commission a definitive Proxy Statement (the Proxy Statement) not later than 120 days after the close of the fiscal year ended June 30, 2012. The information required by this item is incorporated herein by reference to the information contained under the captions Proposal I Election of Class II Directors, Section 16(a) Beneficial Ownership Reporting Compliance and Corporate Governance of the Proxy Statement.

We have adopted a Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The text of our Code of Business Conduct and Ethics is posted in the Corporate Governance section of our website, www.bottomline.com. We intend to disclose on our website any amendments to, or waivers from, our Code of Business Conduct and Ethics that are required to be disclosed pursuant to the disclosure requirements of Item 5.05 of Form 8-K.

Item 11. *Executive Compensation.*

The information required by this item is incorporated herein by reference to the information contained under the captions Executive Compensation, Director Compensation, Compensation Committee Interlocks and Insider Participation, Compensation Committee Report, and Employment and Other Agreements and Potential Payments Upon Termination or Change in Control of the Proxy Statement.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.*

The information required by this item is incorporated herein by reference to the information contained under the captions Security Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information of the Proxy Statement.

Item 13. *Certain Relationships and Related Transactions, and Director Independence.*

The information required by this item is incorporated herein by reference to the information contained under the captions Employment and Other Agreements and Potential Payments Upon Termination or Change in Control, Proposal I Election of Class II Directors, Corporate Governance and Certain Relationships and Related Transactions of the Proxy Statement.

Item 14. *Principal Accountant Fees and Services.*

The information required to be disclosed by this item is incorporated herein by reference to the information contained under the caption Principal Accountant Fees and Services and Pre-Approval Policies and Procedures of the Proxy Statement.

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PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) *Financial Statements, Financial Statement Schedule and Exhibits*

	Page
(1) <u>Financial Statements</u> see Index to Consolidated Financial Statements	51
(2) Financial Statement Schedule for the Years Ended June 30, 2012, 2011 and 2010:	
<u>Schedule II Valuation and Qualifying Accounts</u>	50
Financial statement schedules not included have been omitted because of the absence of conditions under which they are required or because the required information, where material, is shown in the financial statements or notes.	
(3) <u>Exhibits:</u>	
Exhibits filed as part of this Annual Report on Form 10-K are listed on the Exhibit Index immediately preceding such exhibits, which is incorporated herein by reference	88

Table of Contents**SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS****ALLOWANCE FOR DOUBTFUL ACCOUNTS AND RETURNS****Years Ended June 30, 2012, 2011 and 2010**

Year Ended	Balance at Beginning of Year	(Charged to Revenue, Costs and Expenses)	Activity		Balance at End of Year
			Additions and Recoveries (1) (in thousands)	Deductions (2)	
June 30, 2012	\$ 429	239		82	\$ 586
June 30, 2011	\$ 481	88	69	209	\$ 429
June 30, 2010	\$ 645	7	2	173	\$ 481

- (1) Additions primarily represent increases to the allowance for doubtful accounts and returns balances as a result of the impact of increases in foreign currency exchange rates.
- (2) Deductions are principally write-offs and reductions to reserves as well as the impact of decreases in foreign currency exchange rates.

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INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
<u>Management's Annual Report on Internal Control Over Financial Reporting</u>	52
<u>Report of Independent Registered Public Accounting Firm</u>	53
<u>Consolidated Balance Sheets as of June 30, 2012 and 2011</u>	55
<u>Consolidated Statements of Operations for the years ended June 30, 2012, 2011 and 2010</u>	56
<u>Consolidated Statements of Stockholders' Equity and Comprehensive Income and Loss for the years ended June 30, 2012, 2011 and 2010</u>	57
<u>Consolidated Statements of Cash Flows for the years ended June 30, 2012, 2011 and 2010</u>	58
<u>Notes to Consolidated Financial Statements</u>	59

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Management's Annual Report on Internal Control Over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2012. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework.

As allowed by SEC guidance, management excluded from its assessment the commercial banking business which was acquired in March 2012 and which represented less than 5 percent of total assets and less than 5 percent of total revenues as of and for the year ended June 30, 2012.

Based on our assessment, management concluded that, as of June 30, 2012, the Company's internal control over financial reporting is effective based on those criteria.

The Company's independent registered public accounting firm has issued an audit report on the Company's internal control over financial reporting. This report appears on page 53.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders

Bottomline Technologies (de), Inc.

We have audited Bottomline Technologies (de), Inc.'s internal control over financial reporting as of June 30, 2012, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Bottomline Technologies (de), Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Annual Report on Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of the commercial banking business which is included in the 2012 consolidated financial statements of Bottomline Technologies (de), Inc. and constituted less than 5 percent of total assets and less than 5 percent of total revenues for the year then ended. Our audit of internal control over financial reporting of Bottomline Technologies (de), Inc. also did not include an evaluation of the internal control over financial reporting of the commercial banking business.

In our opinion, Bottomline Technologies (de), Inc. maintained, in all material respects, effective internal control over financial reporting as of June 30, 2012, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Bottomline Technologies (de), Inc. as of June 30, 2012 and 2011, and the related consolidated statements of operations, stockholders' equity and comprehensive income and loss, and cash flows for each of the three years in the period ended June 30, 2012 of Bottomline Technologies (de), Inc. and our report dated August 27, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Boston, Massachusetts

August 27, 2012

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders

Bottomline Technologies (de), Inc.

We have audited the accompanying consolidated balance sheets of Bottomline Technologies (de), Inc. as of June 30, 2012 and 2011, and the related consolidated statements of operations, stockholders' equity and comprehensive income and loss, and cash flows for each of the three years in the period ended June 30, 2012. Our audits also included the financial statement schedule listed in the index at Item 15(a)(2). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Bottomline Technologies (de), Inc. at June 30, 2012 and 2011, and the consolidated results of its operations and its cash flows for each of the three years in the period ended June 30, 2012, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Bottomline Technologies (de), Inc.'s internal control over financial reporting as of June 30, 2012, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 27, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Boston, Massachusetts

August 27, 2012

Table of Contents**CONSOLIDATED BALANCE SHEETS**

	June 30,	
	2012	2011
	(in thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 124,801	\$ 111,953
Marketable securities	61	64
Accounts receivable, net of allowances for doubtful accounts and returns of \$586 at June 30, 2012 and \$429 at June 30, 2011	45,344	41,535
Inventory, net	480	365
Deferred tax assets	6,773	7,297
Prepaid expenses and other current assets	8,212	7,646
Total current assets	185,671	168,860
Property, plant and equipment, net	19,756	16,098
Customer related intangible assets, net	52,506	57,518
Core technology intangible assets, net	17,355	14,713
Other intangible assets, net	9,106	2,318
Goodwill	98,974	98,524
Other assets	9,003	5,303
Total assets	\$ 392,371	\$ 363,334
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 8,841	\$ 8,971
Accrued expenses	17,170	18,706
Deferred revenue	41,304	40,510
Total current liabilities	67,315	68,187
Deferred revenue, non current	7,072	5,438
Deferred income taxes	1,641	2,208
Other liabilities	2,157	1,827
Total liabilities	78,185	77,660
Stockholders' equity:		
Preferred Stock, \$.001 par value:		
Authorized shares 4,000; issued and outstanding shares none		
Common Stock, \$.001 par value:		
Authorized shares 50,000; issued shares 36,672 at June 30, 2012 and 34,625 at June 30, 2011; outstanding shares 34,741 at June 30, 2012 and 32,744 at June 30, 2011	37	35
Additional paid-in-capital	438,732	408,375
Accumulated other comprehensive loss	(6,564)	(4,524)
Treasury stock: 1,931 at June 30, 2012 and 1,881 shares at June 30, 2011, at cost	(22,291)	(20,779)
Accumulated deficit	(95,728)	(97,433)
Total stockholders' equity	314,186	285,674
Total liabilities and stockholders' equity	\$ 392,371	\$ 363,334

See accompanying notes.

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CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended June 30,		
	2012	2011	2010
	(in thousands, except per share data)		
Revenues:			
Subscriptions and transactions	\$ 85,005	\$ 55,133	\$ 41,421
Software licenses	17,562	16,547	