

BOTTOMLINE TECHNOLOGIES INC /DE/  
Form 424B3  
December 06, 2002

Filed Pursuant to Rule 424(b) (3)  
Registration No. 333-62330

PROSPECTUS SUPPLEMENT  
(To Prospectus Dated June 15, 2001)

BOTTOMLINE TECHNOLOGIES (de), INC.

945,280 SHARES OF COMMON STOCK

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The information in this prospectus supplement concerning the selling stockholders supplements the statements set forth under the caption "Selling Stockholders" in the prospectus. This prospectus supplement should be read in conjunction with the prospectus, which is required to be delivered with this prospectus supplement.

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Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page 1 of the prospectus.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

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#### SELLING STOCKHOLDERS

The shares of common stock covered by this prospectus consist of 945,280 shares of common stock issued in connection with our acquisition of Bottomline Technologies Limited on August 28, 2000, including shares of common stock issued upon the retirement of promissory notes issued in such acquisition.

The following table sets forth the number of shares beneficially owned by the selling stockholders. Beneficial ownership is calculated based on requirements of the Securities and Exchange Commission and is not necessarily indicative of beneficial ownership for any other purpose. Peter Fortune is President of our wholly-owned subsidiary Bottomline Technologies Europe Limited, a company incorporated in England and Wales. Stephen Cutler is Finance Director of Bottomline Technologies Europe Limited. Aside from these relationships, and the relationships set forth in the table below, the selling stockholders have not had a material relationship with Bottomline within the past three years other than as a result of the ownership of the shares described in the table below. No estimate can be given as to the amount of shares covered by this prospectus that will be held by the selling stockholders after completion of this offering because the selling stockholders may offer all or some of the shares and because there currently are no agreements, arrangements or understandings with respect to the sale of any of the shares. However, for purposes of this table, we have assumed that, after completion of the offering, none of the shares covered by this prospectus will be held by the selling

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stockholders. The shares offered by this prospectus may be offered from time to time by the selling stockholders named below.

| Name of Selling Stockholder                                                       | Number of Shares Registered for Sale Hereby (1) | Number of Shares Beneficially Owned Including Shares Registered Hereby, as of May 21, 2001 (2) | Percent of Outstanding Shares of Common Stock as of May 21, 2001 (%) |
|-----------------------------------------------------------------------------------|-------------------------------------------------|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| Andrew Colin McCallum ***                                                         | 73,748                                          | 181,964 (3)                                                                                    | 1.4                                                                  |
| Catherine McCallum +                                                              | 5,496                                           | 181,964 (3)                                                                                    | 1.4                                                                  |
| Danielle McCallum +                                                               | 880                                             | 181,964 (3)                                                                                    | 1.4                                                                  |
| Oliver Glenn **+                                                                  | 880                                             | 181,964 (3)                                                                                    | 1.4                                                                  |
| Andrew Colin McCallum and Catherine McCallum as Trustees of Charlotte McCallum ++ | 880                                             | 181,964 (3)                                                                                    | 1.4                                                                  |
| Andrew Colin McCallum and Catherine McCallum as Trustees of Ashleigh Glenn ++     | 880                                             | 181,964 (3)                                                                                    | 1.4                                                                  |
| Richard McCallum +                                                                | 880                                             | 181,964 (3)                                                                                    | 1.4                                                                  |
| Christopher Wilson Peck ****++                                                    | 13,136                                          | 35,510 (4)                                                                                     | *                                                                    |
| Tracy Jane Peck ****+                                                             | 3,298                                           | 35,510 (4)                                                                                     | *                                                                    |
| Rowan Nominees Limited c/o Mercury Asset Management Limited                       | 570,564                                         | 1,515,174 (5)                                                                                  | 11.6                                                                 |
| Rowan Nominees Limited a/c RR c/o Mercury Asset Management Limited                | 43,695                                          | 1,515,174 (5)                                                                                  | 11.6                                                                 |
| Genesis International Limited                                                     | 42,635                                          | 42,635                                                                                         | *                                                                    |
| Peter Kenneth Rooke ***                                                           | 56,215                                          | 154,470 (6)                                                                                    | 1.1                                                                  |
| Pamela Rooke ****+                                                                | 7,119                                           | 154,470 (6)                                                                                    | 1.1                                                                  |
| Peter Kenneth Rooke and Pamela Rooke as Trustees of Thomas Penn Rooke ++          | 2,374                                           | 154,470 (6)                                                                                    | 1.1                                                                  |
| Simon Thomas Peter Rooke +                                                        | 2,374                                           | 154,470 (6)                                                                                    | 1.1                                                                  |
| James Daniel Wood +                                                               | 2,374                                           | 154,470 (6)                                                                                    | 1.1                                                                  |
| Peter Stanley Fortune +++***                                                      | 23,094                                          | 68,206 (7)                                                                                     | *                                                                    |

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|                                                                                             |       |           |   |
|---------------------------------------------------------------------------------------------|-------|-----------|---|
| Joanne Barbara Fortune +                                                                    | 5,496 | 68,206(7) | * |
| Peter Stanley Fortune and<br>Joanne Barbara Fortune as<br>Trustees of Harriet Joanne Louise | 733   | 68,206(7) | * |

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| Name of Selling Stockholder                                                                             | Number of Shares<br>Registered for<br>Sale Hereby (1) | Number of<br>Shares<br>Beneficially<br>Owned Including<br>Shares<br>Registered<br>Hereby, as of<br>May 21, 2001 (2) | Percent of<br>Outstanding<br>Shares of Common<br>Stock as of May<br>21, 2001 (%) |
|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| Peter Stanley Fortune and<br>Joanne Barbara Fortune as<br>Trustees of James Peter Matthew<br>Fortune ++ | 733                                                   | 68,206(7)                                                                                                           | *                                                                                |
| Stephen Joseph Cutler ****+                                                                             | 9,892                                                 | 27,496(8)                                                                                                           | *                                                                                |
| Kathryn Elizabeth Cutler +                                                                              | 3,298                                                 | 27,496(8)                                                                                                           | *                                                                                |
| John A. Clarke ***                                                                                      | 13,189                                                | 27,496                                                                                                              | *                                                                                |
| John Christopher Shore ***                                                                              | 3,430                                                 | 7,149                                                                                                               | *                                                                                |
| Sharon Taylor **                                                                                        | 2,111                                                 | 4,400                                                                                                               | *                                                                                |
| Kevin Michael Hart **                                                                                   | 2,111                                                 | 4,400                                                                                                               | *                                                                                |
| Paul John Fannon ****+                                                                                  | 3,369                                                 | 12,714(9)                                                                                                           | *                                                                                |
| Timothy Roger John Miller **                                                                            | 2,111                                                 | 4,400                                                                                                               | *                                                                                |
| Simon Turley **                                                                                         | 2,111                                                 | 4,400                                                                                                               | *                                                                                |
| Stewart James Miller **                                                                                 | 2,111                                                 | 4,400                                                                                                               | *                                                                                |
| Nigel Kevin Savory ****+                                                                                | 5,915                                                 | 12,973                                                                                                              | *                                                                                |
| David Graham Campion **                                                                                 | 880                                                   | 1,833                                                                                                               | *                                                                                |
| Martin John Weller **                                                                                   | 880                                                   | 1,833                                                                                                               | *                                                                                |
| Simon Morton **                                                                                         | 880                                                   | 1,833                                                                                                               | *                                                                                |
| Ian George Whitney **                                                                                   | 616                                                   | 1,283                                                                                                               | *                                                                                |
| Simon David Josephs **                                                                                  | 616                                                   | 1,283                                                                                                               | *                                                                                |
| Robert Bailey **                                                                                        | 616                                                   | 1,283                                                                                                               | *                                                                                |

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|                                 |       |       |   |
|---------------------------------|-------|-------|---|
| Edward Charles Adshead-Grant ** | 880   | 1,833 | * |
| Paul Lee Simpson **             | 616   | 1,283 | * |
| Ian Frank Armstrong **          | 616   | 1,283 | * |
| Simon John Huntley **           | 616   | 1,283 | * |
| Keith William Adams **          | 532   | 1,107 | * |
| Margaret Luzanycia **           | 1,591 | 3,315 | * |
| Steven Andrew Crosson-Smith **  | 659   | 1,533 | * |
| Michael Hassan **               | 704   | 1,467 | * |
| Sally Joy Bailey **             | 147   | 306   | * |
| Alistair Ian McQuade **         | 616   | 1,283 | * |

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| Name of Selling Stockholder | Number of Shares<br>Registered for<br>Sale Hereby (1) | Number of<br>Shares<br>Beneficially<br>Owned Including<br>Shares<br>Registered<br>Hereby, as of<br>May 21, 2001 (2) | Percent of<br>Outstanding<br>Shares of Common<br>Stock as of May<br>21, 2001 (%) |
|-----------------------------|-------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| Paul Christopher Gordon **  | 147                                                   | 306                                                                                                                 | *                                                                                |
| Simon Collinson **          | 616                                                   | 1,283                                                                                                               | *                                                                                |
| Alistair James Humphreys ** | 616                                                   | 1,283                                                                                                               | *                                                                                |
| Edward Pryor **             | 147                                                   | 306                                                                                                                 | *                                                                                |
| Richard James Harris **     | 616                                                   | 1,283                                                                                                               | *                                                                                |
| Peter John Dale **          | 147                                                   | 306                                                                                                                 | *                                                                                |
| Anthony Steven White **     | 367                                                   | 2,194                                                                                                               | *                                                                                |
| Ian Raymond Wheeler **      | 616                                                   | 1,283                                                                                                               | *                                                                                |
| Nathan Jackson **           | 184                                                   | 382                                                                                                                 | *                                                                                |
| Richard Alan Dewar **       | 184                                                   | 382                                                                                                                 | *                                                                                |
| Ryan Jackson **             | 184                                                   | 382                                                                                                                 | *                                                                                |
| Douglas Wilkinson **        | 440                                                   | 917                                                                                                                 | *                                                                                |

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|                             |     |       |   |
|-----------------------------|-----|-------|---|
| Lisa Kathryn Jackson **     | 184 | 382   | * |
| Paul Candahar Nott **       | 147 | 305   | * |
| Ian Grenville Jones **      | 147 | 305   | * |
| Andrew Peter Ryan **        | 147 | 305   | * |
| Philip Taylor **            | 440 | 917   | * |
| Patrick Lawrence Reeves **  | 147 | 305   | * |
| Peter Michael Phillips **   | 147 | 305   | * |
| Richard Gordon Machin **    | 147 | 305   | * |
| David Charles Jewell **     | 367 | 764   | * |
| Richard David Hatton **     | 147 | 306   | * |
| Michelle Lees **            | 92  | 191   | * |
| Julie Mary McGuire **       | 147 | 306   | * |
| Kerry Elizabeth Jones **    | 147 | 306   | * |
| Candace Melanie Pridgeon ** | 147 | 306   | * |
| Ceri Elizabeth Hancox **    | 92  | 191   | * |
| Zoe Ann Kirby **            | 92  | 191   | * |
| Carlos Hugh Esperanca **    | 110 | 230   | * |
| Clive Kenneth Griffiths **  | 110 | 1,380 | * |

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| Name of Selling Stockholder | Number of Shares<br>Registered for<br>Sale Hereby (1) | Number of<br>Shares<br>Beneficially<br>Owned Including<br>Shares<br>Registered<br>Hereby, as of<br>May 21, 2001 (2) | Percent of<br>Outstanding<br>Shares of Common<br>Stock as of May<br>21, 2001 (%) |  |
|-----------------------------|-------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|
| Mark John Overton **        | 110                                                   | 230                                                                                                                 | *                                                                                |  |
| Andrew Tather **            | 110                                                   | 730                                                                                                                 | *                                                                                |  |
| Richard Alan Baldock **     | 110                                                   | 230                                                                                                                 | *                                                                                |  |
| Tim Ager **                 | 92                                                    | 191                                                                                                                 | *                                                                                |  |
| Philip David Charnick **    | 147                                                   | 306                                                                                                                 | *                                                                                |  |

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|                             |        |            |   |
|-----------------------------|--------|------------|---|
| Benjamin Toby Clacy **      | 92     | 191        | * |
| Elaine Duncan **            | 147    | 306        | * |
| Harvey Durrant **           | 147    | 306        | * |
| Janet Edwina Mary Hester ** | 147    | 306        | * |
| Wayne Jones **              | 147    | 306        | * |
| James Richard Malyon **     | 512    | 1,117      | * |
| Alexis McArdle **           | 147    | 306        | * |
| Richard Anthony Parry **    | 278    | 675        | * |
| Gareth Rory Priest **       | 616    | 1,283      | * |
| Andrew James Scarborough ** | 92     | 191        | * |
| Matthew Andrew Shaw **      | 92     | 191        | * |
| Anthony James Skinner **    | 440    | 917        | * |
| Christopher John Conway **  | 13,189 | 27,496     | * |
| Wendy Crosson Smith **      | 440    | 917        | * |
| Anna Elizabeth Webb **      | 120    | 248        | * |
| Vanda Jane Fannon ***       | 2,287  | 12,714 (9) | * |

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\* Less than one percent.

\*\* Employed by Bottomline Technologies Europe Limited either currently or within the past three years.

\*\*\* Former director of Bottomline Technologies Limited or one of its subsidiaries and employed by Bottomline Technologies Limited either currently or within the past three years.

+ Immediate family member of individual(s) employed by Bottomline Technologies Europe Limited either currently or within the past three years.

++ Trustee has been employed by Bottomline Technologies Europe Limited within the past three years.

+++ Current director of Bottomline Technologies Limited or one of its subsidiaries.

(1) This registration statement also shall cover any additional shares of common stock which become issuable in connection with the shares registered for sale hereby by reason of any stock split, stock dividend or similar transaction.

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(2) Includes 100,000 shares of common stock issuable pursuant to common stock purchase warrants that are currently exercisable.

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- (3) Includes (a) 161,342 shares held by Andrew Colin McCallum, (b) 11,457 shares held by Catherine McCallum, (c) 1,833 shares held by Danielle McCallum, (d) 1,833 shares held by Oliver Glenn, (e) 1,833 shares held by Andrew Colin McCallum and Catherine McCallum as Trustees of Charlotte McCallum, (f) 1,833 shares held by Andrew Colin McCallum and Catherine McCallum as Trustees of Ashleigh Glenn and (g) 1,833 shares held by Richard McCallum. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).
- (4) Includes (a) 28,636 shares held by Christopher Wilson Peck and (b) 6,874 shares held by Tracy Jane Peck. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (5) Includes (a) 1,409,929 shares held by Rowan Nominees Limited c/o Mercury Asset Management Limited and (b) 105,245 shares held by Rowan Nominees Limited a/c RR c/o Mercury Asset Management Limited. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (6) Includes (a) 124,788 shares held by Peter Kenneth Rooke, (b) 14,840 shares held by Pamela Rooke, (c) 4,948 shares held by Peter Kenneth Rooke and Pamela Rooke as Trustees of Thomas Penn Rooke, (d) 4,947 shares held by Simon Thomas Peter Rooke and (e) 4,947 shares held by James Daniel Wood. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).
- (7) Includes (a) 53,695 shares held by Peter Stanley Fortune, (b) 11,457 shares held by Joanne Barbara Fortune, (c) 1,527 shares held by Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of Harriet Joanne Louise Fortune and (d) 1,527 shares held by Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of James Peter Matthew Fortune. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).
- (8) Includes (a) 20,622 shares held by Stephen Joseph Cutler and (b) 6,874 shares held by Kathryn Elizabeth Cutler. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (9) Includes (a) 7,947 shares held by Paul John Fannon and (b) 4,767 held by Vanda Jane Fannon.
- (10) Includes (a) 87,594 shares held by Andrew Colin McCallum, (b) 5,961 shares held by Catherine McCallum, (c) 953 shares held by Danielle McCallum, (d) 953 shares held by Oliver Glenn, (e) 953 shares held by Andrew Colin McCallum and Catherine McCallum as Trustees of Charlotte McCallum, (f) 953 shares held by Andrew Colin McCallum and Catherine McCallum as Trustees of Ashleigh Glenn and (g) 953 shares held by Richard McCallum. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).
- (11) Includes (a) 15,500 shares held by Christopher Wilson Peck and (b) 3,576 shares held by Tracy Jane Peck. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (12) Includes (a) 839,365 shares held by Rowan Nominees Limited c/o Mercury Asset Management Limited and (b) 61,550 shares held by Rowan Nominees Limited a/c RR c/o Mercury Asset Management Limited. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (13) Includes (a) 68,573 shares held by Peter Kenneth Rooke, (b) 7,721 shares held by Pamela Rooke, (c) 2,574 shares held by Peter Kenneth Rooke and Pamela Rooke as Trustees of Thomas Penn Rooke, (d) 2,573 shares held by Simon Thomas Peter Rooke and (e) 2,573 shares held by James Daniel Wood. The selling stockholder disclaims beneficial ownership of such shares other

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than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).

- (14) Includes (a) 30,601 shares held by Peter Stanley Fortune, (b) 5,961 shares held by Joanne Barbara Fortune, (c) 794 shares held by Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of Harriet Joanne Louise Fortune and (d) 794 shares held by Peter Stanley Fortune and Joanne Barbara Fortune as Trustees of James Peter Matthew Fortune. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder (other than any shares held by the selling shareholder as trustee).

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- (15) Includes (a) 10,730 shares held by Stephen Joseph Cutler and (b) 3,576 shares held by Kathryn Elizabeth Cutler. The selling stockholder disclaims beneficial ownership of such shares other than those held by the selling stockholder.
- (16) Includes (a) 4,578 shares held by Paul John Fannon and (b) 2,480 shares held by Vanda Jane Fannon.

The date of this Prospectus Supplement is December 6, 2002

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