

Authorize.Net Holdings, Inc.

Form S-8 POS

November 01, 2007

As filed with the Securities and Exchange Commission on November 1, 2007

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-23937)**

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-43588)**

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-56774)**

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-67881)**

**AUTHORIZE.NET HOLDINGS, INC.
(Exact name of Registrant as specified in its charter)**

**Delaware
(State or other jurisdiction of
incorporation or organization)**

**04-3065140
(I.R.S. Employer
Identification Number)**

**293 BOSTON POST ROAD WEST
MARLBOROUGH, MASSACHUSETTS 01752
(508) 229-3200**

(Address, including zip code, of principal executive offices)

**1996 Incentive and Non-Qualified Stock Option Plan
1998 Non-Statutory Stock Option Plan
(Full Titles of the Plans)**

**Mr. Robert E. Donahue
President and Chief Executive Officer
Authorize.Net Holdings, Inc.**

**292 Boston Post Road West
Marlborough, Massachusetts 01752**

(Name and address of agent for service)

(508) 229-3200

(Telephone number, including area code, of agent for service)

WITH COPIES TO:

**John D. Patterson, Jr., Esquire
Dean F. Hanley, Esquire
Foley Hoag LLP
155 Seaport Boulevard
Boston, Massachusetts 02210**

(617) 832-1000

EXPLANATORY NOTE

Authorize.Net Holdings, Inc., a Delaware corporation (the Company), is filing this Post-Effective Amendment No.2 to the following Registration Statements on Form S-8 (the Registration Statements): (i) the Registration Statement on Form S-8 (File No. 333-23937) filed on March 25, 1997, pertaining to the common stock of the Company, par value \$0.01 per share (the Common Stock), to be offered under the Company s 1996 Incentive and Non-Qualified Stock Option Plan, as amended (the 1996 Incentive Plan); (ii) the Registration Statement on Form S-8 (File No. 333-43588) filed on August 11, 2000, pertaining to the Common Stock to be offered under the 1996 Incentive Plan; (iii) the Registration Statement on Form S-8 (File No. 333-56774) filed on March 9, 2001, pertaining to the Common Stock to be offered under the 1996 Incentive Plan, and (iv) the Registration Statement on Form S-8 (File No. 333-67881) filed on November 25, 1998, pertaining to the Common Stock to be offered under the Company s 1998 Non-Statutory Stock Option Plan (the 1998 Option Plan).

On November 1, 2007, pursuant to an Agreement and Plan of Reorganization (the Merger Agreement), dated as of June 17, 2007, by and among the Company, CyberSource Corporation (CyberSource), Congress Acquisition-Sub, Inc. and Congress Acquisition Sub 1, LLC, the Company became a wholly-owned subsidiary of CyberSource. As provided in the Merger Agreement, each share of Common Stock of the Company was converted, directly or indirectly, into the right to receive (a) 1.1611 shares of CyberSource common stock and (b) a pro rata share of \$125 million in the form of a cash payment. Pursuant to the Merger Agreement, the Company and CyberSource have taken such actions as are necessary such that the Company s Common Stock is no longer issuable under the 1996 Incentive Plan and the 1998 Option Plan.

The Company hereby removes and withdraws from registration all securities registered pursuant to the Registration Statements that remain unissued.

Item 8 EXHIBITS

| Exhibit No. | Description of Exhibit |
|-------------|------------------------|
| 24.1 | Powers of Attorney |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marlborough, The Commonwealth of Massachusetts, on November 1, 2007.

AUTHORIZE.NET HOLDINGS, INC.

By: /s/ Eugene J. DiDonato
Eugene J. DiDonato
Vice President and General Counsel

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the indicated capacities.

| Signature | Title | Date |
|--|--|------------------|
| * Robert E. Donahue /s/ Timothy C. O Brien | Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i> | November 1, 2007 |
| Timothy C. O Brien * | Chief Financial Officer, Vice President, Finance and Administration <i>(Principal Financial and Accounting Officer)</i> Director | November 1, 2007 |
| Rachelle B. Chong * | Director | November 1, 2007 |
| Gary Haroian * | Director | November 1, 2007 |
| Kevin C. Melia | | |
| Andrew G. Mills | | |

By: /s/ Eugene J. DiDonato
Eugene J. DiDonato
Attorney-in-Fact