

GRABE WILLIAM O
Form 4/A
March 28, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By
Romeo and Dye's
Section 16 Filer
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1. Name and Address of Reporting Person* Grabe, William O. (Last) (First) (Middle) c/o General Atlantic Service Corporation 3 Pickwick Plaza (Street) Greenwich, CT 06830 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Bottomline Technologies, Inc. (EPAY)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 3/26/03			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
			5. If Amendment, Date of Original (Month/Day/Year) 3/21/03							
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/20/03		P		222,530	A	\$5.54		I	(1)
Common Stock	3/20/03		P		17,575	A	\$5.54		I	(2)
Common Stock	3/20/03		P		29,547	A	\$5.54	3,152,661 ⁽⁴⁾	I	(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	3A. Deemed Execution	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities	10. Ownership	11. Nature of Indirect Beneficial
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(Instr. 3)	Price of Derivative Security	Date (Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)		Derivative Securities (A) or Disposed of (D) (Instr. 3, 4 & 5)		Month/Day/Year	Securities (Instr. 3 & 4)		(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
						(A)	(D)		Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) By General Atlantic Partners 74, L.P. ("GAP 74"). See footnote 4.
- (2) By GapStar, LLC ("GapStar"). See footnote 4.
- (3) By GAP Coinvestment Partners II, L.P. ("GAPCO II"). See footnote 4.
- (4) 3,152,661 shares consists of 2,595,702 shares owned by GAP 74, 202,631 shares owned by GapStar and 354,328 shares owned by GAPCO II. General Atlantic Partners, LLC ("GAP LLC") is the general partner of GAP 74. GAP LLC is also the sole member of GapStar. The managing members of GAP LLC (other than Mr. Klaus Esser) are also the general partners of GAPCO II. Mr. Grabe is a managing member of GAP LLC, and a general partner of GAPCO II. Mr. Grabe disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

By: /s/ **William O. Grabe**
William O. Grabe

March 28, 2003
 Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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