BOTTOMLINE TECHNOLOGIES INC /DE/ Form SC 13D/A June 14, 2005

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 6)

BOTTOMLINE TECHNOLOGIES (DE), INC.

(Name of Issuer)

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

101388106 (CUSIP Number)

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

June 13, 2005 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box [\_].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO.	101388106	Sc	hedule 13D	Page	2 of 16	Pages
1	NAME OF REPORTING P S.S. OR I.R.S. IDEN		ON NO. OF ABOVE PERSC	 DN		
	General Atlantic LL	с				
2	CHECK THE APPROPRIA	TE BOX I	F A MEMBER OF A GROUE	>		[X] [_]
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
	Not Applicable					
5	CHECK BOX IF DISCLO TO ITEMS 2(d) or 2(		LEGAL PROCEEDINGS IS	REQUIRED	) PURSUANI	r [_]
6	CITIZENSHIP OR PLAC	E OF ORG	ANIZATION			
	Delaware					
 NU	MBER OF SHARES	7	SOLE VOTING POWER			
	BENEFICIALLY		-0-			
	OWNED BY	8	SHARED VOTING POWE	IR		
	EACH					
	REPORTING	9	SOLE DISPOSITIVE F	OWER		
	PERSON		-0-			
	WITH	10	SHARED DISPOSITIVE	E POWER		
	W 1 1 11		2,890,700			
 11	AMOUNT BENEFICIALLY	OWNED B	Y EACH REPORTING PERS			
	2,890,700					
12			AMOUNT IN ROW (11) EX			[_]
 13	PERCENT OF CLASS RE	PRESENTE	D BY AMOUNT IN ROW (1	.1)		
	16.6%					
 14	TYPE OF REPORTING P					
	00					

CUSIP NO.	101388106	Sche	dule 13D	Page				Pages
1	NAME OF REPORTING PERS S.S. OR I.R.S. IDENTIF		NO. OF ABOVE PERSON					
	General Atlantic Partn	ers 74,	L.P.					
2	CHECK THE APPROPRIATE	BOX IF	A MEMBER OF A GROUP					[X] [_]
3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	Not Applicable							
5	CHECK BOX IF DISCLOSUR TO ITEMS 2(d) or 2(e)				ΡU	JRSU	JAN	r [_]
6	CITIZENSHIP OR PLACE O		IZATION					
	Delaware							
NU	IMBER OF SHARES	7	SOLE VOTING POWER					
	BENEFICIALLY		-0-					
	OWNED BY	8	SHARED VOTING POWER					
	EACH		2,890,700					
	REPORTING	9	SOLE DISPOSITIVE PO	WER				
	PERSON		-0-					
	WITH	10	SHARED DISPOSITIVE	POWER				
			2,890,700					
11	AMOUNT BENEFICIALLY OW	NED BY	EACH REPORTING PERSO	N				
	2,890,700							
12	CHECK BOX IF THE AGGRE CERTAIN SHARES		OUNT IN ROW (11) EXC:					[_]
13	PERCENT OF CLASS REPRE	SENTED	BY AMOUNT IN ROW (11	)				
	16.6%							
14	TYPE OF REPORTING PERS							
	PN							

CUSIP NO.	101388106	Schedule 13D Page 4 of		E 16	 Pages 		
1	NAME OF REPORTING PERS S.S. OR I.R.S. IDENTIF		N NO. OF ABOVE PERSON				
	GapStar, LLC						
2	CHECK THE APPROPRIATE						[X] [_]
3	SEC USE ONLY						
4	SOURCE OF FUNDS						
	Not Applicable						
5	CHECK BOX IF DISCLOSUR TO ITEMS 2(d) or 2(e)				PUR	SUAN	T [_]
6	CITIZENSHIP OR PLACE C		DRGANIZATION				
	Delaware						
NU	MBER OF SHARES	7	SOLE VOTING POWER				
	BENEFICIALLY		-0-				
	OWNED BY	8	SHARED VOTING POWER				
	EACH		2,890,700				
	REPORTING	9	SOLE DISPOSITIVE PO	WER			
	PERSON		-0-				
		10	SHARED DISPOSITIVE	POWER			
	WITH		2,890,700				
11	AMOUNT BENEFICIALLY OW	NED BY	EACH REPORTING PERSO	 N			
	2,890,700						
12	CHECK BOX IF THE AGGRE CERTAIN SHARES		40UNT IN ROW (11) EXC				[_]
13	PERCENT OF CLASS REPRE	SENTED	BY AMOUNT IN ROW (11	)			
	16.6%						
14	TYPE OF REPORTING PERS	SON					
	00						

CUSIP	NO.	101388106	Schedule 13D Page 5						
1		NAME OF REPORTING PERS S.S. OR I.R.S. IDENTIF		NO. OF ABOVE PERSON					
		GAP Coinvestment Partn	ers II, 	L.P.					
2		CHECK THE APPROPRIATE	BOX IF	A MEMBER OF A GROUP					[X] [_]
3		SEC USE ONLY							
4		SOURCE OF FUNDS							
		Not Applicable							
5		CHECK BOX IF DISCLOSUR TO ITEMS 2(d) or 2(e)			_	ΡŪ	JRSU	JAN	r [_]
6		CITIZENSHIP OR PLACE O		IZATION					
		Delaware							
			 7	SOLE VOTING POWER					
	NUI	MBER OF SHARES		-0-					
	]	BENEFICIALLY	 8	SHARED VOTING POWER					
		OWNED BY	0						
		EACH		2,890,700					
		REPORTING	9	SOLE DISPOSITIVE PO	WER				
		PERSON		-0-					
			10	SHARED DISPOSITIVE	POWER				
		WIIN		2,890,700					
11		AMOUNT BENEFICIALLY OW	NED BY	EACH REPORTING PERSO	N				
		2,890,700							
12		CHECK BOX IF THE AGGRE CERTAIN SHARES		OUNT IN ROW (11) EXC					[_]
 13		PERCENT OF CLASS REPRE	 SENTED	BY AMOUNT IN ROW (11	 )				
		16.6%							
 14		TYPE OF REPORTING PERS							
		PN							

CUSIP I	NO. 101388106	Schedule 13D Page 6 of						
1		TIFICATIO	ON NO. OF ABOVE PERSON					
2	GAPCO GmbH & Co. KG CHECK THE APPROPRIA	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)						[X] [_]
3	SEC USE ONLY							
4	SOURCE OF FUNDS							
5	CHECK BOX IF DISCLO TO ITEMS 2(d) or 2(	e)	LEGAL PROCEEDINGS IS R		PU	IRSU	AN:	r [_]
6	CITIZENSHIP OR PLAC Germany		ANIZATION					
	NUMBER OF SHARES	7	SOLE VOTING POWER					
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER					
	EACH		2,890,700 Sole dispositive po					
	REPORTING	9	-0-	WER				
	PERSON WITH	10	SHARED DISPOSITIVE 2,890,700	POWER				
11	AMOUNT BENEFICIALLY	OWNED BY	Y EACH REPORTING PERSO	N				
12	2,890,700 CHECK BOX IF THE AG CERTAIN SHARES		AMOUNT IN ROW (11) EXC					[_]
13	PERCENT OF CLASS RE							
14	TYPE OF REPORTING P PN							

CUSIP NO	. 101388106	Sch	- nedule 13D -	 Page 				Pages	
1	NAME OF REPORTING F S.S. OR I.R.S. IDEN		NN NO. OF ABOVE PERSON						
	GAPCO Management Gm	ent GmbH							
2	CHECK THE APPROPRIA	ATE BOX IF	A MEMBER OF A GROUP					[X] [_]	
3	SEC USE ONLY								
4	SOURCE OF FUNDS								
	Not Applicable								
5	CHECK BOX IF DISCLC TO ITEMS 2(d) or 2(		EGAL PROCEEDINGS IS R	EQUIRED	) PU	JRSU	JAN	[_]	
6	CITIZENSHIP OR PLAC	CE OF ORGA	NIZATION						
	Germany								
	UMBER OF SHARES	7							
	BENEFICIALLY		-0-						
	OWNED BY	8	SHARED VOTING POWER						
	EACH		2,890,700						
	REPORTING	9	SOLE DISPOSITIVE PO	WER					
	PERSON		-0-						
	WITH	10	SHARED DISPOSITIVE	POWER					
			2,890,700						
11	AMOUNT BENEFICIALLY	OWNED BY	EACH REPORTING PERSO	N					
	2,890,700								
12	CHECK BOX IF THE AG CERTAIN SHARES	GREGATE A	MOUNT IN ROW (11) EXC	LUDES					
								[_]	
13	PERCENT OF CLASS RE	PRESENTED	BY AMOUNT IN ROW (11	)					
	16.6%								
 14	TYPE OF REPORTING P	PERSON							

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CUSIP NO. 101388106	Schedule 13D	Page 8 of 16 Pages

ITEM 1. SECURITY AND ISSUER.

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

ITEM 2. IDENTITY AND BACKGROUND.

follows:

Item 2 is hereby amended and restated in its entirety as

This statement is being filed by a group, as defined in Rule 13d-5 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended. The members of the group are General Atlantic LLC, a Delaware limited liability company (f/k/a, General Atlantic Partners, LLC, "GA"), General Atlantic Partners 74, L.P., a Delaware limited partnership ("GAP 74"), GapStar, LLC, a Delaware limited liability company ("GapStar"), GAP Coinvestment Partners II, L.P., a Delaware limited partnership ("GAPCO II"), GAPCO GmbH & Co. KG, a German limited partnership ("KG"), and GAPCO Management GmbH, a German corporation ("GmbH Management" and, collectively with GA, GAP 74, GapStar, GAPCO II and KG, the "Reporting Persons"). The Reporting Persons (other than KG and GmbH Management) are located at 3 Pickwick Plaza, Greenwich, Connecticut 06830. KG and GmbH Management are located c/o General Atlantic Partners GmbH, Koenigsallee 62, 40212 Duesseldorf, Germany. Each of the Reporting Persons is engaged in acquiring, holding and disposing of interests in various companies for investment purposes.

The general partner of GAP 74 is GA. GA is also the sole member of GapStar. GmbH Management is the general partner of KG. The managing directors of GA are Steven A. Denning, Peter L. Bloom, Mark F. Dzialga, Klaus Esser, Vince Feng, William E. Ford, William O. Grabe, Abhay Havaldar, David C. Hodgson, Braden R. Kelly, Rene M. Kern, Marc F. McMorris, Matthew Nimetz, Franchon M. Smithson, Tom C. Tinsley, Phillip P. Trahanas and Florian Wendelstadt (collectively, the "GA Managing Directors"). The general partners of GAPCO II are the GA Managing Directors. The GA Managing Directors are authorized and empowered to vote and dispose of the securities held by KG. Mr. Grabe serves on the Board of Directors of the Company. The business address of each of the GA Managing Directors (other than Messrs. Esser, Feng, Havaldar, Kelly, Tinsley and Wendelstadt) is 3 Pickwick Plaza, Greenwich, Connecticut 06830. The business address of Mr. Esser is Koenigsallee 62, 40212 Duesseldorf, Germany. The business address of Mr. Feng is 18/F One International Finance Centre, 1 Harbour View Street, Central Hong Kong. The business address of Mr. Havaldar is Room 222, The Taj Mahal Hotel, Apollo Bunder, Mumbai 400 001, India. The business address of Mr. Kelly is 228 Hamilton Avenue, Palo Alto, California 94301. The business address of Mr. Tinsley is 2401 Pennsylvania Avenue N.W., Washington, DC, 20037. The business address of Mr. Wendelstadt is 83 Pall Mall, Sixth Floor, London SW1Y 5ES, United Kingdom. Each of the GA Managing Directors, other than

Messrs. Esser, Havaldar, Kern and Wendelstadt, is a citizen of the United States. Messrs. Esser, Kern and Wendelstadt are citizens of Germany, Mr. Feng is a citizen of the United States and Taiwan, and Mr. Havaldar is a citizen of India.

CUSIP NO. 101388106	Schedule 13D	Page 9 of 16 Pages

The present principal occupation or employment of each of the GA Managing Directors is as a managing director of GA.

None of the Reporting Persons and none of the above individuals has, during the last five years, been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction or subject to any judgment, decree or final order finding any violation of federal or state securities laws or enjoining future violations of, or prohibiting or mandating activities subject to, such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Unchanged.

ITEM 4. PURPOSE OF TRANSACTION.

Unchanged.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as

follows:

(a) As of the date hereof, GA, GAP 74, GapStar, GAPCO II, KG and GmbH Management each own of record no shares of Common Stock, 2,377,845 shares of Common Stock, 185,762 shares of Common Stock, 323,391 shares of Common Stock, 3,702 shares of Common Stock and no shares of Common Stock, respectively, which represent approximately 0.0%, 13.7%, 1.0%, 1.9%, 0.0% and 0.0%, respectively, of the Company's issued and outstanding shares of Common Stock. By virtue of the fact that (i) the GA Managing Directors are also general partners authorized and empowered to vote and dispose of the securities held by GAPCO II, (ii) GA is the general partner of GAP 74 and the sole member of GapStar and (iii) the GA Managing Directors are authorized and empowered to vote and dispose of the securities held by KG, the Reporting Persons may be deemed to share voting power and the power to direct the disposition of the shares of Common Stock, which each owns of record. As of the date hereof, each of the Reporting Persons may be deemed to own beneficially an aggregate of 2,890,700 shares of Common Stock, or 16.6% of the Company's issued and outstanding shares of Common Stock.

(b) Each of the Reporting Persons has the shared power to direct the vote and the shared power to direct the disposition of the 2,890,700 shares of Common Stock that may be deemed to be owned beneficially by each of them.

(c) Except as set forth in this paragraph (c), to the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in shares of Common Stock during the past 60 days. In the aggregate, the sales set forth below amount to over 1% of the shares of Common Stock outstanding as of June 2, 2005.

PROCEEDS			SHARES SOLD	DATE
\$2,665,180.80	\$14.400		185,082	6/13/2005
10 of 16 Page		le 13D		JSIP NO. 101388106
			(ii) GapStar	
PROCEEDS	PER SHARE		SHARES SOLD	DATE
\$208,209.60	\$14.400		14,459	6/13/2005
			(iii) GAPCO II	
PROCEEDS	PER SHARE	PRICE	SHARES SOLD	DATE
\$362,462.40	\$14.400		25,171	6/13/2005
			(iv) KG	
PROCEEDS			SHARES SOLD	DATE
\$4,147.20	\$14.400		288	6/13/2005

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

(e) Not Applicable.

ITEM 6. CONTRACT, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIP WITH RESPECT TO THE ISSUER.

Unchanged.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

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

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

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

CUSIP NO. 101388106

Schedule 13D

Page 11 of 16 Pages

#### SIGNATURES

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

DATED JUNE 14, 2005

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy Name: Thomas J. Murphy Title: Attorney-in-Fact

GENERAL ATLANTIC PARTNERS, 74 L.P.

- By: General Atlantic LLC, Its general partner

#### GAPSTAR, LLC

- By: General Atlantic LLC, Its sole member
- By: /s/ Thomas J. Murphy Name: Thomas J. Murphy Title: Attorney-in-Fact
- GAP COINVESTMENT PARTNERS II, L.P.
- By: /s/ Thomas J. Murphy Name: Thomas J. Murphy Title: Attorney-in-Fact

GAPCO GMBH & CO. KG

By: GAPCO Management GmbH, Its general partner

By: /s/ Matthew Nimetz

Name: Matthew Nimetz Title: Managing Director

CUSIP NO. 101388106

Schedule 13D

Page 12 of 16 Pages

GAPCO MANAGEMENT GMBH

By: /s/ Matthew Nimetz Name: Matthew Nimetz

Title: Managing Director