

MILLS ANDREW G
Form 4
November 01, 2007

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLS ANDREW G

2. Issuer Name **and** Ticker or Trading
Symbol
Authorize.Net Holdings, Inc.
[ANET]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
262 HIGH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2007

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

WINCHESTER, MA 01890

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/01/2007		D	17,500	D	\$ 0 (1)	0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.688	11/01/2007		D		20,000		05/31/2000 ⁽²⁾	05/31/2010	Common Stock	20,000
Stock Option (right to buy)	\$ 8.75	11/01/2007		D		10,000		06/05/2003 ⁽²⁾	06/05/2013	Common Stock	10,000
Stock Option (right to buy)	\$ 8.93	11/01/2007		D		20,000		07/03/2003 ⁽²⁾	07/03/2013	Common Stock	20,000
Stock Option (right to buy)	\$ 5.39	11/01/2007		D		10,000		06/02/2004 ⁽²⁾	06/02/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 6.55	11/01/2007		D		10,000		06/28/2005 ⁽²⁾	06/28/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 13.99	11/01/2007		D		10,000		06/29/2006 ⁽²⁾	06/29/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS ANDREW G 262 HIGH STREET WINCHESTER, MA 01890	X			

Signatures

/s/ Eugene DiDonato
Attorney-in-Fact

11/01/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

Represents shares disposed of pursuant to the Merger Agreement between issuer and CyberSource in exchange for shares of CyberSource
(1) common stock and cash on the closing of the merger. Each share of the issuer is being exchanged for 1.1611 shares of CyberSource common stock plus the "cash exchange ratio" as defined in the Merger Agreement (\$4.42 per share).

This option was accelerated and cancelled pursuant to the Merger Agreement in exchange for a cash payment equal to the "cash exchange ratio" as defined the Merger Agreement (\$4.42 per share) plus an amount determined by multiplying 1.1611 by the difference between (a)
(2) the average closing price of CyberSource common stock for the ten trading days immediately preceding the closing of the merger (\$16.01 per share) and (b) the option exercise price.

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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