

DIDONATO EUGENE  
Form 4  
November 01, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DIDONATO EUGENE**

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)  
**150 SHAW ROAD**  
  
(Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP and General Counsel**

**BROOKLINE, MA 02467**

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)	
				(A) or (D)	Price				
Common Stock	11/01/2007		D	V	6,875	D	\$ 0 (1)	0	D
Common Stock	11/01/2007		D	V	2,274	D	\$ 0 (2)	0	D

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

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(9-02)

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

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)	\$ 9	11/01/2007		D	40,000	11/22/2000 <sup>(3)</sup> 11/22/2010	Common Stock 40,000
Stock Option (right to buy)	\$ 7	11/01/2007		D	12,000	08/05/2002 <sup>(3)</sup> 08/05/2012	Common Stock 12,000
Stock Option (right to buy)	\$ 7.7	11/01/2007		D	41,000	02/09/2004 <sup>(3)</sup> 02/09/2014	Common Stock 41,000
Stock Option (right to buy)	\$ 4.67	11/01/2007		D	7,125	09/15/2004 <sup>(3)</sup> 09/15/2014	Common Stock 7,125
Stock Option (right to buy)	\$ 6.16	11/01/2007		D	32,875	01/13/2005 <sup>(3)</sup> 01/13/2015	Common Stock 32,875
Stock Option (right to buy)	\$ 13.17	11/01/2007		D	25,000	05/09/2006 <sup>(3)</sup> 05/09/2016	Common Stock 25,000
Stock Option (right to buy)	\$ 16.1	11/01/2007		D	30,000	02/27/2007 <sup>(3)</sup> 02/27/2017	Common Stock 30,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

DIDONATO EUGENE  
150 SHAW ROAD  
BROOKLINE, MA 02467

VP and  
General  
Counsel

## Signatures

/s/ Eugene J.  
DiDonato

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).

(1) Represents unvested shares accelerated and disposed of pursuant to the Agreement and Plan of Reorganization dated June 17, 2007 (the "Merger Agreement") between issuer and CyberSource Corporation in exchange for a cash payment equal to the "cash exchange ratio" as defined in the Merger Agreement (\$4.42 per share) plus an amount determined by multiplying 1.1611 by the closing price of CyberSource stock for the ten trading days immediately preceding the closing of the merger (\$16.01 per share).

(2) Represents shares disposed of pursuant to the Merger Agreement between issuer and CyberSource in exchange for shares of CyberSource 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).

(3) 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) 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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