

EGAIN COMMUNICATIONS CORP  
Form 10-Q/A  
January 15, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 10-Q/A**  
**Amendment No. 2 to**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2003

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-30260

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**eGAIN COMMUNICATIONS CORPORATION**

(Exact name of registrant as specified in its charter)

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

**77-0466366**  
(I.R.S. Employer  
Identification No.)

**624 E. Evelyn Avenue, Sunnyvale, CA**

(Address of principal executive offices)

**94086**

(Zip Code)

**(408) 212-3400**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

\_\_\_\_\_

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act): Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| <u>Class</u>                   | <u>Outstanding at September 30, 2003</u> |
|--------------------------------|--|
| Common Stock \$0.001 par value | 3,680,954                                |

**EXPLANATORY NOTE**

Registrant hereby amends its Form 10-Q/A for the interim period ended September 30, 2003, to replace, in its entirety, the certifications previously provided as Exhibits 31.1 and 31.2. The revised Exhibits 31.1 and 31.2 are attached hereto.

**Item 6. Reports on Form 8-K Exhibits and Reports on Form 8-K**

| (a) | <u>Exhibits No.</u> | <u>Description of Exhibits</u>                                     |
|-----|---------------------|--|
|     | 31.1                | Rule 13a-15(e)/15d-15(e) Certification of Chief Executive Officer. |
|     | 31.2                | Rule 13a-15(e)/15d-15(e) Certification of Chief Financial Officer. |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: January 15, 2004

eGAIN COMMUNICATIONS CORPORATION

By

/s/ Eric Smit

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Eric Smit

Chief Financial Officer

(Duly Authorized Officer and

Principal Financial and Accounting Officer)