

CORILLIAN CORP
Form 8-K
August 19, 2005

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 18, 2005

CORILLIAN CORPORATION

(Exact name of registrant as specified in its charter)

Commission file number: **0-29291**

Oregon

(State or other jurisdiction of incorporation
or organization)

91-1795219

(I.R.S. Employer Identification No.)

3400 NW John Olsen Place

Hillsboro, Oregon

(Address of principal executive offices)

97124

(Zip Code)

Registrant's telephone number, including area code: **(503) 629-3300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c)

under the Exchange
Act (17 CFR
240.13e-4(c))

TABLE OF CONTENTS

Item 2.01. Completion of Acquisition of Assets

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT 99.1

Table of Contents

Item 2.01. Completion of Acquisition of Assets

On August 18, 2005, Corillian Corporation, an Oregon corporation (Corillian), completed its acquisition of IntelliData Technologies Corporation, a publicly traded Delaware corporation (Nasdaq: INTD) (InteliData) pursuant to an Agreement and Plan of Merger (the Agreement), dated March 31, 2005, by and among Corillian, IntelliData and Corillian's newly formed wholly-owned subsidiary, Wizard Acquisition Corporation, a Delaware corporation (Wizard). Pursuant to the Agreement, IntelliData was merged into Wizard, with Wizard surviving as a wholly-owned subsidiary of Corillian under the name Corillian Payment Solutions, Inc.

In consideration of the acquisition, the Agreement provides for the payment of up to 4,918,032 shares of Corillian's common stock and approximately \$4.3 million in cash to the stockholders of IntelliData, for an aggregate purchase price of approximately \$19.6 million. The shares of Corillian's common stock being issued in the acquisition were registered with the Securities and Exchange Commission on a Registration Statement on Form S-4, declared effective on July 7, 2005.

On August 19, 2005, Corillian issued a press release announcing the acquisition. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

The foregoing description of the Agreement and the acquisition does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which was attached as Exhibit 2.1 to the Form 8-K filed by Corillian with the SEC on April 1, 2005, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements of business acquired

The financial statements of IntelliData Technologies Corporation will be filed by amendment, pursuant to, and within the timeframe specified by, Item 9.01(a)(4) of Form 8-K.

(b) Pro forma financial information

The pro forma financial statements of Corillian Corporation will be filed by amendment, pursuant to, and within the timeframe specified by, Item of 9.01(b)(2) of Form 8-K.

(c) Exhibits

Exhibit	Description
99.1	Press Release issued by Corillian Corporation, dated August 19, 2005.

Table of Contents

SIGNATURES

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

Date: August 19, 2005

CORILLIAN CORPORATION

By: /s/ Paul K. Wilde
 Paul K. Wilde
 Chief Financial Officer