

ONLINE RESOURCES CORP  
Form 10-Q/A  
August 17, 2012

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

Washington, D.C. 20549

**Form 10-Q/A**

(Mark One)

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

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2012**

**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 NUMBER 0-26123**

**ONLINE RESOURCES CORPORATION**

**(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

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**Delaware**  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

**52-1623052**  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

**4795 Meadow Wood Lane**

**Chantilly, Virginia**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**20151**  
(ZIP CODE)

**(703) 653-3100**

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

As of July 27, 2012 there were 32,572,035 shares of the issuer's common stock outstanding.

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**EXPLANATORY NOTE**

The purpose of this Amendment No. 1 to Online Resource Corporation's Quarterly Report on Form 10-Q for the period ended June 30, 2012 ( Form 10-Q ), as filed with the Securities and Exchange Commission ( SEC ) on August 2, 2012, is to furnish the Exhibits 101 to the Form 10-Q, which provide certain items from our Form 10-Q formatted in eXtensible Business Reporting Language ( XBRL ). Exhibits 101 were previously not disclosed in Item 6, *Exhibits*, in the Form 10-Q as filed with the SEC on August 2, 2012.

No other changes have been made to the Form 10-Q other than our furnishing the Exhibits described above. This Amendment No. 1 does not reflect subsequent events occurring after the original date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q or the exhibits filed as part of the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibits 101 to this Quarterly Report on Form 10-Q shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed filed with or a part of any registration statement or prospectus into which the Form 10-Q (or this Amendment No. 1 thereto) is incorporated by reference for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, or otherwise subject to the liabilities of any of those sections.

**ITEM 6. EXHIBITS**

a) Exhibits

**Exhibit**

| <b>Number</b> | <b>Description of Document</b>                |
|---------------|---|
| 101.INS       | XBRL Instance Document.                       |
| 101.SCH       | XBRL Taxonomy Extension Schema Document.      |
| 101.CAL       | XBRL Taxonomy Calculation Linkbase Document.  |
| 101.PRE       | XBRL Taxonomy Presentation Linkbase Document. |
| 101.LAB       | XBRL Taxonomy Label Linkbase Document.        |
| 101.DEF       | XBRL Taxonomy Definition Linkbase Document.   |

Attached as Exhibits 101 to this report are the following financial statements from the Company's Quarterly Report on Form 10-Q for the second quarter ended June 30, 2012 formatted in XBRL ( eXtensible Business Reporting Language ): (i) the Unaudited Condensed Consolidated Balance Sheets, (ii) the Unaudited Condensed Consolidated Statements of Operations, (iii) the Unaudited Condensed Consolidated Statements of Cash Flows, and (iv) related notes to these unaudited condensed consolidated financial statements.

Pursuant to Rule 406T of Regulation S-T, the XBRL-related information in Exhibits 101 to this Quarterly Report on Form 10-Q shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed filed with or a part of any registration statement or prospectus into which the Form 10-Q (or this Amendment No. 1 thereto) is incorporated by reference for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, or otherwise subject to the liabilities of any of those sections.

**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 thereunto duly authorized.

Date: August 17, 2012

ONLINE RESOURCES CORPORATION

By: /s/ Joseph L. Cowan  
Joseph L. Cowan  
President and Chief Executive Officer  
(Principal Executive Officer and Interim Chief  
Financial Officer)