

ONLINE RESOURCES CORP  
Form 8-K  
October 29, 2009

**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): October 29, 2009**

**Online Resources Corporation**

(Exact name of registrant as specified in its charter)

Delaware

0-26123

52-1623052

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

4795 Meadow Wood Lane, Chantilly,  
Virginia

20151

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 703-653-3100

Not Applicable

Former name or former address, if changed since last report

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:

- 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))
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**Item 8.01 Other Events.**

Online Resources Corporation announced today in a press release that it will be conducting a Special Meeting of Stockholders ( 2009 Special Meeting ) on Tuesday, November 24, 2009. The purpose of the meeting is to vote to approve the amendments to the Amended and Restated 2005 Restricted Stock and Option Plan. Additional information related to the 2009 Special Meeting and Online Resources Corporation is included in the proxy statement filed with the Securities and Exchange Commission on October 29, 2009.

**Item 9.01 Financial Statements and Exhibits.**

Attached as Exhibit 99.1 is the press release, dated October 29, 2009, announcing the filing of our proxy statement and purpose of the 2009 Special Meeting.

Attached as Exhibit 99.2 is the Amended and Restated 2005 Restricted Stock and Option Plan that is marked to show the changes that will be requested at the November 24, 2009 Special Meeting. Insertions are marked as BOLD and deletions are marked with a strikethrough.

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**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.

Online Resources Corporation

*October 29, 2009*

*By: Catherine A. Graham*

*Name: Catherine A. Graham*

*Title: Executive Vice President, Chief Financial Officer*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                                     |
|--------------------|--|
| 99.1               | Press Release for 2009 Special Meeting                 |
| 99.2               | Amdended and Restated Restricted Stock and Option Plan |