

ONLINE RESOURCES CORP  
Form SC14D9C  
February 05, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**SCHEDULE 14D-9**  
**(RULE 14d-101)**

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**ONLINE RESOURCES CORPORATION**  
**(Name of Subject Company)**

**ONLINE RESOURCES CORPORATION**  
**(Name of Person(s) Filing Statement)**

**Common Stock, \$0.0001 par value per share**  
**(Title of Class of Securities)**

**68273G101**

**(CUSIP Number of Class of Securities)**

**Joseph L. Cowan**

**President and Chief Executive Officer**

**Online Resources Corporation.**

**4795 Meadow Wood Lane**

**Chantilly, Virginia 20151**

**(703) 653-3100**

**(Name, Address and Telephone Number of Person Authorized to Receive**

**Notices and Communications on Behalf of the Person(s) Filing Statement)**

*With a copy to:*

**David M. Calhoun, Esq.**

**Morris, Manning & Martin, LLP**

**3343 Peachtree Road, N.E.**

**Atlanta, Georgia 30326**

**(404) 233-7000**

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.



**Preliminary Communications**

The information set forth under the Explanatory Note and Item 9.01 of the Current Report on Form 8-K/A filed by Online Resources Corporation on February 5, 2013 (including all exhibits attached thereto) are incorporated herein by reference.