

As filed with the Securities and Exchange Commission on February 14, 1997

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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CHECKFREE CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

31-1013521  
(I.R.S. Employer  
Identification No.)

4411 East Jones Bridge Road  
Norcross, Georgia 30092  
(Address of Registrant's principal executive offices)

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CHECKFREE CORPORATION  
1995 STOCK OPTION PLAN  
(Full Title of the Plan)

-----  
Peter J. Kight  
Chairman, President, and Chief Executive Officer  
Checkfree Corporation  
4411 East Jones Bridge Road  
Norcross, Georgia 30092  
(770) 441-3387  
(Name, address and telephone number of agent for service)

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Copies of Correspondence to:  
Robert J. Tannous, Esq.  
Porter, Wright, Morris & Arthur  
41 South High Street  
Columbus, Ohio 43215  
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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share*	Proposed Maximum Aggregate Offering Price*	Amount of Registration Fee*
Common Stock, \$.01 par value	2,369,300	\$14.625	\$34,651,013	\$10,501

\*Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h), based upon the average of the high and low prices of Checkfree Common Stock as reported on the Nasdaq National Market on February 11, 1997.

This Registration Statement shall be deemed to cover an indeterminate number of additional shares of Checkfree Common Stock, \$.01 par value, as may be issuable pursuant to future stock dividends, stock splits or similar transactions.

## PART I

## INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information concerning the Checkfree Corporation 1995 Stock Option Plan, as amended (the "Plan"), specified in Part I will be sent or given to employees as specified by Rule 428(b)(1). Such documents are not filed as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

## PART II

## INFORMATION NOT REQUIRED IN PROSPECTUS

## ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed with the Commission by the Company pursuant to Sections 13(a), 14 or 15(d) of the Exchange Act are hereby incorporated herein by reference:

1. Transition Report on Form 10-K (filed September 27, 1996) and Form 10-K/A No. 1 (filed December 9, 1996) for the six months ended June 30, 1996;
2. Quarterly Report on Form 10-Q (filed November 12, 1996) and Form 10-Q/A No. 1 (filed December 9, 1996) for the quarter ended September 30, 1996; Quarterly Report on Form 10-Q (filed February 13, 1997) for the quarter ended December 31, 1996;
3. Current Reports on Form 8-K, dated May 9, 1996 (filed May 20, 1996), September 15, 1996 (filed September 26, 1996), October 1, 1996 (filed October 9, 1996), November 22, 1996 (filed December 6, 1996), December 16, 1996 (filed December 18, 1996), January 27, 1997 (filed January 27, 1997), and January 31, 1997 (filed February 3, 1997); Current Report on Form 8-K/A No. 1, dated May 9, 1996 (filed July 22, 1996); and Current Report on Form 8-K/A No. 2, dated May 9, 1996 (filed October 11, 1996); and
4. Proxy Statement for the Special Meeting of Stockholders held on January 27, 1997 (filed on December 23, 1996).

The descriptions of Checkfree Common Stock and Preferred Stock Purchase Rights which are contained in Checkfree's Form 8-As, (Registration No. 0-26802) filed with the Securities and Exchange Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, as updated in any amendment or report filed for the purpose of updating such descriptions, are hereby incorporated by reference.

All documents filed by Checkfree, pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The contents of the Form S-8 Registration Statement previously filed with the Securities and Exchange Commission by the Registrant on October 20, 1995, Registration No. 33-98446, are hereby incorporated by reference herein.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norcross, State of Georgia, on February 13, 1997.

## CHECKFREE CORPORATION

By: /s/ Peter J. Kight

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Peter J. Kight, Chairman, President,  
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE -----	TITLE -----	DATE ----
/s/ Peter J. Kight ----- Peter J. Kight	Chairman, President, and Chief Executive Officer (Principal Executive Officer)	February 13, 1997
*Mark A. Johnson ----- Mark A. Johnson	President - Business Services and Director	February 13, 1997
*James S. Douglass ----- James S. Douglass	Executive Vice President - Finance and Chief Financial Officer (Principal Financial Officer)	February 13, 1997
*John M. Stanton ----- John M. Stanton	Vice President and Treasurer (Principal Accounting Officer)	February 13, 1997
*William P. Boardman ----- William P. Boardman	Director	February 13, 1997
*George R. Manser ----- George R. Manser	Director	February 13, 1997
*Eugene F. Quinn ----- Eugene F. Quinn	Director	February 13, 1997

*Jeffrey M. Wilkins	Director	)	
- - - - -		)	
Jeffrey M. Wilkins		)	February 13, 1997
		)	
		)	

\*By: /s/ Curtis A. Loveland  
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Curtis A. Loveland, attorney-in-fact  
for each of the persons indicated

Registration No. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSIONWASHINGTON, D.C. 20549  
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FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933  
-----CHECKFREE CORPORATION  
-----EXHIBITS  
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## EXHIBIT INDEX

Exhibit Number - - - - -	Exhibit Description - - - - -	Pagination By Sequential Numbering System - - - - -
4(a)	Checkfree Corporation 1995 Stock Option Plan (Exhibit 10(a) to Form S-1 Registration Statement (File No. 33-95738), and incorporated herein by reference).	
4(b)	Checkfree Corporation Amended and Restated 1995 Stock Option Plan (Exhibit 10(jjj) to Form S-4 Registration Statement (File No. 333-15247), and incorporated herein by reference).	
4(c)	Restated Certificate of Incorporation of Checkfree Corporation (Exhibit 2 to Form 8-A (File No. 0-26802), and incorporated herein by reference).	
4(d)	Amended and Restated By-Laws of Checkfree Corporation (Exhibit 3 to Form 8-A (File No. 0-26802), and incorporated herein by reference).	
5	*	Opinion of Porter, Wright, Morris & Arthur regarding legality.
23(a)		Consent of Porter, Wright, Morris & Arthur (included in Exhibit 5 filed herewith).
23(b)	*	Consent of Deloitte & Touche LLP.
24	*	Powers of Attorney.

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\* Filed with this Registration Statement

February 13, 1997

Checkfree Corporation  
4411 East Jones Bridge Road  
Norcross, Georgia 30092

Re: Registration Statement on Form S-8  
Checkfree Corporation 1995 Stock Option Plan, as amended  
(the "Plan")

Gentlemen:

We have acted as counsel for Checkfree Corporation, a Delaware corporation ("Checkfree"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), filed by Checkfree with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the registration of an additional 2,369,300 shares of Checkfree Common Stock, \$.01 par value (the "Shares"), to be issued under the Plan.

In connection with this opinion, we have examined such corporate records, documents and other instruments of Checkfree as we have deemed necessary.

Based on the foregoing, we are of the opinion that the Shares will, when issued and paid for in accordance with the provisions of the Plan, be legally issued, fully paid and nonassessable, and entitled to the benefits of the Plan.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Porter, Wright, Morris & Arthur

PORTER, WRIGHT, MORRIS & ARTHUR

## INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Checkfree Corporation on Form S-8 of our reports dated August 22, 1996, except for Note 17 as to which the date is September 15, 1996, appearing in the Transition Report on Form 10-K/A No. 1 of Checkfree Corporation for the six months ended June 30, 1996.

DELOITTE & TOUCHE LLP  
Columbus, Ohio

February 11, 1997



## POWER OF ATTORNEY

Each of the undersigned officers and/or directors of Checkfree Corporation, a Delaware corporation (the "Company"), hereby appoints Peter J. Kight, Mark A. Johnson, and Curtis A. Loveland, as his true and lawful attorneys-in-fact, or any of them, with power to act without the others, as his true and lawful attorney-in-fact, in his name and on his behalf, and in any and all capacities stated below, to sign and to cause to be filed with the Securities and Exchange Commission the Company's Registration Statement on Form S-8 (the "Registration Statement") to register under the Securities Act of 1933, as amended, an additional 2,369,300 shares of Common Stock, \$.01 par value, of the Company to be sold and distributed by the Company pursuant to the Company's 1995 Stock Option Plan (the "Plan") and such other number of shares as may be issued under the anti-dilution provisions of the Plan, and any and all amendments, including post-effective amendments, to the Registration Statement, hereby granting unto such attorneys-in-fact, and to each of them, full power and authority to do and perform in the name and on behalf of the undersigned, in any and all such capacities, every act and thing whatsoever necessary to be done in and about the premises as fully as the undersigned could or might do in person, hereby granting to each such attorney-in-fact full power of substitution and revocation, and hereby ratifying all that any such attorney-in-fact or his substitute may do by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of December, 1996.

Signature:

Title:

/s/ Peter J. Kight

- -----  
Peter J. Kight

Chairman of the Board of Directors, President  
and Chief Executive Officer  
(Principal Executive Officer)

/s/ Mark A. Johnson

- -----  
Mark A. Johnson

Director and President - Business Services

/s/ James S. Douglass

- -----  
James S. Douglass

Executive Vice President - Finance and Chief Financial  
Officer  
(Principal Financial Officer)

/s/ John M. Stanton

- -----  
John M. Stanton

Vice President and Treasurer  
(Principal Accounting Officer)

/s/ William P. Boardman

- -----  
William P. Boardman

Director

/s/ George R. Manser

- -----  
George R. Manser

Director

/s/ Eugene F. Quinn

- -----  
Eugene F. Quinn

Director

/s/ Jeffrey M. Wilkins

- -----  
Jeffrey M. Wilkins

Director