

Edgar Filing: ONLINE RESOURCES CORP - Form SC 13G

ONLINE RESOURCES CORP  
Form SC 13G  
February 14, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_)\*

Online Resources Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

68273G101  
(CUSIP Number)

December 31, 2005  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 11 pages

Edgar Filing: ONLINE RESOURCES CORP - Form SC 13G

-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Oberweis Asset Management, Inc.  
36-3668290

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

Not Applicable  
(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

-----  
5 SOLE VOTING POWER

None

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

1,461,134

-----  
7 SOLE DISPOSITIVE POWER

None

-----  
8 SHARED DISPOSITIVE POWER

1,461,134

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,461,134

-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

-----  
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

Edgar Filing: ONLINE RESOURCES CORP - Form SC 13G

CUSIP No. 68273G101

13G

Page 3 of 11 Pages

-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

James D. Oberweis

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

Not Applicable

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

-----  
5 SOLE VOTING POWER

None

-----  
NUMBER OF 6 SHARED VOTING POWER  
SHARES  
BENEFICIALLY 1,461,134  
OWNED BY

-----  
EACH 7 SOLE DISPOSITIVE POWER  
REPORTING  
PERSON  
WITH None

-----  
8 SHARED DISPOSITIVE POWER

1,461,134

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,461,134

-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS)

Not Applicable

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

-----  
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Edgar Filing: ONLINE RESOURCES CORP - Form SC 13G

CUSIP No. 68273G101

13G

Page 4 of 11 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

James W. Oberweis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

Not Applicable

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

1,461,134

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,461,134

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,461,134

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

Edgar Filing: ONLINE RESOURCES CORP - Form SC 13G

IN

---

Item 1(a) Name of Issuer:

Online Resources Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

4795 Meadow Wood Lane  
Suite 300  
Chantilly, VA 20151

Item 2(a) Name of Person Filing:

Oberweis Asset Management, Inc. ("OAM")  
James D. Oberweis  
James W. Oberweis

Item 2(b) Address of Principal Business Office or, if none, Residence:

OAM, James D. Oberweis and James W. Oberweis are located at:  
  
3333 Warrenville Road  
Suite 500  
Lisle, IL 60532

Item 2(c) Citizenship:

OAM is an Illinois Corporation.  
James D. Oberweis and James W. Oberweis are U.S. citizens.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

68273G101

Item 3 Type of Person:

(e) OAM is an investment adviser in accordance with  
(S)240.13d-1(b)(1)(ii)(E). James D. Oberweis and James W.  
Oberweis are the principal stockholders of OAM.

Page 5 of 11 pages

Item 4 Ownership (at December 31, 2005):

(a) Amount owned "beneficially" within the meaning of rule 13d-3:

1,461,134 shares

(b) Percent of class:

5.8% (based on 25,095,094 shares outstanding on November 2,

Edgar Filing: ONLINE RESOURCES CORP - Form SC 13G

2005)

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: none
- (ii) shared power to vote or to direct the vote: 1,461,134
- (iii) sole power to dispose or to direct the disposition of: none
- (iv) shared power to dispose or to direct disposition of: 1,461,134

OAM serves as investment adviser to The Oberweis Funds (the "Fund"). Various of OAM's shareholders and employees are also officers and trustees of the Fund, but OAM does not consider the Fund to be controlled by such persons. Although the Fund is not controlled by OAM, pursuant to Rule 16d-3(a) the 197,862 shares beneficially owned by the Fund, with respect to which the Fund has delegated to OAM voting power and dispositive power, are considered to be shares beneficially owned by OAM by reason of such delegated powers. In addition to the shares beneficially owned by the Fund, other clients of OAM may own shares which are not included in the aggregated number of shares reported herein because OAM does not have or share voting or investment power over those shares.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

The shares reported herein have been acquired on behalf of discretionary clients of OAM. Persons other than OAM are entitled to receive all dividends from, and proceeds from the sale of, those shares.

Page 6 of 11 pages

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Page 7 of 11 pages

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the

Edgar Filing: ONLINE RESOURCES CORP - Form SC 13G

securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 8 of 11 pages

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

OBERWEIS ASSET MANAGEMENT, INC.

By: /s/ Patrick B. Joyce

-----  
Patrick B. Joyce  
Executive Vice President

The undersigned individual, on the date above written, agrees and consents to the joint filing on his behalf of this Schedule 13G in connection with his beneficial ownership of the security reported herein.

By: /s/ James D. Oberweis

-----  
James D. Oberweis

The undersigned individual, on the date above written, agrees and consents to the joint filing on his behalf of this Schedule 13G in connection with his beneficial ownership of the security reported herein.

By: /s/ James W. Oberweis

-----  
James W. Oberweis

Page 9 of 11 pages

Exhibit Index

Exhibit 1 Joint Filing Agreement dated as of February 14, 2006 between Oberweis Asset Management, Inc., James D. Oberweis and James W. Oberweis

Page 10 of 11 pages