

ONLINE RESOURCES CORP  
Form 8-K  
January 16, 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): January 16, 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.**

In a letter dated and sent January 16, 2009, the elected Directors of Online Resources Corporation responded to a letter addressed to these Directors from a shareholder, Tennenbaum Capital Partners. This letter from the Directors appears as Exhibit 99.1 to this Form 8-K. The Tennenbaum Capital Partners letter is appended to its Schedule 13D/A which was filed with the Securities and Exchange Commission on December 23, 2008.

**Item 9.01 Financial Statements and Exhibits.**

(d) Ex. Letter to Tennenbaum Capital Partners  
99.1

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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

By: *Catherine A. Graham*

*January 16, 2009*

*Name: Catherine A. Graham  
Title: Executive Vice President, Chief  
Financial Officer  
and Treasurer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to Tennenbaum Capital Partners