



(Full title of the plan)

---

**Michael D. Prinn**

**Co-Chief Executive Officer and President**

**Chief Financial Officer**

**80 Blanchard Road**

**Burlington, MA 01803**

**(781) 376-5555**

(Name, address, and telephone number of agent for service)

**Copies of all communications to:**

**Daniele Ouellette Levy, Esq.**

**Morse, Barnes-Brown & Pendleton, P.C.**

**CityPoint, 230 Third St.**

**Waltham, Massachusetts 02451**

**(781) 622-5930**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

(do not check if a smaller reporting company)

---



**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common stock, \$0.001 par value	398,267 shares (2)	\$1.025 (3)	\$408,223.68	\$41.11
Common stock, \$0.001 par value	71,733 shares (4)	\$1.15 (5)	\$82,492.95	\$8.31
<b>Total</b>	<b>470,000 shares</b>			<b>\$49.42</b>

- Plus such indeterminate number of shares of Common Stock of the Registrant as may be issued to prevent
- (1) dilution resulting from stock dividends, stock splits or similar transactions in accordance with Rule 416 under the Securities Act of 1933 (the "Securities Act").
  - (2) Represents shares of common stock issuable upon exercise of stock options available for grant pursuant to the Bridgeline Digital, Inc. Amended and Restated Stock Incentive Plan.  
Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h)(1) under the Securities Act, using the average of the high and low sales price as reported on the Nasdaq Capital Market on January 4, 2016.
  - (3) Represents shares of common stock issuable upon exercise of stock options granted pursuant to the Bridgeline Digital, Inc. Amended and Restated Stock Incentive Plan.
  - (4) Calculated pursuant to Rule 457(h)(1) under the Securities Act based on the weighted average exercise price per share of such options outstanding under the Bridgeline Digital, Inc. Amended and Restated Stock Incentive Plan.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 470,000 shares of Bridgeline Digital, Inc. common stock to be issued pursuant to the Bridgeline Digital, Inc. Amended and Restated Stock Incentive Plan (the “Plan”). These shares are in addition to the aggregate of 778,800 shares of common stock registered under the Plan pursuant to the Registration Statements on Form S-8, File No. 333-170819 filed on November 24, 2010, File No. 333-181677 filed on May 25, 2012 and File No. 333-188854 filed on May 24, 2013.

The contents of our Registration Statements on Form S-8, File No. 333-170819, File No. 333-181677 and File No. 333-188854, are incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 8. EXHIBITS.

The exhibits filed as part of this Registration Statement are as follows:

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation of Bridgeline Digital, Inc., as amended (incorporated by reference to Exhibit 3.1 to Quarterly Report on Form 10-Q filed with the Commission on May 15, 2013).
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on May 5, 2015).
4.3	Amended and Restated By-laws of Bridgeline Digital, Inc. (incorporated by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q filed with the Commission on February 17, 2015).
4.3	Amended and Restated Stock Incentive Plan (incorporated by reference to Appendix B of the Company’s Proxy Statement filed with the

Edgar Filing: Bridgeline Digital, Inc. - Form S-8

Commission on August 18, 2015).

- 5.1\* Legal Opinion of Morse, Barnes-Brown & Pendleton, P.C.
- 23.1\* Consent of Marcum LLP
- 23.2 Consent of Morse, Barnes-Brown & Pendleton, P.C. (included in Exhibit 5.1)
- 24.1 Power of Attorney (included on the signature page)

\* Filed herewith.

---

**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 caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Burlington, Massachusetts, on this 6<sup>th</sup> day of January 2016.

**Bridgeline Digital, Inc.**

By: /s/ Michael D. Prinn  
Michael D. Prinn  
Co-Chief Executive Officer and President  
Chief Financial Officer  
(Co-Principal Executive Officer and  
Principal Financial Officer)

---

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Roger Kahn and Michael D. Prinn, and each of them acting individually, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments filed pursuant to Rule 462, or otherwise) of and supplements to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto each such attorney-in-fact and agent, or his substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, to all intents and purposes and as fully as he might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of January 6, 2016.

<b>Signature</b>	<b>Date</b>	<b>Title</b>
/s/Roger Kahn Roger Kahn	January 6, 2016	Co-Chief Executive Officer and President (Co-Principal Executive Officer)
/s/Michael D. Prinn Michael D. Prinn	January 6, 2016	Co-Chief Executive Officer and President Chief Financial Officer (Co-Principal Executive Officer; Principal Financial and Accounting Officer)
/s/Kenneth Galaznik Kenneth Galaznik	January 6, 2016	Director
/s/Joni Kahn Joni Kahn	January 6, 2016	Director
/s/Scott Landers	January 6, 2016	Director



Scott Landers

/s/Michael Taglich January 6, 2016 Director  
Michael Taglich

---

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
5.1*	Legal Opinion of Morse, Barnes-Brown & Pendleton, P.C.
23.1*	Consent of Marcum LLP
23.2	Consent of Morse, Barnes-Brown & Pendleton, P.C. (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page)

\* Filed herewith.