ART TECHNOLOGY GROUP INC
Form 10-Q
August 06, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2009

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from to

Commission file number 000-26679

ART TECHNOLOGY GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware	**04-3141918**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

One Main Street, Cambridge, Massachusetts
(Address of principal executive offices)
02142
(Zip Code)
(617) 386-1000
(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

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. (Check one):

Large accelerated filer o	Accelerated filer þ	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

As of August 3, 2009 there were 133,027,031 shares of the Registrant s common stock outstanding.

ART TECHNOLOGY GROUP, INC.
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

ART TECHNOLOGY GROUP, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)
(UNAUDITED)

	June 30, 2009	December 31, 2008
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 58,236	$ 47,413
Marketable securities (including restricted cash of $0 at June 30, 2009 and $1,669 at December 31, 2008)	13,099	13,570
Accounts receivable, net of reserves of $1,046 ($1,234 in 2008)	39,155	35,109
Deferred costs, current	876	924
Deferred tax assets	560	560
Prepaid expenses and other current assets	3,266	3,814
Total current assets	115,192	101,390
Property and equipment, net	10,500	10,098
Deferred costs, non-current	1,884	1,984
Other assets	1,457	1,423
Restricted cash, non-current	419	419
Intangible assets, net	5,917	7,770
Goodwill	65,683	65,683
Total Assets	$ 201,052	$ 188,767
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		
Accounts payable	$ 5,229	$ 2,958
Accrued expenses	15,398	18,875
Deferred revenue, current	41,765	38,782
Accrued restructuring, current		146
Total current liabilities	62,392	60,761
Other liabilities	1,775	1,775
Deferred revenue, non-current	13,046	15,285
Commitments and contingencies (Note 9)		
Stockholders equity:		
Preferred stock, $0.01 par value; authorized -10,000,000 shares; issued and outstanding-no shares		
Common stock, $0.01 par value; authorized-200,000,000 shares; issued 132,967,856 shares and 131,572,773 shares at June 30, 2009 and December 31, 2008, respectively	1,330	1,316
Additional paid-in capital	320,259	315,730

Accumulated deficit	(184,352)	(191,946)
Treasury stock, at cost (5,605,501 shares at June 30, 2009 and December 31, 2008)	(11,810)	(11,810)
Accumulated other comprehensive loss	(1,588)	(2,344)
Total stockholders equity	123,839	110,946
Total Liabilities and Stockholders Equity	$ 201,052	$ 188,767

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

ART TECHNOLOGY GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Revenue:				
Product licenses	$ 13,576	$ 12,300	$ 26,506	$ 21,557
Recurring services	24,028	22,946	47,131	43,889
Professional and education services	6,823	6,674	12,701	13,004
Total revenue	44,427	41,920	86,338	78,450
Cost of Revenue:				
Product licenses	457	519	847	906
Recurring services	8,722	9,241	17,619	16,847
Professional and education services	5,505	6,495	10,807	13,409
Total cost of revenue	14,684	16,255	29,273	31,162
Gross Profit	29,743	25,665	57,065	47,288
Operating Expenses:				
Research and development	7,663	7,373	15,133	14,394
Sales and marketing	12,541	13,156	24,829	24,693
General and administrative	4,670	4,863	9,159	9,192
Total operating expenses	24,874	25,392	49,121	48,279
Income (loss) from operations	4,869	273	7,944	(991)
Interest and other income, net	339	240	550	868
Income (loss) before provision for income taxes	5,208	513	8,494	(123)
Provision for income taxes	588	165	900	371
Net income (loss)	$ 4,620	$ 348	$ 7,594	$ (494)
Basic net income (loss) per share	$ 0.04	$ 0.00	$ 0.06	$ (0.00)

Diluted net income (loss) per share	$ 0.03	$ 0.00	$ 0.06	$ (0.00)
Basic weighted average common shares outstanding	126,877	128,805	126,497	128,620
Diluted weighted average common shares outstanding	133,111	135,010	131,242	128,620

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

ART TECHNOLOGY GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(UNAUDITED)

	Six Months Ended June 30,	
	2009	**2008**
Cash Flows from Operating Activities:		
Net income (loss)	$ 7,594	$ (494)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	4,680	4,219
Non-cash stock-based compensation expense	4,357	3,831
Changes in current assets and liabilities:		
Accounts receivable	(4,046)	74
Prepaid expenses and other current assets	548	(1,103)
Deferred costs	148	19
Other assets	(33)	(167)
Accounts payable	2,681	42
Accrued expenses and other liabilities	(3,477)	572
Deferred revenue	743	7,814
Accrued restructuring	(146)	(434)
Net cash provided by operating activities	13,049	14,373
Cash Flows from Investing Activities:		
Purchases of marketable securities	(8,854)	(14,613)
Maturities of marketable securities	9,325	17,600
Purchases of property and equipment	(3,642)	(3,392)
Collateralization of letters of credit		(2,088)
Payment of acquisition costs, net of cash acquired		(9,522)
Net cash used in investing activities	(3,171)	(12,015)
Cash Flows from Financing Activities:		
Proceeds from exercise of stock options	513	657
Proceeds from employee stock purchase plan	518	516
Repurchase of common stock		(1,479)
Payments of employee restricted stock tax withholdings	(828)	(476)
Net cash provided by (used in) financing activities	203	(782)

Effect of foreign exchange rate changes on cash and cash equivalents	742	102
Net increase in cash and cash equivalents	10,823	1,678
Cash and cash equivalents, beginning of period	47,413	34,419
Cash and cash equivalents, end of period	$ 58,236	$ 36,097

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

ART TECHNOLOGY GROUP, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) Organization, Business and Summary of Significant Accounting Policies

Art Technology Group, Inc. (ATG or the Company) develops and markets a comprehensive suite of e-commerce software products, and provides related services, including support and maintenance, education, application hosting, professional services and proactive conversion solutions for enhancing online sales and support.

(a) Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared pursuant to the rules of the Securities and Exchange Commission for quarterly reports on Form 10-Q and Article 10 of Regulation S-X. Accordingly, the financial statements do not include all of the information and footnotes required by United States generally accepted accounting principles, and while the Company believes that the disclosures presented are adequate to make the information presented not misleading, these financial statements should be read in conjunction with the audited financial statements and related notes included in the Company s 2008 Annual Report on Form 10-K. In the opinion of management, the accompanying unaudited condensed consolidated financial statements and notes contain all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation of the Company s financial position, results of operations and cash flows at the dates and for the periods indicated. The operating results for the six months ended June 30, 2009 are not necessarily indicative of the results to be expected for the full year ending December 31, 2009. The Company has evaluated all subsequent events through August 5, 2009, the date these financial statements were issued and determined there are no material recognized or unrecognized subsequent events.

The accompanying consolidated financial statements include the accounts of ATG and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

(b) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Such estimates relate to revenue recognition, the allowance for doubtful accounts, useful lives of fixed assets and identifiable intangible assets, deferred costs, accrued liabilities, accrued taxes, deferred tax valuation allowances, and assumptions pertaining to share-based payments. Actual results could differ from those estimates.

(c) Accounts Receivable

Accounts receivable represents amounts currently due from customers for which revenue has been recognized or is being recognized ratably in future periods. Accounts receivable also included $5.3 million and $1.2 million of unbilled accounts receivable at June 30, 2009 and December 31, 2008, respectively.

ATG s standard payment terms are normally within 90 days. In certain circumstances the Company may provide to customers with superior credit extended payment terms of up to 12 months. Accounts receivable due under arrangements involving payment terms of greater than 90 days and less than 12 months were approximately $3.9 million and $0 million at June 30, 2009 and December 31, 2008, respectively.

(d) Revenue Recognition

ATG derives revenue from the following sources: (1) perpetual software licenses, (2) recurring services, which are comprised of support and maintenance services, application hosting services and e-commerce optimization services, and (3) professional and education services. ATG sells these product and service offerings individually or more commonly in multiple element arrangements under various arrangements as follows: 1. Sale of Perpetual Software Licenses, 2. Sale of Application Hosting Services and Professional and Education Services, and 3. Sale of e-Commerce Optimization Services.

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The Company recognizes revenue in accordance with AICPA Statement of Position 97-2, *Software Revenue Recognition (SOP 97-2)*, or Securities and Exchange Commission Staff Accounting Bulletin No. 104, *Revenue Recognition (SAB 104),* applying the provisions of Emerging Issues Task Force (EITF) Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables (EITF 00-21),* depending on the nature of the arrangement.

Revenue is recognized only when persuasive evidence of an arrangement exists, the fee is fixed or determinable, the product or service has been delivered, and collectability of the resulting receivable is probable. ATG makes significant judgments when evaluating if fees are fixed and determinable and in assessing the customer s ability to pay for the products or services provided. This judgment is based on a combination of factors, including the completion of a credit check or financial review, payment history with the customer and other forms of payment assurance. Upon the completion of these steps and provided all other revenue recognition criteria are met, ATG recognizes revenue consistent with its revenue recognition policies provided below.

ATG s standard payment terms are normally within 90 days. The Company in some circumstances provides extended payment terms, and in certain cases considers amounts payable beyond 90 days but less than 12 months to be fixed and determinable. In such cases, judgment is required in evaluating the creditworthiness of the customer and the likelihood of a concession. Beginning with the first quarter of 2009 the Company determined that it has a sufficient history of successfully collecting, without concessions, accounts receivable involving extended credit terms of up to twelve months granted to a specific class of customer to conclude that the fees under such arrangements may be considered to be both fixed and determinable and probable of collection. Consequently, the fees under such arrangements may be recognized as revenue assuming other criteria for recognition are met. As a result, ATG recognized approximately $1.4 million and $4.3 million of revenue during the three and six months ended June 30, 2009 that previously would have been deferred until the payments became due. The Company monitors its ability to collect amounts due under the stated contractual terms of such arrangements and to date has not experienced any concessions from this class of customer. If in the future the Company experiences adverse changes in its ability to collect without concession the amounts due under arrangements involving extended payment terms from this class of customer, it may no longer be able to conclude that such amounts are fixed and determinable and probable of collection, which could adversely affect the Company s revenue in future periods.

1. Sales of Perpetual Software Licenses

ATG licenses software under perpetual license agreements and applies the provisions of SOP 97-2*,* as amended by SOP 98-9, *Modifications of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions.* In accordance with SOP 97-2 and SOP 98-9, revenue from software license agreements is recognized when the following criteria are met: (1) execution of a legally binding license agreement, (2) delivery of the software, which is generally through electronic license keys for the software, (3) the fee is fixed or determinable, as determined by the Company s customary payment terms, and free of contingencies or significant uncertainties as to payment, and (4) collection is deemed probable by management based on a credit evaluation of the customer. In addition, under multiple element arrangements, to recognize software license revenue up-front, the Company must have vendor specific objective evidence (VSOE) of fair value of the undelivered elements in the transaction. Substantially all of the Company s software license arrangements do not include acceptance provisions. However, if conditions for acceptance subsequent to delivery are required, revenue is recognized upon customer acceptance if such acceptance is not deemed to be perfunctory.

In connection with the sale of its software licenses, ATG sells support and maintenance services, which are recognized ratably over the term of the arrangement, typically one year. Under support and maintenance services, customers receive unspecified software product upgrades, maintenance and patch releases during the term, and internet and telephone access to technical support personnel. Support and maintenance is priced as a percent of the net software license fee and is based on the contracted level of support.

Many of the Company s software arrangements also include professional services for consulting implementation services sold separately under separate agreements. Professional services revenue from these arrangements is generally accounted for separately from the software license because the services qualify as a separate element under

SOP 97-2. The more significant factors considered in determining whether professional services revenue should be accounted for separately include the nature of services (i.e., consideration of whether the services are

ART TECHNOLOGY GROUP, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

essential to the functionality of the licensed product), degree of risk, availability of services from other vendors, timing of payments, and impact of milestones or acceptance criteria on the realizability of the software license fee. Professional services revenue under these arrangements is recognized as the services are performed on a time and materials basis using the proportional performance method.

Education revenue, which is recognized as the training is provided to customers, is derived from instructor led training classes either at ATG or onsite at the customer location.

For software arrangements with multiple elements, the Company applies the residual method in accordance with SOP 98-9. The residual method requires that the portion of the total arrangement fee attributable to the undelivered elements be deferred based on its VSOE of fair value and subsequently recognized as the service is delivered. The difference between the total arrangement fee and the amount deferred for the undelivered elements is recognized as revenue related to the delivered elements, which is generally the software license. VSOE of fair value for all elements in an arrangement is based upon the normal pricing for those products and services when sold separately. VSOE of fair value for support and maintenance services is additionally determined by the renewal rate in customer contracts. The Company has established VSOE of fair value for support and maintenance services, professional services, and education. The Company has not established VSOE for its software licenses, application hosting services or e-commerce optimization services. In arrangements that do not include application hosting services or e-commerce optimization services, product license revenue is generally recognized upon delivery of the software products.

2. Sales of Application Hosting Services and Professional and Education Services

ATG derives revenue from application hosting services either from hosting ATG perpetual software licenses purchased by the customer or by providing the software as a service solution to the customer in an arrangement in which the customer does not have the rights to the software license itself but can use the software for the contracted term. In both situations, ATG recognizes application hosting revenue in accordance with EITF Issue No. 00-3, *Application of AICPA Statement of Position 97-2 to Arrangements that Include the Right to Use Software Stored on Another Entity s Hardware (EITF 00-3),* SAB 104 and EITF 00-21.

In accordance with EITF 00-3, these arrangements are not within the scope of SOP 97-2, and as such, ATG applies the provisions of SAB 104 and EITF 00-21 and accounts for the arrangement as a service contract. Pursuant to EITF 00-21, all elements of the arrangement are considered to be one unit of accounting. The elements in these arrangements generally include set-up and implementation services, support and maintenance services, the monthly hosting service and in certain instances a perpetual software license. All fees received up-front under these arrangements, regardless of the nature of the element, are deferred until the application hosting service commences, which is referred to as the site-delivered date. Upon site-delivered, the up-front fees are recognized ratably over the hosting period or estimated life of the customer arrangement, whichever is longer. ATG currently estimates the life of the customer arrangement to be four years. In addition, the monthly application hosting service fee is recognized as the application hosting service is provided.

3. Sales of e-Commerce Optimization Services

ATG derives revenue from e-commerce optimization services, which are hosted services providing ATG s customers with click-to-call and click-to-chat services. e-Commerce optimization services are site-independent and are not required to be used in conjunction with ATG s software products. These services are a stand-alone independent service solution, which are typically contracted for a one-year term. The Company recognizes revenue on a monthly basis as the services are provided. Fees are generally based on monthly minimums and transaction volumes. In certain instances e-commerce optimization services are bundled with ATG software arrangements, which typically include perpetual software licenses, support and maintenance services and professional services for the perpetual software license. Since the Company does not have VSOE of fair value for e-commerce optimization services, the up-front fees received under the arrangement regardless of the nature of the element are deferred and recognized ratably over the period of providing the e-commerce optimization services, provided that the professional services, if applicable, have commenced.

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In certain instances, the Company sells perpetual software licenses with application hosting services and e-commerce optimization services. As noted above, in these situations all elements in the arrangement, for which the Company receives up-front fees, are recognized as revenue ratably over the period of providing the related service.

The Company allocates and classifies revenue in its statement of operations based on its evaluation of VSOE of fair value, or a proxy of fair value thereof, available for each applicable element of the transaction: professional services, support and maintenance services, application hosting services, and/or e-commerce optimization services. ATG uses the residual method to determine the amount of revenue to allocate to product license revenue. As noted, the fee for each element is recognized ratably, and as such, a portion of software license revenue recorded in the statement of operations is from these ratably recognized arrangements.

(e) Comprehensive Income (Loss)

SFAS No. 130, *Reporting Comprehensive Income*, requires financial statements to include the reporting of comprehensive income (loss), which for the Company includes net loss, unrealized gains (losses) on available-for-sale marketable securities, and foreign currency translation adjustments that have generally been reported in the statement of stockholders equity.

The components of comprehensive income (loss) for the periods indicated are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(in thousands)		(in thousands)	
Net income (loss)	$ 4,620	$ 348	$ 7,594	$ (494)
Foreign currency translation adjustment	952	(16)	640	134
Unrealized gain (loss) on available-for-sale securities	65	(23)	116	(23)
Comprehensive income (loss)	$ 5,637	$ 309	$ 8,350	$ (383)

(f) Concentrations of Credit Risk and Major Customers

Financial instruments that potentially subject ATG to concentrations of credit risk consist principally of marketable securities and accounts receivable. ATG maintains cash, cash equivalents and marketable securities with durations of approximately nine months or less.

The Company sells its products and services to customers in a variety of industries, including consumer retail, financial services, manufacturing, communications and technology, travel, media and entertainment. The Company has credit policies and standards and routinely assesses the financial strength of its customers through continuing credit evaluations. The Company generally does not require collateral or letters of credit from its customers.

At June 30, 2009 one customer accounted for 10% or more of accounts receivable. At December 31, 2008, no customer accounted for 10% or more of accounts receivable. No customer accounted for 10% or more of total revenue in the three or six months ended June 30, 2009. One customer accounted for 10% or more of total revenue in the three month period ended June 30, 2008. No customer accounted for 10% or more of total revenue in the six months ended June 30, 2008.

(g) New Accounting Pronouncements

In June 2009, the FASB issued SFAS No. 168 The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162 . The FASB Accounting Standards Codification (Codification) will be the single source of authoritative nongovernmental U.S. generally accepted accounting principles. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS 168 is effective for interim and annual periods ending after September 15, 2009. All existing accounting standards are superseded as described in SFAS 168. All other accounting literature not included in the Codification is nonauthoritative. The Company does not expect the adoption of SFAS 168 will have a material impact on its financial condition or results of operations.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, (SFAS No. 165). SFAS No. 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The adoption of SFAS No. 165 during the three months ended June 30, 2009 had no impact on the Company s financial condition or results of operations.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

In December 2007, the FASB issued Statement No. 141(R), *Business Combinations* (Statement 141(R)), a replacement of FASB Statement No. 141. Statement 141(R) is effective for fiscal years beginning on or after December 15, 2008 and applies to all business combinations. Statement 141(R) provides that, upon initially obtaining control, an acquirer shall recognize 100 percent of the fair values of acquired assets, including goodwill, and assumed liabilities, with only limited exceptions, even if the acquirer has not acquired 100 percent of its target. As a consequence, the current step acquisition model will be eliminated. Additionally, Statement 14(R) changes current practice, in part, as follows: (1) contingent consideration arrangements will be fair valued at the acquisition date and included on that basis in the purchase price consideration; (2) transaction costs will be expensed as incurred, rather than capitalized as part of the purchase price; (3) pre-acquisition contingencies, such as legal issues, will generally have to be accounted for in purchase accounting at fair value; (4) in order to accrue for a restructuring plan in purchase accounting, the requirements in FASB Statement No. 146, *Accounting for Costs Associated with Exit or Disposal Activities,* would have to be met at the acquisition date; and (5) In-process research and development charges will no longer be recorded. With the adoption of Statement 141(R) goodwill is no longer reduced when utilizing net operating loss carry forwards for which a full valuation allowance exists as was required under Statement 141. The adoption of Statement 141(R) on January 1, 2009 could materially change the accounting for business combinations consummated subsequent to that date.

(2) Net Income (Loss) Per Share

Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income per share is computed by dividing net income by the weighted average number of shares of common stock outstanding plus the dilutive effect of common stock equivalents using the treasury stock method. Common stock equivalents consist of stock options and restricted stock unit awards. In accordance with SFAS No. 123 (revised 2004), *Share-Based Payment* (SFAS 123R), the assumed proceeds under the treasury stock method include the average unrecognized compensation expense of stock options that are in-the-money, restricted stock and restricted stock unit awards. This results in the assumed buyback of additional shares thereby reducing the dilutive impact of stock options and restricted stock unit awards. The Company s potentially diluted shares have not been included in the computation of diluted net loss per share for the six months ended June 30, 2008 as the result would be anti-dilutive.

The following table sets forth the computation of basic and diluted net income (loss) per share for the three and six month periods ended June 30, 2009 and 2008 (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Net income (loss)	$ 4,620	$ 348	$ 7,594	$ (494)
Weighted average common shares outstanding used in computing basic net income per share	126,877	128,805	126,497	128,620
Dilutive employee common stock equivalents	6,234	6,205	4,745	
Total weighted average common stock and common stock equivalent shares outstanding used in computing diluted net income per share	133,111	135,010	131,242	128,620
Basic net income (loss) per share	$ 0.04	$ 0.00	$ 0.06	$ (0.00)
Diluted net income (loss) per share	$ 0.03	$ 0.00	$ 0.06	$ (0.00)

Anti-dilutive common stock equivalents	12,852	5,838	13,630	18,081

(3) Stock-Based Compensation

The Company accounts for stock-based compensation pursuant to SFAS 123R, and compensation cost recognized includes: (a) compensation cost for all share-based payments granted prior to but not yet vested as of December 31, 2005, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123, and

(b) compensation cost for all share-based payments granted subsequent to December 31, 2005, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Grant-Date Fair Value

The Company uses the Black-Scholes option pricing model to calculate the grant-date fair value of stock options. Information pertaining to stock options granted during the six months ended June 30, 2009 and 2008 and related weighted average assumptions is as follows:

	Six Months Ended June 30,	
Stock Options	**2009**	**2008**
Options granted (in thousands)	832	969
Weighted-average exercise price	$ 2.48	$3.72
Weighted-average grant date fair value	$ 1.62	$2.42
Assumptions:		
Expected volatility	71.36%	73.7%
Expected term (in years)	6.25	6.25
Risk-free interest rate	1.98%	3.19%
Expected dividend yield		

Expected volatility The Company has determined that the historical volatility of its common stock is the best indicator of the future volatility of the Company s common stock. As such, the Company uses historical volatility to estimate the grant-date fair value of stock options. Historical volatility is calculated for the period that is commensurate with the stock option s expected term.

Expected term Since adopting SFAS 123R the Company has utilized the safe harbor provision of 6.25 years in Staff Accounting Bulletin No. 107 (as extended by Staff Accounting Bulletin No. 110) to determine the expected term of its stock options.

Risk-free interest rate The yield on zero-coupon U.S. Treasury securities for a period that is commensurate with the expected term is used as the risk-free interest rate.

Expected dividend yield The Company s Board of Directors historically has not declared cash dividends and does not expect to issue cash dividends in the future. As such, the Company uses a 0% expected dividend yield.

Stock-Based Compensation Expense

The Company generally uses the straight-line attribution method to recognize stock-based compensation expense. The amount of stock-based compensation expense recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term forfeitures is distinct from cancellations or expirations and represents only the unvested portion of the surrendered option. The Company has applied an annual forfeiture rate of 8.03% to all unvested options as of June 30, 2009. This analysis is re-evaluated quarterly and the forfeiture rate is adjusted as necessary. Ultimately, the actual expense recognized over the vesting period will only be for those stock options that vest.

Stock-based compensation expense related to restricted stock units (RSU or RSUs) is generally recognized on a straight-line basis over the requisite service period. Most of the RSU awards vest based on the lapse of time (i.e. service period). These time-based RSUs vest 25% annually beginning approximately one year after the date of grant. Some of the RSU awards are subject to performance criteria. These performance-based RSUs vest 25% annually if a specified annual adjusted operating profit goal is met and will vest in full, immediately, if a specified revenue goal is met. The Company believes it is probable the annual adjusted operating profit goal will be achieved, resulting in stock-based compensation expense being recognized over the requisite service period on an accelerated basis as required by SFAS 123R for performance-based awards. The achievement of the performance criteria for the awards to immediately vest is currently not deemed to be probable by the Company.

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RSU grants to the Company s Board of Directors generally occur in the second quarter of each fiscal year. The RSU grants to members of the Company s Board of Directors vest at the end of one year, and the related stock-based compensation expense is recognized ratably over one year.

During the six months ended June 30, 2009, the Company granted RSUs covering an aggregate of 3,168,600 shares of its common stock with a total fair value of $8.4 million. The fair value of the RSU grants is based on the market price of ATG s common stock on the date of grant. The RSU grants provide the holder with the right to receive shares of ATG common stock upon vesting.

As of June 30, 2009, there was $20.5 million of total unrecognized compensation cost related to unvested awards of stock options and RSUs. That cost is expected to be recognized over a weighted-average period of 2.0 years.

During the three months ended June 30, 2009 and 2008, stock-based compensation expense related to stock options, RSUs and in 2008 restricted stock awards was $2.4 million and $2.0 million, respectively. During the six months ended June 30, 2009 and 2008, stock-based compensation expense related to stock option, RSUs and in 2008 restricted stock awards was $4.4 million and $3.8 million, respectively.

Stock Award Activity

A summary of the activity under the Company s stock option plans as of June 30, 2009 and changes during the six-month period then ended, is presented below (in thousands, except per share amounts and years):

	Options Outstanding	Weighted Average Exercise Price Per Share	Aggregate Intrinsic Value
Options outstanding at December 31, 2008	13,424	$2.80	
Options granted	832	2.48	
Options exercised	341	1.50	
Options forfeited	367	3.53	
Options outstanding at June 30, 2009	13,548	$2.80	$23,511
Options exercisable at June 30, 2009	10,401	$2.73	20,895
Options vested or expected to vest at June 30, 2009 (1)	13,239	$2.80	$23,261

(1) Represents the number of vested options as of June 30, 2009, plus the number of unvested options expected to vest as of June 30, 2009, based on the unvested options outstanding at

June 30, 2009,
adjusted for
estimated
forfeitures.

During the six months ended June 30, 2009 and 2008, the total intrinsic value of options exercised (i.e. the difference between the market price at exercise and the price paid by the employee to exercise the options) was $0.6 million and $0.9 million, respectively, and the total amount of cash received by the Company from exercise of these options was $0.5 million and $0.7 million, respectively.

A summary of the Company s restricted stock and restricted stock unit award activity for the six months ended June 30, 2009 is presented below:

	Restricted Share and Unit Awards Outstanding (in thousands)	Weighted Average Grant Date Fair Value Per Share
Non-vested awards outstanding at December 31, 2008	3,763	$3.17
Awards granted	3,169	2.65
Restrictions lapsed	1,099	3.02
Awards forfeited	108	3.23
Non-vested awards outstanding at June 30, 2009	5,725	$2.91

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(4) Share Repurchase Program

On April 19, 2007 the Company s Board of Directors authorized a stock repurchase program providing for the repurchase of up to $20.0 million of its outstanding common stock in the open market or in privately negotiated transactions, at times and prices considered appropriate depending on the prevailing market conditions. During the six months ended June 30, 2009, the Company did not repurchase any shares of its common stock. Under the program to date, the Company has repurchased 5,605,501 shares of its common stock at a cost of $11.8 million.

(5) Disclosures About Segments of an Enterprise

SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information* (SFAS 131), establishes standards for reporting information regarding operating segments in annual financial statements. SFAS 131 also requires related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise for which separate discrete financial information is available for evaluation by the chief operating decision-maker in making decisions on how to allocate resources and assess performance. The Company s chief operating decision-maker is its chief executive officer. ATG views its operations and manages its business as one segment with three product offerings: software licenses, recurring services, and professional and education services. ATG evaluates these product offerings based on their respective revenues and gross margins. As a result, the financial information disclosed in the consolidated financial statements represents the material financial information related to our principal operating segment.

Revenues from foreign sources were approximately $14.7 million and $11.7 million for the three months ended June 30, 2009 and 2008, respectively, and $25.4 million and $23.3 million for the six months ended June 30, 2009 and 2008, respectively. Revenues from international sources were primarily generated from customers located in Europe. All of the Company s product sales for the three and six months ended June 30, 2009 and 2008, were delivered from ATG s headquarters located in the United States.

The following table represents the percentage of total revenue by geographic region for the three and six month periods ended June 30, 2009 and June 30, 2008:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2009	**2008**	**2009**	**2008**
United States	73%	72%	70%	70%
United Kingdom (UK)	14	11	18	11
Europe, Middle East and Africa (excluding UK)	11	15	10	17
Other	2	2	2	2
	100%	100%	100%	100%

(6) Fair Value Measurement

Effective January 1, 2008, the Company adopted SFAS No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 clarifies the definition of fair value, prescribes methods for measuring fair value, establishes a fair value hierarchy based on the inputs used to measure fair value and expands disclosures about the use of fair value measurements. The adoption of SFAS 157 did not have a material impact on the Company s fair value measurements.

As defined in SFAS 157, fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, SFAS 157 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

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Level 2: Other inputs that are observable directly or indirectly, such as quoted prices for similar assets and liabilities or market corroborated inputs.

Level 3: Unobservable inputs are used when little or no market data is available and requires the Company to develop its own assumptions about how market participants would price the assets or liabilities. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible in its assessment of fair value.

The following table presents the Company s financial assets and liabilities that are carried at fair value, classified according to the three categories described above (in thousands):

		Fair Value Measurements at June 30, 2009		
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Assets	Total	(Level 1)	(Level 2)	(Level 3)
Cash equivalents	$ 5,260		$ 5,260	
Short-term available-for- sale securities	10,506	$ 2,099	8,407	
Total assets at fair value	$15,766	$ 2,099	$ 13,667	

The Company s marketable securities investments consist of U.S. Treasury and U.S. government agency securities, certificates of deposit, a money market fund, commercial paper, and corporate debt securities. The fair value of the Company s marketable securities is based on a market approach utilizing quoted market prices of identical instruments or other observable market inputs.

As of June 30, 2009, the Company s marketable securities had a fair value of $13.5 million, amortized cost of $13.5 million, and unrealized gain (loss) recorded in other comprehensive income of approximately $11,560. In addition, each of the marketable securities held by the Company at June 30, 2009 had a maturity of less than one year and fair value greater than 90% of their amortized cost.

(7) Restricted Cash

At June 30, 2009, the Company has collateralized $0.4 million in an outstanding letter of credit with a certificate of deposit. The collateral for the letter of credit is reflected on the Company s balance sheet as restricted cash within long-term marketable securities based on the underlying term of the lease. The letter of credit was issued in favor of a landlord to secure an obligation under an ATG facility lease expiring in December 2011.

(8) Acquisitions CleverSet, Inc.

On February 5, 2008, the Company acquired all of the outstanding shares of common stock of privately held eShopperTools.com, Inc., dba CleverSet (CleverSet) for a purchase price of approximately $9.4 million, comprised of $9.2 million paid to the shareholders, including the extinguishment of convertible debt, and acquisition costs of $0.2 million. The purchase of CleverSet augments the Company s e-commerce optimization service offerings with CleverSet s automated personalization engines, which present e-commerce visitors with relevant recommendations and information designed to increase conversion rates and order size.

The consolidated financial statements include the results of CleverSet from the date of acquisition. The following unaudited consolidated pro forma financial information, which assumes the CleverSet acquisition occurred as of January 1, 2008, is presented after giving effect to certain adjustments, primarily amortization of intangible assets.

The unaudited consolidated pro forma financial information is not necessarily indicative of the results that would have occurred had the acquisition been in effect for the periods presented or of results that may occur in the future (in thousands, except per share data):

	For the six months ended June 30, 2008
Pro forma revenue	$ 78,548
Pro forma net loss	(1,031)
Pro forma net loss per share basic and diluted	$ (0.01)

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(9) Commitments and Contingencies

Indemnifications

The Company in general agrees to indemnification provisions in its software license agreements and real estate leases in the ordinary course of its business.

With respect to software license agreements, these indemnifications generally include provisions indemnifying the customer against losses, expenses, and liabilities from damages that may be awarded against the customer in the event the Company s software is found to infringe upon the intellectual property rights of others. The software license agreements generally limit the scope of and remedies for such indemnification obligations in a variety of industry-standard respects. The Company relies on a combination of patent, copyright, trademark and trade secret laws and restrictions on disclosure to protect its intellectual property rights. The Company believes such laws and practices, along with its internal development processes and other policies and practices, limit its exposure related to the indemnification provisions of the software license agreements. However, in recent years there has been significant litigation in the United States involving patents and other intellectual property rights. Companies providing Internet-related products and services are increasingly bringing and becoming subject to suits alleging infringement of proprietary rights, particularly patent rights. From time to time, the Company s customers have been subject to third party patent claims, and the Company has agreed to indemnify these customers from claims to the extent the claims relate to our products.

With respect to real estate lease agreements or settlement agreements with landlords, these indemnifications typically apply to claims asserted against the landlord relating to personal injury and property damage at the leased premises or to certain breaches of the Company s contractual obligations or representations and warranties included in the settlement agreements.

These indemnification provisions generally survive the termination of the respective agreements, although the provision generally has the most relevance during the contract term and for a short period of time thereafter. The maximum potential amount of future payments that the Company could be required to make under these indemnification provisions is unlimited. The Company has purchased insurance that reduces its monetary exposure for landlord indemnifications, and the Company has not recorded any claims or paid out any amounts related to indemnification provisions in its real estate lease agreements.

(10) Goodwill and Intangible Assets

Goodwill

The Company evaluates goodwill for impairment annually and whenever events or changes in circumstances suggest that the carrying value of goodwill may not be recoverable. No impairment of goodwill resulted from the Company s most recent evaluation of goodwill for impairment, which occurred in the fourth quarter of fiscal 2008, nor in any of the periods presented. The Company s next annual impairment assessment will be made in the fourth quarter of 2009. The following table presents the changes in goodwill during 2009 and 2008 (in thousands):

	Six Months Ended June 30, 2009	**Year Ended December 31, 2008**
Balance at the beginning of the year	$ 65,683	$ 59,675
Acquisition of CleverSet		8,138
Collection of accounts receivable previously reserved		(121)
Release of valuation allowance against deferred tax assets related to NOLs from the Primus acquisition [(1)]		(2,009)
Total	$ 65,683	$ 65,683

(1) For further discussion see note 6 of the notes to consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2008 filed with the United States Securities and Exchange Commission.

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Intangible Assets

The Company reviews identified intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Recoverability of these assets is measured by comparison of their carrying value to future undiscounted cash flows the assets are expected to generate over their remaining economic lives. If such assets are considered to be impaired, the impairment to be recognized in the statement of operations equals the amount by which the carrying value of the assets exceeds their fair value determined by either a quoted market price, if any, or a value determined by utilizing a discounted cash flow technique.

Intangible assets, which will continue to be amortized, consisted of the following (in thousands):

	June 30, 2009			**December 31, 2008**		
	Gross Carrying Amount	**Accumulated Amortization**	**Net Book Value**	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Book Value**
Customer relationships	$ 11,660	$ (9,293)	$ 2,367	$ 11,660	$ (8,600)	$ 3,060
Developed technology	9,710	(6,790)	2,920	9,710	(5,770)	3,940
Trademarks	1,400	(770)	630	1,400	(630)	770
Total intangible assets	$ 22,770	$ (16,853)	$ 5,917	$ 22,770	$ (15,000)	$ 7,770

Intangible assets are amortized based upon the pattern of estimated economic use or on a straight-line basis over their estimated useful lives, which range from 1 to 5 years. Amortization expense related to intangibles was $0.9 million and $1.1 million for the three month periods ended June 30, 2009 and 2008, respectively, and $1.9 million and $2.1 million for the six month periods ended June 30, 2009 and 2008, respectively.

The Company expects amortization expense for these intangible assets to be (in thousands):

Remainder of 2009	$ 1,529
2010	2,709
2011	1,006
2012	673
Total	$ 5,917

(11) Income Taxes

For the three and six months ended June 30, 2009, the Company recorded income tax provisions of $0.6 million and $0.9 million, respectively. This relates to U.S. federal alternative minimum tax, state and foreign income taxes as well as interest related to uncertain tax positions. For the three and six months ended June 30, 2008, the Company recorded income tax provisions of $0.2 million and $0.4 million, respectively, which related to foreign taxes on earnings in certain of the Company s foreign subsidiaries as well as interest and penalties related to uncertain tax positions.

As of December 31, 2008, ATG determined that the deferred tax assets in certain foreign jurisdictions would more likely than not be realized. This assessment was based upon the Company s cumulative history of earnings before taxes for financial reporting purposes over a three-year period in those jurisdictions and management s assessment as of December 31, 2008 of the Company s expected future results of operations. As a result, during the fourth quarter of 2008, the Company reversed a total of $0.6 million of deferred tax asset valuation allowance. As of June 30, 2009, there was no change in the valuation allowance analysis compared with that provided for as of December 31, 2008.

The primary differences between book and tax income for 2009 are the amortization of capitalized research and development expenses for tax purposes offset by increases in taxable income relating to deferred revenue and stock based compensation deductions.

The Company considers it reasonably possible that our gross allowance for uncertain tax positions will decrease by up to $3.3 million over the next twelve month period as a result of the expiration of the statutes of limitations within certain tax jurisdictions. The Company considers it reasonably possible that $1.5 million of the $3.3 million in gross allowances for uncertain tax positions will be recorded as a tax benefit in the third quarter of 2009.

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(12) Litigation

As previously disclosed, in December 2001, a purported class action complaint was filed against the Company s wholly owned subsidiary Primus Knowledge Solutions, Inc., two former officers of Primus and the underwriters of Primus 1999 initial public offering. The complaints are similar and allege violations of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, primarily based on the allegation that the underwriters received undisclosed compensation in connection with Primus initial public offering. The litigation has been consolidated in the United States District Court for the Southern District of New York with claims against approximately 300 other companies that had initial public offerings during the same general time period. The parties have reached a global settlement of the litigation. Under the settlement, which remains subject to Court approval, the insurers would pay the full amount of settlement share allocated to Primus, and Primus would bear no financial liability. Primus, as well as the officer defendants who were previously dismissed from the action pursuant to tolling agreements, would receive complete dismissals from the case. On June 9, 2009, the Court entered an order granting preliminary approval of the settlement. It is uncertain whether the settlement will receive final Court approval. If the settlement does not receive final Court approval, and litigation continues, the Company believes that it has meritorious defenses and intends to defend the case vigorously. While the Company cannot predict the outcome of the litigation, it does not expect any material adverse impact to its business, or the results of its operations, from this matter.

The Company s industry is characterized by the existence of a large number of patents, trademarks and copyrights, and by increasingly frequent litigation based on allegations of infringement or other violations of intellectual property rights. Some of the Company s competitors in the e-commerce software and services market have filed or may file patent applications covering aspects of their technology that they may claim the Company s technology infringes. Such competitors could make claims of infringement against the Company with respect to our products and technology. Additionally, third parties who are not actively engaged in providing e-commerce products or services but who hold or acquire patents upon which they may allege the Company s current or future products or services infringe may make claims of infringement against the Company or the Company s customers. The Company s agreements with its customers typically require it to indemnify them against claims of intellectual property infringement resulting from their use of the Company s products and services. The Company periodically receives notices from customers regarding patent license inquiries they have received which may or may not implicate the Company s indemnity obligations, and certain of its customers are currently parties to litigation in which it is alleged that the patent rights of others are infringed by the Company s products or services. Any litigation over intellectual property rights, whether brought by the Company or by others, could result in the expenditure of significant financial resources and the diversion of management s time and efforts. In addition, litigation in which the Company or its customers are accused of infringement might cause product shipment or service delivery delays, require the Company to develop alternative technology or require the Company to enter into royalty or license agreements, which might not be available on acceptable terms, or at all. ATG could incur substantial costs in prosecuting or defending any intellectual property litigation. These claims, whether meritorious or not, could be time consuming, result in costly litigation, require expensive changes in the Company s methods of doing business or could require the Company to enter into costly royalty or licensing agreements, if available. As a result, these claims could harm the Company s business.

The ultimate outcome of any litigation is uncertain, and either unfavorable or favorable outcomes could have a material negative impact on the Company s financial position, results of operations, consolidated balance sheets and cash flows, due to defense costs, diversion of management resources and other factors.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Overview

This Management s Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our condensed consolidated financial statements and the notes contained in Item 1 of this Quarterly Report on Form 10-Q. The following discussion contains forward-looking statements. See Risk Factors elsewhere in this Quarterly Report on Form 10-Q for a discussion of important factors and risks associated with our business that could cause our actual results to differ materially from these forward-looking statements. The forward-looking statements do not include the potential impact of any mergers, acquisitions, or divestitures of business combinations that may be announced after the date hereof.

We develop and market a comprehensive suite of e-commerce software products, as well as provide related services in conjunction with our products, including support and maintenance, professional services, managed application hosting services, and e-commerce optimization services for enhancing online sales and support. We primarily derive revenue from the sale of software products and related services. Our software licenses are priced based on the size of the customer implementation. Our recurring services revenue is comprised of managed application hosting services, e-commerce optimization services, and support and maintenance services. Managed application hosting revenue is recognized monthly as the services are provided based on a per transaction, per CPU or percent of customer s revenue basis. e-Commerce optimization services are priced on a per transaction basis and recognized monthly as the services are provided. Support and maintenance arrangements are priced based on the level of support services provided as a percent of net license fees per annum. Under support and maintenance services, customers are generally entitled to receive software upgrades and updates, maintenance releases and technical support. Professional and education services revenue includes implementation, technical consulting and education training. We bill professional service fees primarily on a time and materials basis. Education services are billed as services are provided.

Shift to increasing ratably recognized revenue

Before 2007, most of our revenue from arrangements involving the sale of our software was derived from perpetual software licenses and in most circumstances was recognized at the time the license agreement was executed and the software was delivered. Beginning in the first quarter of 2007, an increasing number of our perpetual software license arrangements have also included the sale of our managed application hosting services or e-commerce optimization services. As a result of applying the requirements of U.S. generally accepted accounting principles (GAAP) to our evolving business model, the revenue from these arrangements is recognized on a ratable basis over the estimated term of the contract or arrangement, commencing with the site-delivered date for providing the managed application hosting services or e-commerce optimization services.

The addition of e-commerce optimization services and managed application hosting services solution offerings introduced new products in our portfolio for which we do not have vendor-specific objective evidence (or VSOE) of fair value. As a result, when we sell e-commerce optimization services and managed application hosting services in conjunction with e-commerce software, we defer all up-front fees, such as those for licenses, support and maintenance and professional services, received prior to the delivery of the managed application hosting services or e-commerce optimization services. We recognize revenue from these fees ratably over either the term of the contract or estimated life of the arrangement depending on the specific facts of the arrangement, commencing with the site-delivered date for providing the managed application hosting services or e-commerce optimization services. In addition, when professional services revenue is deferred in connection with these arrangements and other instances in which there are undelivered elements to a transaction for which we do not have VSOE of fair value, we defer the direct costs related to performing the professional services prior to delivery of the element related to these services. These amounts are recognized ratably to cost of revenue in the same manner as the related revenue.

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Key measures that we use to evaluate our performance:

In addition to the traditional measures of financial performance that are reflected in our results of operations determined in accordance with GAAP, we also monitor certain non-GAAP financial measures related to the performance of our business. A non-GAAP financial measure is a numerical measure of a company s historical or future financial performance that excludes amounts that are included in the most directly comparable measure calculated and presented in the GAAP statement of operations. Among the GAAP and non-GAAP measures that we believe are most important in evaluating the performance of our business are the following:

We use product license bookings, a non-GAAP financial measure, as an important measure of growth in demand for our ATG e-commerce platform and the success of our sales and marketing efforts. We define product license bookings as the sale of perpetual software licenses regardless of the timing of revenue recognition under GAAP. When considering the value of perpetual software licenses executed during the period we use our judgment in assessing collectability and likelihood of granting future concessions. Factors that we consider include the financial condition of the customer and contractual provisions included in the license contract.

We believe that this measure provides us with an indication of the amount of new software license business that our direct sales team has added in the period. Product license revenue associated with a particular transaction may be deferred for reasons other than the presence of a managed application hosting or e-commerce optimization services arrangement, such as the presence of credit risk or other contractual terms that, under GAAP, require us to defer the recognition of revenue. The deferred revenue for such a transaction may be recognized in a single future period rather than ratably when the conditions that originally required deferral have been resolved. We include all additions to deferred product license revenue in our calculation of product license bookings.

We use cash flow from operations as an indicator of the success of the business. Because a portion of our revenue is deferred in the near term, our net income may be significantly different from the cash that we generate from operations.

We use recurring services revenue, as reported under GAAP, to evaluate the success of our strategy to deliver site-independent online services and the growth of our recurring revenue sources. Recurring services revenue includes e-commerce optimization services, application hosting services and support and maintenance related to ATG e-commerce platform sales.

We use revenue and gross margins on our various lines of business to measure our success at meeting cash and non-cash cost and expense targets in relation to revenue earned.

We use days sales outstanding (DSO), calculated by dividing accounts receivable at period end by revenue and multiplying the result by the number of days in the period. We also use a modified DSO that adjusts our revenue by the change in deferred revenue during the period to provide us with a more accurate picture of the strength of our accounts receivables and related collection efforts. The percentage of accounts receivable that are less than 60 days old is an important factor that our management uses to understand the strength of our accounts receivable portfolio. This measure is important because a disproportionate percentage of our product license bookings often occurs late in the quarter, which has the effect of increasing our DSO and modified DSO.

Trends in On-Line Sales and our Business

Set forth below is a discussion of recent developments in our industry that we believe offer us significant opportunities, present us with significant challenges, and have the potential to significantly influence our results of operations.

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Impact of weakening economy. The global recession that currently is affecting all sectors of the U.S. and most foreign economies creates substantial uncertainty for our business. Weakening economic conditions have led to delays or reductions in capital spending, including purchases of information technology across industries and markets, and some customers in markets that we serve, such as luxury retailers, have been particularly affected. We cannot accurately predict the duration or severity of the current adverse economic conditions or their impact on our customers demand for our products and services. As a result, it is difficult for us to reliably forecast our longer-term revenues or results of operations, and we have recently announced that until macro-economic conditions have stabilized, we will no longer provide annual guidance. Instead, we will only issue forward-looking information about our expected operating results on a quarter-by-quarter basis. Also, in light of these uncertainties, we are monitoring our operating expenses closely and have implemented expense control measures, including constraints on new hiring and discretionary spending.

Trend in on-line sales. The growth of e-commerce as an important sales channel is the principal driver for demand for our products and services. We believe that in the current environment, the on-line channel is growing in importance for many of our customers, as e-commerce may offer more opportunities for revenue growth as well as significant cost savings and operational benefits such as improved inventory control and purchasing processes compared with retailers bricks-and-mortar operations.

E-commerce replatforming. Enterprises periodically upgrade or replace the network and enterprise applications software and the related hardware systems that they use to run their e-commerce operations in order to take advantage of advances in computing power, system architectures and enterprise software functionality that enable them to increase the capabilities of their e-commerce systems while simplifying operation and maintenance of these systems and reducing their cost of ownership. In the e-commerce software industry, we refer to these major system upgrades or replacements as replatforming. We believe that on average, customers in our market replatform or refresh their e-commerce software approximately every four to five years. As a result of these factors, we have experienced a period of increased replatforming activity over the last several years, with increased corporate spending on e-commerce across many of our markets. The extent to which this trend will continue in light of current adverse economic conditions is unknown. However, we are cautiously optimistic that in the near term spending on e-commerce technology will continue at levels comparable to those we have recently experienced, and that it may even increase as a priority for some of our customers and prospects, due to the growing importance and cost benefits of the on-line channel.

Emergence of the on demand model of Software as a Service. An important trend throughout the enterprise software industry in recent years has been the emergence of Software as a Service, or SaaS. SaaS is a software delivery model whereby a software vendor that has developed a software application hosts and operates it for use by its customers over the Internet. The emergence of SaaS has been driven by customers desire to reduce the costs of owning and operating critical applications software, while shifting the risks and burdens associated with operating and maintaining the software to the software vendor, enabling the customer to focus its resources on its core business.

Rapidly evolving and increasingly complex customer requirements. The market for e-commerce is constantly and rapidly evolving, as we and our competitors introduce new and enhanced products, retire older ones, and react to changes in Internet-related technology and customer demands. The market for e-commerce has seen diminishing product differentiators, increasing product commoditization and evolving industry standards. To succeed, we need to enhance our current products and develop new products on a timely basis to keep pace with market needs, satisfy the increasingly sophisticated requirements of customers and leverage strategic alliances with third parties in the e-commerce field who have complementary products.

International expansion. Revenues derived from foreign sales as a percentage of our total revenues was 27% and 30% for the three and six months ended June 30, 2009 compared to 28% and 30% for the three and six months ended June 30, 2008. We seek to invest resources into further developing our reach internationally. In support of this initiative we have entered into partnership agreements abroad that will support our continued growth. As the international market opportunity continues to develop we will adjust our strategy.

Competitive trend. The market for online sales, marketing and customer service software is intensely competitive, subject to rapid technological change, and significantly affected by new product introductions by large competitors with significantly greater resources and installed customer bases. We expect competition to persist and intensify in the future.

Virtualization. The trend towards virtualization could challenge our current software license pricing structure. Virtualization is an approach to computing wherein the actual, physical hardware resources of a computer system are configured to simulate the operations of one or more abstract computers, known as virtual machines, on which software can be executed. The introduction of virtualization technologies may require us to consider alternative pricing strategies.

Development of ATG s partner ecosystem. As we train and develop our ATG partner ecosystem we will see a larger number of implementations outsourced to these partners resulting in stable, or potentially lower, professional services revenue.

Critical Accounting Policies and Estimates

This management s discussion and analysis of financial condition and results of operations discusses our consolidated financial statements, which have been prepared in accordance with United States generally accepted accounting principles.

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to revenue recognition, deferral of costs, the allowance for accounts receivable, research and development costs, the impairment of long-lived assets and goodwill, income taxes and assumptions for stock-based compensation. Management bases its estimates and judgments on historical experience, known trends or events and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We define our critical accounting policies as those that require us to make subjective estimates about matters that are uncertain and are likely to have a material impact on our financial condition and results of operations or that concern the specific manner in which we apply GAAP. Our estimates are based upon assumptions and judgments about matters that are highly uncertain at the time the accounting estimate is made and applied and require us to assess a range of potential outcomes.

For a description of the critical accounting policies that we consider to be both those most important to the portrayal of our financial condition and those that require the most subjective judgment, see our Annual Report on Form 10-K for the year ended December 31, 2008, under the heading Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates and our Quarterly Report on Form 10-Q for the three months ended March 31, 2009, under the same heading. Beginning with the first quarter of 2009, we determined that we have a sufficient history of successfully collecting, without concessions, accounts receivable involving extended credit terms of up to twelve months granted to a specific class of customer to conclude that the fees due under such arrangements may be considered to be both fixed and determinable and probable of collection. Consequently, the fees under such arrangements may be recognized as revenue assuming other criteria for recognition are met. As a result, ATG recognized approximately $1.4 million and $4.3 million of revenue during the three and six months ended June 30, 2009 that previously would have been deferred until the payment became due. As of the date of this report there has been no other material change in any of the critical accounting policies and estimates described in those reports.

Revenue Recognition

We generate revenue through the sale of perpetual software licenses, recurring services, which are comprised of support and maintenance services, application hosting services and e-commerce optimization services, and professional and education services. Please refer to the footnotes to the unaudited condensed consolidated financial statements contained in Item 1 of this Quarterly Report on Form 10-Q for a more comprehensive discussion of our revenue recognition policy.

Our policy is to recognize revenue when the applicable revenue recognition criteria have been met, which generally include the following:

Persuasive evidence of an arrangement We use a legally binding contract signed by the customer as evidence of an arrangement. We consider the signed contract to be the most persuasive evidence of the arrangement.

Delivery has occurred or services rendered Software and the corresponding access keys are generally delivered to customers electronically. Electronic delivery occurs when we provide the customer access to the software. Our software license agreements generally do not contain conditions for acceptance. Our e-commerce optimization services and application hosting services are delivered on a monthly basis. Professional services are generally delivered on a time and material basis.

Fee is fixed or determinable We assess whether the fee is fixed or determinable at the outset of the arrangement, primarily based on the payment terms associated with the transaction. Our standard payment terms are normally within 90 days. In some circumstances we provide extended payment terms, and in certain cases consider amounts payable beyond 90 days but less than 12 months to be fixed and determinable. Significant judgment is involved in assessing whether a fee is fixed or determinable. Our experience has been that we are generally able to determine whether a fee is fixed or determinable.

Collection is probable We assess the probability of collection from each customer at the outset of the arrangement based on a number of factors, including the customer s payment history and its current creditworthiness. If in our judgment collection of a fee is not probable, we do not record revenue until the uncertainty is removed, which generally means revenue is recognized upon our receipt of the cash payment. Our experience has been that we are generally able to estimate whether collection is probable.

We have determined that we have a sufficient history of successfully collecting, without concessions, accounts receivable involving extended credit terms of up to twelve months granted to a specific class of customer that the fees due under such arrangements may be considered to be both fixed and determinable and probable of collection, such that they may be recognized as revenue assuming other criteria for recognition are met. We monitor our ability to collect amounts due under the stated contractual terms of such arrangements and to date have not experienced any material concessions from this class of customer. Significant judgment is involved in assessing whether a contract amendment constitutes a concession. If we no longer were to have a history of collecting under the original contract terms of such arrangements without providing concessions, we might be required to recognize revenue from future such arrangements only when cash is received, assuming the other criteria for recognition have been met. Such a change could have a material impact on our results of operations.

Generally we enter into arrangements that include multiple elements. Such arrangements may include sales of software licenses and related support and maintenance services in conjunction with application hosting services, e-commerce optimization services or professional services. In these situations we must determine whether the various elements meet the applicable criteria to be accounted for as separate elements. If the elements cannot be separated, revenue is recognized once the revenue recognition criteria for the entire arrangement have been met or over the period that our obligations to the customer are fulfilled, as appropriate. If the elements are determined to be separable, revenue is allocated to the separate elements based on vendor specific objective evidence (VSOE) of fair value and recognized separately for each element when the applicable revenue recognition criteria for each element have been met. In accounting for these multiple element arrangements, we must make determinations about whether elements can be accounted for separately and make estimates regarding their relative fair values.

Recording revenue from arrangements that include application hosting services requires us to estimate the estimated life of the customer arrangement. Pursuant to the application of relevant GAAP literature, EITF Issue No. 00-21, Revenue Arrangements with Multiple Deliverables, or EITF 00-21, our arrangements with application hosting services are accounted for as one unit of accounting. In such situations, we recognize the entire arrangement fee ratably over the term of the estimated life of the customer arrangement. Based on our historical experience with our customers, we estimate the life of the typical customer arrangement to be approximately four years.

Our VSOE of fair value for certain elements of an arrangement is based upon the pricing in comparable transactions when the element is sold separately. VSOE of fair value for support and maintenance is based upon our history of charging our customers stated annual renewal rates. VSOE of fair value for professional services and education is based on the price charged when the services are sold separately. Annually, we evaluate whether or not we have maintained VSOE of fair value for support and maintenance services and professional services. We have concluded that we have maintained VSOE of fair value for both support and maintenance services and professional services because the majority of our support and maintenance contract renewal rates and professional service rates per personnel level fall in a narrow range of variability within each service offering.

For multiple element arrangements, VSOE of fair value must exist to allocate the total arrangement fee among all delivered and undelivered elements of a perpetual license arrangement. If VSOE of fair value does not exist for all elements to support the allocation of the total fee among all delivered and undelivered elements of the arrangement, revenue is deferred until such evidence does exist for the undelivered elements, or until all elements are delivered, whichever is earlier. If VSOE of fair value of all undelivered elements exists but VSOE of fair value does not exist for one or more delivered elements, revenue is recognized using the residual method. Under the residual method, the VSOE of fair value of the undelivered elements is deferred, and the remaining portion of the arrangement fee is recognized as revenue as the elements are delivered.

In certain instances, we sell perpetual software licenses with application hosting services and e-commerce optimization services. We do not have VSOE of fair value for either of these services. In these situations all elements in the arrangement for which we receive up-front fees, which typically include perpetual software fees, support and maintenance fees and set-up and implementation fees, are recognized as revenue ratably over the period of providing the application hosting service or e-commerce optimization services. We allocate and classify revenue in our statement of operations based on our evaluation of VSOE of fair value, or a proxy of fair value thereof, available for each applicable element of the transaction. We generally base our proxy of fair value on arms-length negotiations for the contracted elements. This allocation methodology requires judgment and is based on our analysis of our sales transactions.

ART TECHNOLOGY GROUP, INC.

Results of Operations

The following table sets forth statement of operations data as a percentage of total revenue for the periods indicated:

	Three months ended June 30,		Six months ended June 30,	
	2009	**2008**	**2009**	**2008**
Revenue:				
Product licenses	31%	29%	31%	27%
Recurring services	54	55	54	56
Professional and education services	15	16	15	17
Total revenue	100	100	100	100
Cost of Revenue:				
Product licenses	1	1	1	1
Recurring services	20	22	20	21
Professional and education services	12	15	13	17
Total cost of revenue	33	39	34	40
Gross profit	67	61	66	60
Operating Expenses:				
Research and development	17	18	18	18
Sales and marketing	28	31	29	31
General and administrative	11	12	11	12
Total operating expenses	56	61	57	60
Income (loss) from operations	11	1	9	(1)
Interest and other income, net	1		1	1
Income (loss) before provision for income taxes	12	1	10	
Provision for income taxes	(1)		(1)	(1)
Net income (loss)	11%	1%	9%	(1)%

The following table sets forth, for the periods indicated, our cost of our revenue as a percentage of the related revenue and the related gross margins:

	Three months ended June 30,		Six months ended June 30,	
	2009	**2008**	**2009**	**2008**
Cost of product license revenue	3%	4%	3%	4%
Gross margin on product license revenue	97%	96%	97%	96%
Cost of recurring services revenue	36%	40%	37%	38%
Gross margin on recurring services revenue	64%	60%	63%	62%

Cost of professional and education services	81%	97%	85%	103%
Gross margin on professional and education services	19%	3%	15%	(3%)

Product license bookings

We use product license bookings, a non-GAAP financial measure, as an important measure of growth in demand for our ATG e-commerce platform and the success of our sales and marketing efforts. We define product license bookings as the sale of perpetual software licenses regardless of the timing of revenue recognition under GAAP. We believe that this measure provides us with an indication of the amount of new software license business that we added in the period.

ART TECHNOLOGY GROUP, INC.

The following table summarizes and reconciles to our product licenses revenue, as reported under US GAAP, our product license bookings for the periods presented:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(in thousands)			
Product license bookings	$ 16,612	$ 15,693	$ 28,960	$ 27,141
Increase in product license deferred revenue	(7,292)	(9,670)	(11,978)	(15,363)
Product license deferred revenue recognized	4,256	6,277	9,524	9,779
Product license revenue	$ 13,576	$ 12,300	$ 26,506	$ 21,557

Product license bookings increased $0.9 million, or 6%, to $16.6 million in the three months ended June 30, 2009 from $15.7 million in the three months ended June 30, 2008. Product license bookings increased $1.8 million, or 7%, in the six months ended June 30, 2009 from $27.1 million in the six months ended June 30, 2008. The increase reflects growth in the demand for our e-commerce solutions and the success of our sales and marketing initiatives.

Product license bookings deferred was 44%, and 62% of our total product license bookings for the three months ended June 30, 2009 and 2008, respectively, and 41% and 57% of our total product license bookings for the six months ended June 30, 2009 and 2008, respectively. The deferral of bookings is due to the inclusion of e-commerce optimization services or application hosting for which we do not have VSOE of fair value, or other elements in our contracts that preclude recognition of revenue at the time of booking. Deferred revenue will be recognized in future periods when delivery of the service commences or as contractual requirements are met.

Product license deferred revenue recognized was $4.3 million and $6.3 million in the three months ended June 30, 2009 and 2008, respectively. In 2009 we recognized $4.3 million from product license deferred revenue on a ratable basis. In 2008 we recognized $1.8 million from product license deferred revenue on a ratable basis. In addition $4.5 million product license deferred revenue was recognized related to the resolution of contractual conditions. Product license deferred revenue recognized was $9.5 million and $9.8 million in the six months ended June 30, 2009 and 2008, respectively. In 2009 we recognized $9.5 million from product license deferred revenue on a ratable basis. In 2008 we recognized $2.9 million from product license deferred revenue on a ratable basis, In addition, $6.6 million product license deferred revenue was recognized related to the resolution of contractual conditions.

We expect third quarter 2009 product license bookings to be in the range of $9.5 million to $10.3 million.

Revenue

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(in thousands)			
Total revenue	$44,427	$41,920	$86,338	$78,450

Total revenue increased $2.5 million, or 6%, to $44.4 million for the three months ended June 30, 2009 from $41.9 million for the three months ended June 30, 2008. Total revenue increased $7.9 million, or 10%, to $86.3 million for the six months ended June 30, 2009 from $78.5 million for the six months ended June 30, 2008. The revenue growth in the three months ended June 30, 2009 includes an increase of $1.3 million, or 10%, in product license revenue, a $1.1 million, or 5%, increase in recurring services revenue and a $0.1 million, or 2%, increase in professional and education services. The revenue growth in the six months ended June 30, 2009 includes an increase of $4.9 million, or 23%, in product license revenue, a $3.2 million, or 7%, increase in recurring services revenue, partially offset with a decline of $0.3 million, or 2%, in professional and education services.

Revenue generated from international customers increased to $12.0 million, or 27% of total revenues, and $25.5 million, or 30% of total revenue, for the three and six months ended June 30, 2009, from $11.7 million, or 28% of total revenues, and $23.3 million, or 30% of total revenues for the three and six months ended June 30, 2008. Revenue generated from international customers decreased as a percent of total revenue due to growth in the domestic market.

No customer accounted for 10% or more of total revenue in the three month period ended June 30, 2009. One customer, whose revenue was deferred and will be recognized ratably would have represented 10% of revenue for the three months ended June 30, 2009. One customer accounted for 10% or more of total revenue in the three month period ended June 30, 2008. No customer accounted for 10% or more of total revenue in the six month periods ended June 30, 2009 or 2008.

We expect third quarter 2009 revenues to be in the range of $39.0 million to $42.0 million.

ART TECHNOLOGY GROUP, INC.

Product License Revenue

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(dollars in thousands)			
Product license revenue	$13,576	$12,300	$26,506	$21,557
As a percent of total revenue	31%	29%	31%	27%

Product license revenue increased 10% to $13.6 million for the three months ended June 30, 2009 from $12.3 million for the three months ended June 30, 2008. The increase for the three month period ended June 30, 2009 resulted from growth in demand for our e-commerce solutions and the success of our sales and marketing initiatives as measured by our product license bookings and a net decrease in the amount of product license deferred revenue. Product license revenue increased 23% to $26.5 million for the six months ended June 30, 2009 from $21.6 million for the six months ended June 30, 2008. The increase for the six month period ended June 30, 2009 resulted from growth in demand for our e-commerce solutions and the success of our sales and marketing initiatives as measured by out product license bookings, and a net decrease in the amount of product license deferred revenue.

Product license revenue generated from international customers was $3.8 million and $10.5 million for the three and six months ended June 30, 2009 compared to $4.5 million and $7.9 million for the three and six months ended June 30, 2008.

We expect product license revenues to be in the range of $9.0 million to $10.0 million in the third quarter of 2009.

ART TECHNOLOGY GROUP, INC.

Recurring services revenue

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(dollars in thousands)			
Support and maintenance	$ 12,102	$ 11,946	$ 23,480	$ 22,603
e-Commerce optimization services and managed application hosting services	11,926	11,000	23,651	21,286
Total recurring services revenue	$ 24,028	$ 22,946	$ 47,131	$ 43,889
As a percent of total revenue	54%	55%	54%	56%

Our recurring services revenue increased 5% to $24.0 million for the three months ended June 30, 2009 from $22.9 million for the three months ended June 30, 2008, and increased 7% to $47.1 million for the six months ended June 30, 2009 from $43.9 million for the three months ended June 30, 2008. A portion of our recurring services revenue is denominated in foreign currencies. Excluding the impact of fluctuations in foreign exchange rates recurring services revenue would have increased 8%, or $1.8 million for the three months ended June 30, 2009 from the same period of 2008 and 10%, or $4.5 million for the six months ended June 30, 2009 from the same period of 2008.

Support and maintenance revenue increased 1% to $12.1 million for the three months ended June 30, 2009 from $11.9 million for the three months ended June 30, 2008. Excluding the impact of fluctuations in foreign exchange rates support and maintenance revenue would have increased 3%, or $0.5 million for the three months ended June 30, 2009 from the same period of 2008. Support and maintenance revenue increased 4% to $23.5 million for the six months ended June 30, 2009 from $22.6 million for the six months ended June 30, 2008. Excluding the impact of fluctuations in foreign exchange rates support and maintenance revenue would have increased 6%, or $1.4 million for the six months ended June 30, 2009 from the same period of 2008. The increase in support and maintenance revenue was partially offset by attrition of customers using our legacy products.

e-Commerce optimization services and managed application hosting services revenue increased 8% to $11.9 million in 2009 from $11.0 million in 2008. Excluding the impact of fluctuations in foreign exchange rates e-Commerce optimization services and managed application hosting services revenue would have increased 13%, or $1.3 million for the three months ended June 30, 2009 from the same period of 2008. e-Commerce optimization services and managed application hosting services revenue increased 11% to $23.7 million in 2009 from $21.3 million in 2008. This is driven by growth in the average contract size of customers purchasing optimization services and increased utilization by our existing customer base. Excluding the impact of fluctuations in foreign exchange rates, e-Commerce optimization services and managed application hosting services revenue would have increased 15%, or $3.1 million for the six months ended June 30, 2009 from the same period of 2008.

We expect recurring services revenues to be in the range of $24.0 million to $25.0 million in the third quarter of 2009.

Professional and education services revenue

Three Months Ended June 30,		Six Months Ended June 30,	
2009	2008	2009	2008

	(dollars in thousands)			
Professional and education services revenue	$ 6,823	$ 6,674	$ 12,701	$ 13,004
As a percent of total revenue	15%	16%	15%	17%

Professional and education services revenue increased 2% to $6.8 million, or 15% of total revenue, for the three months ended June 30, 2009 from $6.7 million, or 16% of total revenue, for the three months ended June 30, 2008. Professional and education services revenue decreased 2% to $12.7 million, or 15% of total revenue, for the six months ended June 30, 2009 from $13.0 million, or 17% of total revenue, for the six months ended June 30, 2008. In 2008 we employed a strategy to expand our partner ecosystem in order to leverage our partners global reach and resources, we are increasingly focusing on training and certifying partners rather than continuing to grow our professional services business. As a result, professional services revenue has grown slowly in the second quarter of 2009 compared to 2008 and declined 2% in the six months ended June 30, 2009 from the comparable period in 2008 while margins have improved.

Included in professional and education services revenue was $1.1 million and $1.9 million for the three and six months ended June 30, 2009 and $0.6 million and $0.8 million and for the three and six months ended June 30, 2008 of revenue related to government funded research business acquired with CleverSet.

We expect professional and education services revenue to be in the range of $6.0 million to $7.0 million in third quarter of 2009.

Cost of product license revenues

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(dollars in thousands)			
Cost of product license revenue	$ 457	$ 519	$ 847	$ 906
As a percent of license revenue	3%	4%	3%	4%
Gross margin on product license revenue	$13,119	$11,781	$25,659	$20,651
As a percent of license revenue	97%	96%	97%	96%

Cost of product license revenue includes salary, benefits and stock-based compensation costs of fulfillment and engineering staff dedicated to maintenance of products that are in general release, the amortization of licenses purchased in support of and used in our products, royalties paid to vendors whose technology is incorporated into our products and amortization expense related to acquired developed technology. Variations in our cost of product license revenue did not materially influence our results of operations in the periods presented.

Cost of recurring services revenue

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(dollars in thousands)			
Cost of recurring services revenue	$ 8,722	$ 9,241	$17,619	$16,847
As a percent of recurring services revenue	36%	40%	37%	38%
Gross margin on recurring services revenue	$15,306	$13,705	$29,512	$27,042
As a percent of recurring services revenue	64%	60%	63%	62%

Cost of recurring services revenues includes salary, benefits, and stock-based compensation and other costs for recurring services support staff, costs associated with the hosting centers, third-party contractors, amortization of technology acquired in connection with the eStara and CleverSet acquisitions and royalties.

When we perform professional consulting and implementation services in connection with managed application hosting arrangements we generally defer the direct costs incurred prior to delivery of the element related to the performance of these services. Deferred costs are amortized to cost of revenue ratably over the estimated life of the customer arrangement once the site-delivered date is reached, which generally we estimate to be 4 years.

Cost of recurring services revenue decreased 6% to $8.7 million in the three months ended June 30, 2009 from $9.2 million in 2008. Gross margin on recurring services revenue was 64%, or $15.3 million for 2009 compared to 60% or $13.7 million for 2008. Cost of recurring services revenue decreased 5% to $17.6 million in the six months ended June 30, 2009 from $16.8 million in 2008. Gross margin on recurring services revenue was 63%, or $29.5 million for 2009 compared to 62% or $27.0 million for 2008.

The decrease in cost of recurring services and the resulting increase in gross margin percentage on recurring services for the three months ended June 30, 2009 was due to a $0.6 million decrease in the deferred costs which decreased total operating expenses and a $0.2 million decrease in telecommunications costs, partially offset by a $0.3 million increase in hosting services. For the six months ended June 30, 2009 the cost of recurring services increased due to a $0.7 million increase in hosting services.

During the three and six months ended June 30, 2009, we capitalized $0.2 million and $0.3 million, respectively, in certain internal use software development costs related to our hosting services in accordance with AICPA Statement of Position 98-1, *Accounting for Computer Software Developed or Obtained for Internal Use* (SOP 98-1).

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Cost of professional and education services revenue

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(dollars in thousands)			
Cost of professional services revenue	$5,505	$6,495	$10,807	$13,409
As a percent of professional services revenue	81%	97%	85%	103%
Gross margin on professional services revenue	$1,318	$ 179	$ 1,894	$ (405)
As a percent of professional services revenue	19%	3%	15%	(3%)

Cost of professional and education services revenues includes salary, benefits, and stock-based compensation and other costs for professional services and technical support staff and third-party contractors.

Cost of professional and education services revenue decreased 15% to $5.5 million for the three months ended June 30, 2009 from $6.5 million for the three months ended June 30, 2008. Cost of professional and education services revenue decreased 19% to $10.8 million for the six months ended June 30, 2009 from $13.4 million for the six months ended June 30, 2008.

The decrease in cost of professional and education services for the three months ended June 30, 2009 was driven by a $1.3 million decrease in labor related costs and a $0.2 million decrease in travel costs. These decreases were attributable to a reduction in the use of contract labor in the delivery of our professional services and less travel, resulting from the successful execution of our strategy to develop our partner networks. The decreases in expenses were partially offset by $0.2 million increase in the three months ended June 30, 2009 in the recognition of costs previously deferred compared with the three months ended June 30, 2008 period and the increase of $0.5 million in contract related expenses related to government funded research.

The decrease in cost of professional and education services for the six months ended June 30, 2009 was driven by a $3.6 million decrease in labor related costs, a $0.2 million decrease in travel costs and a decrease of $0.1 million in recruitment fees. These decreases were attributable to a reduction in the use of contract labor in the delivery of our professional services and less travel, resulting from the successful execution of our strategy to develop our partner networks. The decreases in expenses were partially offset by $0.5 million increase in the six months ended June 30, 2009 in the recognition of costs previously deferred compared with the six months ended June 30, 2008 period and the increase of $1.1 million in contract related expenses related to government funded research.

Research and Development Expenses

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(dollars in thousands)			
Research and development expenses	$7,663	$7,373	$15,133	$14,394
As a percent of total revenue	17%	18%	18%	18%

Research and development expenses consist primarily of salary, benefits, and stock-based compensation costs to support product development.

Research and development expenses increased 4% to $7.7 million in the three months ended June 30, 2009 from $7.4 million in the three months ended June 30, 2008 and decreased slightly as a percent of revenue to 17% of revenue due to revenue growth in 2009. Research and development expenses increased 5% to $15.1 million in the six months ended June 30, 2009 from $14.4 million in the six months ended June 30, 2008 and remained level as a percent of revenue due to revenue growth in 2009. The increase in research and development spending for the three months ended June 30, 2009 compared to the same period in 2008 was driven by an increase of $0.4 million in labor related costs. The increased costs were incurred in product development efforts creating new versions of our products which extend and enhance competitive product features. The increase in research and development spending for the six months ended June 30, 2009 compared to the same period in 2008 was driven by an increase of $1.0 million in labor related costs. The increased costs were incurred in product development efforts creating new versions of our products which extend and enhance competitive product features.

Sales and Marketing Expenses

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(dollars in thousands)			
Sales and marketing expenses	$12,541	$13,156	$24,829	$24,693
As a percent of total revenue	28%	31%	29%	31%

Sales and marketing expenses consist primarily of salaries, commissions, benefits, and stock-based compensation and other related costs for sales and marketing personnel, travel, public relations and marketing materials and events. We recognize commission expense upon contract execution with the result that commission expense may be recognized earlier than the related revenue.

Sales and marketing expenses decreased 5% to $12.5 million for the three months ended June 30, 2009 from $13.2 million for the three months ended June 30, 2008, and declined as a percentage of total revenue to 28%. Sales and marketing expenses increased 1% to $24.8 million for the six months ended June 30, 2009 from $24.7 million for the six months ended June 30, 2008, and declined as a percentage of total revenue to 29%. The decrease in spending in the three months ended June 30, 2009 compared to the same period in 2008 was due to an decrease of $0.5 million in travel costs, driven by cost containment initiatives. The increase in spending in the six months ended June 30, 2009 compared to the same period in 2008 was due to an increase of $0.9 million in labor related cost partially offset by a decline of $0.8 million in travel costs driven by cost containment initiatives.

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General and Administrative Expenses

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
	(dollars in thousands)			
General and administrative expenses	$4,670	$4,863	$9,159	$9,192
As a percent of total revenue	11%	12%	11%	12%

General and administrative expenses consist primarily of salaries, benefits, and stock-based compensation and other related costs for internal systems, finance, human resources, legal and executive related functions.

General and administrative expenses decreased 4% to $4.7 million in the three months ended June 30, 2009 from $4.9 million in the three months ended June 30, 2008, and decreased as a percentage of total revenue to 11% from 12% due to cost containment efforts and revenue growth. In the six months ended June 30, 2009 general and administrative expenses remained flat compared to the prior year and decreased as a percentage of total revenue to 11% from 12% due to cost containment efforts and revenue growth. The decrease in the three months ended June 30, 2009 compared to the same period of 2008 was driven by a $0.3 million decrease in bad debt expense. The decrease in the six months ended June 30, 2009 compared to the same period of 2008 was driven by a $0.5 million decrease in outside services, partially offset by a $0.4 million increase in stock-based compensation.

We expect total operating expenses to be in the range of $25.0 million to $26.0 million in the third quarter of 2009.

Stock-Based Compensation Expense

On January 1, 2006, we adopted the Financial Accounting Standards Board s Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment,* or SFAS 123R, using the modified prospective transition method. We are using the straight-line attribution method to recognize stock-based compensation expense for non-performance-based grants and the accelerated method for performance-based executive grants. Stock-based compensation cost is calculated on the date of grant based on the fair value of stock options as determined by the Black-Scholes valuation model, or the fair value of our common stock for issuances of restricted stock and restricted stock units. Stock-based compensation expense for the three months ended June 30, 2009 and 2008 was $2.4 million and $2.0 million, respectively. Stock-based compensation expense for the six months ended June 30, 2009 and 2008 was $4.4 million and $3.8 million, respectively. Stock-based compensation expense for all period is reflected in our costs and expenses above based on the function of the relevant personnel.

As of June 30, 2009, the total compensation cost related to unvested awards not yet recognized in the statement of operations was approximately $20.5 million, which will be recognized over a weighted average period of approximately 2.0 years.

Interest and Other Income, Net

Interest and other income net increased to $0.3 million for the three months ended June 30, 2009 from $0.2 million for the three months ended June 30, 2008. Interest and other income net decreased to $0.6 million for the six months ended June 30, 2009 from $0.9 million for the six months ended June 30, 2008. The increase in the three months ended June 30, 2009 compared to the same period in 2008 was primarily due to higher foreign currency exchange gains on remeasuring foreign currency denominated assets and liabilities in 2009 than in 2008 Partially offsetting the unrealized foreign currency exchange gains was lower net realized income on foreign currency based transactions. We realized a foreign currency exchange loss of less than $0.1 million in the three months ended June 30, 2009 compared to realized gains of $0.7 million in the three months ended June 30, 2008. The foreign currency based gains and losses are primarily driven by the movement of the U.K. Pound Sterling and the Euro compared to the US Dollar. In addition, in the three months ended June 30, 2009 compared to the same period in 2008, we experienced a decrease in interest income resulting from lower prevailing interest rates despite our higher ending cash and investment balances.

The decrease in the six months ended June 30, 2009 compared to the same period in 2008 was primarily due to a $0.4 million decrease in interest income resulting from lower prevailing interest rates despite our higher ending cash and investment balances. Cash, cash equivalents and marketable securities, including restricted cash, increased $10.4 million in 2009 to $71.8 million at June 30, 2009 from $61.4 million at December 31, 2008. In the six months ended June 30, 2009 the change in foreign currency exchange gains on remeasuring foreign currency denominated assets and liabilities in 2009 versus 2008 were offset by the change in net realized income on foreign currency based transactions. We realized a foreign currency exchange loss of less than $0.1 million in the six months ended June 30, 2009 compared to realized gains of $0.7 million in the six months ended June 30, 2008. The foreign currency based gains and losses are primarily driven by the movement of the U.K. Pound Sterling and the Euro compared to the US Dollar.

Provision for Income Taxes

For the three and six months ended June 30, 2009, we recorded income tax provisions of $0.6 million and $0.9 million, respectively. This relates to U.S. federal alternative minimum tax, state and foreign income taxes as well as interest related to uncertain tax positions. For the three and six months ended June 30, 2008, we recorded income tax provisions of $0.2 million and $0.4 million, respectively, which related to foreign taxes on earnings in certain of our foreign subsidiaries as well as interest and penalties related to uncertain tax positions.

As of December 31, 2008, we determined that the deferred tax assets in certain foreign jurisdictions would more likely than not be realized. This assessment was based upon our cumulative history of earnings before taxes for financial reporting purposes over a three-year period in those jurisdictions and management s assessment as of December 31, 2008 of our expected future results of operations. As a result, during the fourth quarter of 2008, we reversed a total of $0.6 million of deferred tax asset valuation allowance. As of June 30, 2009, there was no change in the valuation allowance analysis compared with that provided for as of December 31, 2008.

The primary differences between book and tax income for 2009 are the amortization of capitalized research and development expenses for tax purposes offset by increases in taxable income relating to deferred revenue and stock based compensation deductions.

We consider it reasonably possible that our gross allowance for uncertain tax positions will decrease by up to $3.3 million over the next twelve month period as a result of the expiration of the statutes of limitations within certain tax jurisdictions. We consider it reasonably possible that $1.5 million of the $3.3 million in gross allowances for uncertain tax positions will be recorded as a tax benefit in the third quarter of 2009.

Liquidity and Capital Resources

Our capital requirements relate primarily to facilities, employee infrastructure and working capital requirements. Our primary sources of liquidity at June 30, 2009 were our cash, cash equivalents, and short and long-term marketable securities of $71.8 million.

Cash provided by operating activities was $13.1 million for the six months ended June 30, 2009, a decrease of approximately $1.3 million from comparable prior year period.

Our net income of $7.6 million included non-cash expenses for depreciation and amortization of $4.6 million, and stock-based compensation expense of $4.4 million.

Cash outflows from accounts receivable were $4.0 million in 2009 compared to $74,000 in 2008. This decrease in cash flow is due to growth in the accounts receivable balance driven by timing of sales transactions compared to the prior period and granting extended payment terms. Days sales outstanding was 79 days at June 30, 2009 compared to 70 days at December 31, 2008.

Cash outflows due to accrued expenses and accounts payable were $0.8 million in 2009, an increase in outflows of $1.4 million compared to 2008, due to timely vendors payments.

Deferred revenue decreased $0.7 million during the period. We invoice customers as licenses and services are delivered and collect these invoices under customary business practices. Accordingly, the invoices that generated the deferred revenue balance at June 30, 2009 were subject to our collection process and, to the extent collected, are in our cash flow from operations.

Net cash used in investing activities for the six months ended June 30, 2009 was $3.2 million, which consisted of $0.5 million in net sales and maturities of marketable securities, partially offset by $3.6 million of capital expenditures, primarily computer equipment and software for our managed application hosting services business.

Net cash provided from financing activities was minimal for the six months ended June 30, 2009. Financing activities consisted primarily of proceeds from exercised stock options and the employee stock purchase plan, net of tax withholding payments made on behalf of employees participating in the grant of restricted stock units and in prior periods repurchases of common stock.

On April 19, 2007 our Board of Directors authorized a stock repurchase program providing for repurchases of our outstanding common stock of up to $20.0 million, in the open market or in privately negotiated transactions, at times and prices considered appropriate depending on prevailing market conditions. During the six months ended June 30, 2009 we repurchased no shares of our common stock. Under the program to date, we have repurchased 5,605,501 shares of our common stock at a cost of $11.8 million. We have authorization to expend an additional $8.2 million under this program as of June 30, 2009.

We believe that our balance of $71.8 million in cash, cash equivalents and marketable securities, including $0.4 million of restricted cash at June 30, 2009, along with other working capital and cash expected to be generated by our operations, will allow us to meet our liquidity requirements over at least the next twelve months and for the foreseeable future. However, our actual cash requirements will depend on many factors, including particularly, overall economic conditions both domestically and abroad. We may find it necessary or advisable to seek additional external funds through public or private securities offerings, strategic alliances or other financing sources. There can be no assurance that if we seek external funding, it will be available on favorable terms, if at all.

Accounts Receivable and Days Sales Outstanding

Information about our accounts receivable balance and days sales outstanding and modified days sales outstanding for the quarter ended June 30, 2009 and December 31, 2008 is as follows:

	As of and for the Quarter Ended	
	June 30, 2009	**December 31, 2008**
	(dollars in thousands)	
DSO	79	70
Revenue	$44,427	$45,397
Accounts receivable, net	$39,155	$35,109
Modified days sales outstanding [1]	75	67
Percentage of total net accounts receivable less than 60 days past due	92%	92%

[1] Modified days sales outstanding are computed by adjusting total revenue for the change in deferred revenue, that result is then divided by the days in the period, 90 days each quarter, to calculate revenue per day; the accounts

receivable balance is then divided by revenue per day.

We evaluate our performance on collections on a quarterly basis. As of June 30, 2009, our days sales outstanding increased from December 31, 2008 due to timing of sales transactions compared to the prior period and granting of extended payment terms.

Our standard payment terms are normally within 90 days. In certain circumstances we may provide to customers with superior credit extended payment terms of up to 12 months. We have concluded that we have a sufficient history of successfully collecting, without concessions, accounts receivable involving extended credit terms of up to twelve months granted to a specific class of customer that the fees due under such arrangements may be considered to be both fixed and determinable and probable of collection, such that they may be recognized as revenue assuming other criteria for recognition are met. We monitor our ability to collect amounts due under the stated contractual terms of such arrangements and to date have not experienced any material concessions from this class of customer. Accounts receivable due under arrangements involving payment terms of greater than 90 days and less than 12 months were approximately $3.9 million and $0 million at June 30, 2009 and December 31, 2008, respectively.

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Restricted Cash

At June 30, 2009, we have collateralized $0.4 million in an outstanding letter of credit with a certificate of deposit. The collateral for the letter of credit is reflected on our balance sheet as restricted cash within long-term marketable securities dependent on the underlying term of the lease. The letter of credit was issued in favor of a landlord to secure obligations under our facility leases expiring in December 2011.

Recent Accounting Pronouncements

In June 2009, the FASB issued SFAS No. 168 The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162 . The FASB Accounting Standards Codification (Codification) will be the single source of authoritative nongovernmental U.S. generally accepted accounting principles. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS 168 is effective for interim and annual periods ending after September 15, 2009. All existing accounting standards are superseded as described in SFAS 168. All other accounting literature not included in the Codification is nonauthoritative. The Company does not expect the adoption of SFAS 168 will have a material impact on its financial condition or results of operations.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, (SFAS No. 165). SFAS No. 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The adoption of SFAS No. 165 in the three months ended June 30, 2009 had no impact on the our financial condition or results of operations.

In December 2007, the FASB issued Statement No. 141(R), *Business Combinations,* (Statement 141(R)), a replacement of FASB Statement No. 141. Statement 141(R) is effective for fiscal years beginning on or after December 15, 2008 and applies to all business combinations. Statement 141(R) provides that, upon initially obtaining control, an acquirer shall recognize 100 percent of the fair values of acquired assets, including goodwill, and assumed liabilities, with only limited exceptions, even if the acquirer has not acquired 100 percent of its target. As a consequence, the current step acquisition model will be eliminated. Additionally, Statement 141(R) changes current practice, in part, as follows: (1) contingent consideration arrangements will be fair valued at the acquisition date and included on that basis in the purchase price consideration; (2) transaction costs will be expensed as incurred, rather than capitalized as part of the purchase price; (3) pre-acquisition contingencies, such as legal issues, will generally have to be accounted for in purchase accounting at fair value; (4) in order to accrue for a restructuring plan in purchase accounting, the requirements in FASB Statement No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*, would have to be met at the acquisition date; and (5) In-process research and development charges will no longer be recorded. With the adoption of Statement 141(R), we no longer reduce goodwill when utilizing net operating loss carry forwards for which a full valuation allowance, exists as was required under Statement 141. While there is no expected impact to our consolidated financial statements on the accounting for acquisitions completed prior to December 31, 2008, the adoption of Statement 141(R) on January 1, 2009 could materially change the accounting for business combinations consummated subsequent to that date.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We maintain an investment portfolio consisting mainly of money market funds, corporate obligations and government obligations with a weighted average maturity of less than one year. These available-for-sale securities are subject to interest rate risk. However, a 10% change in interest rates would not have a material impact to the fair values of these securities at June 30, 2009 and December 31, 2008 primarily due to their short maturity and our intent to hold the securities to maturity. There have been no significant changes since June 30, 2009.

The majority of our operations are based in the U.S., and accordingly, the majority of our transactions are denominated in U.S. dollars. However, we have foreign-based operations where transactions are denominated in foreign currencies and are subject to market risk with respect to fluctuations in the relative value of foreign currencies. Our primary foreign currency exposures relate to our short-term intercompany balances with our foreign subsidiaries and accounts receivable valued in the United Kingdom in U.S. dollars. Our primary foreign subsidiaries have functional currencies denominated in the British pound and Euro, and foreign denominated assets and liabilities are remeasured each reporting period with any exchange gains and losses recorded in our consolidated statements of operations. Based on currency exposures existing at June 30, 2009 and December 31, 2008, a 10% movement in foreign exchange rates would not expose us to significant gains or losses in earnings or cash flows. We may use derivative instruments to manage the risk of exchange rate fluctuations. However, at June 30, 2009, we had no outstanding derivative instruments. We do not use derivative instruments for trading or speculative purposes.

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Item 4. Controls and Procedures

(a) *Evaluation of Disclosure Controls and Procedures*

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of ATG s disclosure controls and procedures as of June 30, 2009. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of June 30, 2009, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

(b) *Changes in Internal Control over Financial Reporting*

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended June 30, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ART TECHNOLOGY GROUP, INC.
PART II. OTHER INFORMATION

Item 1. Legal Proceedings

As previously disclosed, in December 2001, a purported class action complaint was filed against our wholly owned subsidiary Primus Knowledge Solutions, Inc., two former officers of Primus and the underwriters of Primus 1999 initial public offering. The complaints are similar and allege violations of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934 primarily based on the allegation that the underwriters received undisclosed compensation in connection with Primus initial public offering. The litigation has been consolidated in the United States District Court for the Southern District of New York with claims against approximately 300 other companies that had initial public offerings during the same general time period. The parties have reached a global settlement of the litigation. Under the settlement, which remains subject to Court approval, the insurers would pay the full amount of settlement share allocated to Primus, and Primus would bear no financial liability. Primus, as well as the officer defendants who were previously dismissed from the action pursuant to tolling agreements, would receive complete dismissals from the case. On June 9, 2009, the Court entered an order granting preliminary approval of the settlement. It is uncertain whether the settlement will receive final Court approval. If the settlement does not receive final Court approval, and litigation continues, we believe we have meritorious defenses and intend to defend the case vigorously. While we cannot predict the outcome of the litigation, we do not expect any material adverse impact to our business, or the results of our operations, from this matter.

Our industry is characterized by the existence of a large number of patents, trademarks and copyrights, and by increasingly frequent litigation based on allegations of infringement or other violations of intellectual property rights. Some of our competitors in the market for e-commerce software and services have filed or may file patent applications covering aspects of their technology that they may claim our technology infringes. Such competitors could make claims of infringement against us with respect to our products and technology. Additionally, third parties who are not actively engaged in providing e-commerce products or services but who hold or acquire patents upon which they may allege our current or future products or services infringe may make claims of infringement against us or our customers. Our agreements with our customers typically require us to indemnify them against claims of intellectual property infringement resulting from their use of our products and services. We periodically receive notices from customers regarding patent license inquiries they have received which may or may not implicate our indemnity obligations, and certain of our customers are currently parties to litigation in which it is alleged that the patent rights of others are infringed by our products or services. Any litigation over intellectual property rights, whether brought by us or by others, could result in the expenditure of significant financial resources and the diversion of management s time and efforts. In addition, litigation in which we or our customers are accused of infringement might cause product shipment or service delivery delays, require us to develop alternative technology or require us to enter into royalty or license agreements, which might not be available on acceptable terms, or at all. We could incur substantial costs in prosecuting or defending any intellectual property litigation. These claims, whether meritorious or not, could be time-consuming, result in costly litigation, require expensive changes in our methods of doing business or could require us to enter into costly royalty or licensing agreements, if available. As a result, these claims could harm our business.

The ultimate outcome of any litigation is uncertain, and either unfavorable or favorable outcomes could have a material negative impact on our results of operations, consolidated balance sheets and cash flows, due to defense costs, diversion of management resources and other factors.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2008, which could materially affect our business, financial condition or future results. To the best of our knowledge, as of the date of this report there has been no material change in any of the risk factors described in that Annual Report on Form 10-K.

ART TECHNOLOGY GROUP, INC.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On April 19, 2007, our Board of Directors authorized a stock repurchase program providing for repurchases of our outstanding common stock of up to $20.0 million, in the open market or in privately negotiated transactions, at times and prices considered appropriate depending on the prevailing market conditions. We made no repurchases of our common stock during the six months ended June 30, 2009.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

At our annual meeting of stockholders on May 20, 2009, the following actions were submitted to a vote of stockholders:

(a) John R. Held and Phyllis S. Swersky were elected to serve as Directors of the Company until the 2012 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The specific tallies of the applicable votes are detailed below. Each of David B. Elsbree, Ilene Lang, Daniel C. Regis, Michael A. Brochu, Robert D. Burke, and Mary E. Makela, whose terms did not expire at the annual meeting, continued in office following the meeting.

Name of Nominee	FOR	WITHHELD
John R. Held	112,471,093	2,762,664
Phyllis S. Swersky	103,045,033	12,188,724

(b) The stockholders approved the amendment to the 1999 Employee Stock Purchase Plan.

FOR	AGAINST	ABSTAINING	BROKER NON-VOTES
66,514,934	16,302,231	500,139	31,916,453

(c) The stockholders approved the ratification of appointment of our independent registered public accounting firm.

FOR	AGAINST	ABSTAINING	BROKER NON-VOTES
114,843,810	177,443	212,504	0

Item 5. Other Information

None

ART TECHNOLOGY GROUP, INC.

Item 6. Exhibits

Exhibits

3.1 Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-8 dated June 12, 2003).

3.2 Amended and Restated By-Laws (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on April 23, 2008).

4.1 Rights Agreement dated September 26, 2001 with EquiServe Trust Company, N.A. (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated October 2, 2001).

10.1 Agreement and Plan of Merger dated January 19, 2008 by and among Art Technology Group, Inc., Einstein Acquisition Corp., eShopperTools.com, Inc., Scott Anderson, as stockholder representative, and the principal stockholders identified on Schedule I thereto (without exhibits)(incorporated by reference by Exhibit 10.1 to our Current Report on Form 8-K filed on January 25, 2008).

31.1 Certification of Principal Executive Officer Pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Principal Financial and Accounting Officer Pursuant to Exchange Act Rules 13a-14 and 15d-14, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Principal Financial and Accounting Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 ++ The following materials from Art Technology Group, Inc. s Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, formatted in XBRL (Extensible Business Reporting Language): (i) the Unaudited Condensed Consolidated Balance Sheets, (ii) the Unaudited Condensed Consolidated Statements of Operations, (iii) the Unaudited Condensed Consolidated Statements of Cash Flows, and (iv) Notes to Unaudited Condensed Consolidated Financial Statements, tagged as blocks of text.

++ Furnished herewith

ART TECHNOLOGY GROUP, INC.
SIGNATURES

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 thereunto duly authorized.

ART TECHNOLOGY GROUP, INC.
(Registrant)

By: /s/ ROBERT D. BURKE
Robert D. Burke
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ JULIE M.B. BRADLEY
Julie M.B. Bradley
Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: August 6, 2009