
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO-T/A
(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Amendment No. 2

KINTERA, INC.

(Name of Subject Company (Issuer))

EUCALYPTUS ACQUISITION CORPORATION

a wholly owned subsidiary of

BLACKBAUD, INC.

(Names of Filing Persons (Offerors))

**Common Stock, par value \$0.001 per share
including associated preferred stock purchase rights
*(Title of Class of Securities)***

49720P506

(CUSIP Number of Class of Securities)

Marc Chardon

Blackbaud, Inc.

2000 Daniel Island Drive

Charleston, South Carolina 29492

Telephone: (843) 216-6200

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

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CALCULATION OF FILING FEE

Transaction Valuation*
\$47,244,580

Amount of Filing Fee
\$1857

* Estimated for purposes of calculating the filing fee only. Determined by multiplying the offer price of \$1.12 per share by the sum of (x) 40,748,379 shares of common stock, par value \$0.001 per share (the "Shares"), of Kintera, Inc. (the approximate number of issued and outstanding Shares as of July 7, 2008), and (y) approximately 1,434,282 Shares that were issuable on or prior to the expiration of the tender offer upon the exercise of all options and other rights to purchase Shares that were outstanding as of July 7, 2008 and have a per share exercise price of less than \$1.12.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) of the Exchange Act and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1857

Filing Party: Blackbaud, Inc

Form or Registration Nos.: Schedule TO; Schedule TO-T/A (Amendment No. 1)

Dates Filed: June 9, 2008; July 8, 2008

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer:

Check the appropriate boxes below to designate any transactions to which the statement relates.

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (as previously amended, the "Schedule TO") originally filed with the Securities and Exchange Commission on June 9, 2008 by Blackbaud, Inc., a Delaware corporation ("Parent"), and Eucalyptus Acquisition Corporation ("Purchaser"), a Delaware corporation and a wholly owned subsidiary of Parent, and relates to the offer by Purchaser to purchase all outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of Kintera, Inc., a Delaware corporation (the "Company"), at a price of \$1.12 per Share, net to the seller in cash, without interest thereon (subject to applicable withholding taxes), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 9, 2008 (the "Offer to Purchase"), and in the related Letter of Transmittal, (which, together with any supplements or amendments thereto, collectively constitute the "Offer").

The information set forth in the Offer, including all schedules thereto, is expressly incorporated herein by reference with respect to all of the items of this Schedule TO, except as otherwise set forth below.

Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Items 4, 5, 6, 8, 9 and 11.

Items 4, 5, 6, 8, 9 and 11 of the Schedule TO are hereby amended and supplemented by adding the following:

"On July 9, 2008, Parent announced that the short-form merger of Purchaser with and into the Company had closed. In connection with the merger, all remaining outstanding Shares that were not tendered prior to the expiry of the Offer to Purchase (other than any Shares held by Purchaser and Shares in respect of which appraisal rights are validly exercised under Delaware law) were converted into the right to receive the same \$1.12 net per Share in cash that was paid in the Offer to Purchase. The Company is the surviving corporation in the merger and has become a wholly-owned subsidiary of Parent. The Company's common stock is no longer traded on NASDAQ.

The full text of the press release issued by Parent on July 9, 2008 is attached hereto as Exhibit (a)(1)(P) and is incorporated herein by reference."

Item 12. Material to be Filed as Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following:

"(a)(1)(P) Press release issued by Parent on July 9, 2008."

SIGNATURE

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

Dated: July 9, 2008

EUCALYPTUS ACQUISITION CORPORATION

By: /s/ Timothy V. Williams
Name: Timothy V. Williams
Title: Treasurer, Chief Financial Officer and
Secretary

BLACKBAUD, INC.

By: /s/ Timothy V. Williams
Name: Timothy V. Williams
Title: Senior Vice President and Chief Financial
Officer

Blackbaud®

Blackbaud Completes Acquisition of Kintera

Blackbaud's CRM capabilities, open APIs, and comprehensive product offerings combine with Kintera's SaaS expertise to benefit entire nonprofit sector

Charleston, S.C. (July 9, 2008) – Blackbaud®, Inc. (NASDAQ: BLKB), the leading provider of software and related services designed specifically for nonprofit organizations, announced today that it has completed the acquisition of Kintera®, Inc., the leader and pioneering provider of Software as a Service (SaaS) solutions to the nonprofit and government sectors. *Upon the closing of the acquisition, all remaining outstanding Kintera shares that were not tendered prior to the expiry of the tender offer were converted into the right to receive \$1.12 per share in cash. As a result of the transaction, Kintera has become a wholly-owned subsidiary of Blackbaud.*

“The addition of Kintera’s expertise in SaaS and donor acquisition to Blackbaud’s leadership in donor cultivation and engagement is very exciting for us and for the nonprofit sector as a whole,” said Marc Chardon, Blackbaud’s chief executive officer. “Nonprofits are being faced with increasingly complex mission requirements and with donors who want instant, direct involvement. Internet-focused technology can provide those new levels of flexibility and immediacy that are critical for sustainable growth.

“Expanding Blackbaud’s set of online offerings in this way furthers our commitment to providing the best in Internet solutions and services that we have been delivering for nearly a decade, and Blackbaud will provide a roadmap regarding the integration of Kintera products in the near future. We are dedicated to empowering the 4500 nonprofits that use our Internet solutions with options—both in deployment and in interoperability—through our open APIs, and through the solutions’ rapidly expanding developer networks.”

The core capabilities of Kintera and Blackbaud are complementary, meeting the nonprofit sector’s needs for both donor acquisition and stewardship. Blackbaud’s suite of CRM solutions, including The Raiser’s Edge®, coupled with Kintera offerings, such as its Friends Asking Friends® team fundraising solution, advocacy solutions, and Kintera Connect™ are all well suited to help organizations engage, retain and grow their supporter bases. Similarly, Blackbaud® NetCommunity™, with its proven ability to enhance the value of data in The Raiser’s Edge, The Financial Edge™, Blackbaud Student Information System™, etc., is ideally suited for enriching the online experience of current donors and increases the value of data that already exists in a nonprofit’s CRM system.

Blackbaud will support all of Kintera’s current offerings, from Kintera Sphere® to Kintera FundWare® and Kintera P!N Electronic Screening®, and from Kintera Connect™ and its CRM solution to its Kintera GivingFund™. The companies’ combined R&D teams will examine how to best extend the capabilities of each product set so that they meet the needs of customers and prospects today and in the future. “Combining Kintera’s solutions with Blackbaud’s will allow us to continue to grow these important business segments,” said Chardon. Blackbaud will provide its product roadmap for the integration of Kintera products in the near future.

Kintera will continue to be led by Richard LaBarbera, its current president and CEO, and a high-tech industry veteran with more than 30 years experience working with such leading software providers as Sybase, Siemens/Nixdorf, Storage Technology and IBM. Kintera operations will continue to be directed from its existing offices in San Diego and Denver.

“Now that our organizations can begin working together, we will quickly work to significantly improve the customer’s experience. Blackbaud is committed to ensuring that integration between Kintera products and Blackbaud’s product suite, including The Raiser’s Edge, as well as eTapestry® and Target’s Team

Approach® are the finest in the industry. In addition, we will provide the world's best professional services and support," LaBarbera said. "Finally, nonprofits can be confident that, when choosing a Kintera product, it will be backed by Blackbaud's robust corporate infrastructure. They can rest assured that the partner they have selected will be there to serve them for years to come."

"We use Team Approach for donor management and Kintera tools for fundraising and online marketing," said Marla Davidson, chief information officer and executive vice president of strategy management for the Arthritis Foundation. "The prospect of consolidating our vendor relationships and having the two critical components of our software infrastructure work together is very exciting for us."

"Blackbaud is known for its best-in-class service and has been a stable partner for nonprofits for a long time," said Amber Davidson, communications director for EQUIP, a large nonprofit with operations in 104 countries that focuses on developing international Christian leaders. "Having the on-demand software from Kintera delivered and backed by a partner like Blackbaud gives us a great deal of confidence going forward."

About Blackbaud

Blackbaud is the leading global provider of software and services designed specifically for nonprofit organizations, enabling them to improve operational efficiency, build strong relationships, and raise more money to support their missions. Approximately 19,000 organizations — including the American Red Cross, Dartmouth College, the WGBH Educational Foundation, Episcopal High School, Lincoln Center, Cancer Research UK, Special Olympics, and Arthritis Foundation — use one or more of Blackbaud products and services for fundraising, constituent relationship management, financial management, direct marketing, school administration, ticketing, business intelligence, website management, prospect research, consulting, and analytics. Since 1981, Blackbaud's sole focus and expertise has been partnering with nonprofits and providing them the solutions they need to make a difference in their local communities and worldwide. Headquartered in the United States, Blackbaud also has operations in Canada, the United Kingdom, and Australia. For more information, visit www.blackbaud.com.

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Source: Blackbaud

Forward-looking Statements

Except for historical information, all of the statements, expectations, and assumptions contained in this news release are forward-looking statements that involve a number of risks and uncertainties. Although Blackbaud attempts to be accurate in making these forward-looking statements, it is possible that future circumstances might differ from the assumptions on which such statements are based. In addition, other important factors that could cause results to differ materially include the following risks related to the expected timing and financial or other benefits of the Kintera acquisition: management of integration of acquired companies and other risks associated with acquisitions; risk associated with successful

implementation of multiple integrated software products; the ability to attract and retain key personnel; risks related to our dividend policy and share repurchase program, including potential limitations on our ability to grow and the possibility that we might discontinue payment of dividends; risks relating to restrictions imposed by the credit facility; risks associated with management of growth; lengthy sales and implementation cycles, particularly in larger organizations; technological changes that make our products and services less competitive; and the other risk factors set forth from time to time in the SEC filings for Blackbaud, copies of which are available free of charge at the SEC's website at www.sec.gov upon request from Blackbaud's investor relations department.

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