

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

BLACKBAUD, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

11-2617163
(I.R.S. Employer Identification No.)

**2000 Daniel Island Drive
Charleston, South Carolina 29492**
(Address, including zip code, of registrant's principal executive offices)

Blackbaud, Inc. 2009 Equity Compensation Plan for Employees from Acquired Companies
(Full title of the plans)

**Marc E. Chardon, President
2000 Daniel Island Drive
Charleston, South Carolina 29492
(843) 216-6200**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPIES TO:

**Donald R. Reynolds, Esq.
Alexander M. Donaldson, Esq.
Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607
Telephone: (919) 781-4000
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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 Act) (Check one):

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.001 par value per share	150,000 shares	\$ 15.58	\$ 2,337,000	\$ 130.40

- (1) Consists of 150,000 shares reserved for issuance under Registrant's 2009 Equity Compensation Plan for Employees from Acquired Companies. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of shares to be offered under the Registrant's 2009 Equity Compensation Plan for Employees from Acquired Companies, by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of outstanding shares of the Registrant's common stock.
- (2) Estimated solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Common Stock on the Nasdaq Global Select Market on June 26, 2009 in accordance with Rule 457(c).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given by Blackbaud, Inc. (the "Company") to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given by the Company to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Company with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on March 2, 2009;

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 filed pursuant to Section 13 of the Exchange Act on May 8, 2009;

(c) The Company's Current Reports on Forms 8-K and 8-K/A, filed, but not furnished, pursuant to Section 13 of the Exchange Act on January 14 and April 30, 2009;

(d) The Company's definitive proxy statement on Schedule 14A, filed pursuant to Section 14 of the Exchange Act, for the Company's 2009 Annual Meeting of Stockholders, as filed with the Commission on April 30, 2009; and

(e) The description of the Company's common stock contained in Items 1 and 2 of its Registration Statement on Form 8-A filed with the Commission pursuant to Section 12(g) of the Exchange Act on February 20, 2004 and as may be amended from time to time.

All documents filed, but not furnished, by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered under this registration statement have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. In no event, however, will any of the information, including exhibits, that the Company discloses under Item 2.02 and Item 7.01 of any report on Form 8-K that has been or may be, from time to time, furnished to the SEC be incorporated by reference into or otherwise become a part of this registration statement.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

Item 4. Description of Securities

Not applicable. The class of securities to be offered is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Company is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law gives a corporation power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Section 145 also gives a corporation power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper. Section 145 further provides that, to the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 145 also authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, arising out of his status as such, whether or not the corporation would otherwise have the power to indemnify him under Section 145.

The Company's Amended and Restated Certificate of Incorporation provides for the indemnification of officers and directors to the fullest extent permitted by the Delaware General Corporation Law.

All of the Company's directors and officers are covered by insurance policies maintained by the Company against certain liabilities for actions taken in their capacities as such, including liabilities under the Securities Act.

Item 7. Exemption From Registration Claimed

Not applicable.

Item 8. Exhibits

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

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Wyrick Robbins Yates & Ponton LLP.
10.41	Blackbaud, Inc. 2009 Equity Compensation Plan for Employees from Acquired Companies.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Wyrick Robbins Yates & Ponton LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (see page 4).

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes as follows:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement related to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person or the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

[THE NEXT PAGE IS THE SIGNATURE PAGE]

July 2, 2009

Blackbaud, Inc.
2000 Daniel Island Drive
Charleston, South Carolina 29492

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 filed on or about the date hereof by Blackbaud, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 150,000 shares of the Company's common stock, \$0.001 par value per share (the "Shares"). We understand the Shares are to be issued pursuant to the Company's 2009 Equity Compensation Plan for Employees from Acquired Companies, as may be amended from time to time (the "Plan"). In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the original of all documents submitted to us as copies thereof.

As the Company's legal counsel, we have examined the proceedings taken, and are familiar with the proceedings proposed to be taken, in connection with the sale of the Shares pursuant to the Plan.

It is our opinion that, upon completion of the proceedings being taken or contemplated by us, as your counsel, to be taken prior to the issuance of the Shares, the Shares when issued in the manner referred to in the Registration Statement and in accordance with the Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the Prospectus constituting a part thereof, and any amendments thereto.

Very truly yours,

WYRICK ROBBINS YATES & PONTON LLP

BLACKBAUD, INC.
2009 EQUITY COMPENSATION PLAN
FOR EMPLOYEES FROM ACQUIRED COMPANIES

1. Purpose. The Blackbaud, Inc. 2009 Equity Compensation Plan for Employees from Acquired Companies (the “Plan”) is intended to provide for the award of shares of common stock of Blackbaud, Inc. (“Stock Awards”) to Blackbaud, Inc. (the “Company”) employees pursuant to their employment contracts or other agreements or arrangements entered into in connection with the Company’s acquisition of etapestry.com, Inc. (“etapestry”), Kintera, Inc. (“Kintera”) and any other company acquired by the Company in the future (the “Contracts”). To the extent of any conflict between the terms of this Plan and the Contracts, the terms of the Contracts shall control.

2. Administration of the Plan.

(a) The Plan shall be administered by (i) the Board of Directors of the Company (the “Board”), or (ii) the Compensation Committee of the Board (the “Committee”). Once appointed to administer the Plan, the Committee shall continue to serve in its designated capacity until otherwise directed by the Board. The Board, however, in its discretion, may from time to time directly administer the Plan, all to the extent permitted by applicable laws and regulations or take action with regards to the Plan as it deems necessary or expedient. All references in this Plan to the Committee shall mean the Board if no Committee has been appointed or if the Board exercises its right to administer the Plan.

(b) The Committee, if so appointed, shall have the authority, in its discretion to (i) construe and interpret the Plan and Stock Awards made hereunder and prescribe and rescind rules and regulations relating to the Plan; and (ii) make all other determinations necessary or advisable for the administration of the Plan.

(c) To the extent that Stock Awards are to be qualified as “performance-based” compensation within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, or any successor statute (the “Code”), the Plan shall be administered by a committee consisting of two or more “outside directors” as determined under Section 162(m) of the Code.

3. Stock. The stock subject to Stock Awards shall be authorized but unissued shares of common stock of the Company, par value of \$0.001 per share, or such shares of the Company’s capital stock into which such class of shares may be converted pursuant to any reorganization, recapitalization, merger, consolidation or the like (the “Common Stock”), or shares of Common Stock reacquired by the Company in any manner. The aggregate number of shares that may be issued pursuant to the Plan is 150,000 shares of Common Stock, subject to adjustment as provided herein.

4. Adjustments. Upon the occurrence of any of the following events, the rights of a recipient of a Stock Award granted hereunder shall be adjusted as hereinafter provided, unless otherwise provided in the Contract.

(a) In the event of any change in corporate capitalization (including, but not limited to, a change in the number of shares of Common Stock outstanding), such as a stock dividend, stock split, reverse stock split, share combination, recapitalization, merger, consolidation, acquisition of property or shares, separation, spinoff, reorganization, stock rights offering, liquidation, disaffiliation of a present or future subsidiary of the Company or parent of the Company (if any) or similar event of or by the Company, the Board or Committee may in its discretion make such substitution or adjustments as it deems appropriate and equitable under the Plan including, but not limited to, adjustments to the aggregate number and kind of shares reserved for issuance and delivery under the Plan.

(b) Except as expressly provided herein, no issuance by the Company of shares of stock of any class shall affect, and no adjustment by reason thereof shall be made with respect to, the number of shares subject to the Stock Awards. No adjustments shall be made for dividends paid in cash or in property other than Common Stock of the Company.

(c) No fractional shares shall be issued under the Plan and any person who would otherwise be entitled to receive a fraction of a share shall receive from the Company cash in lieu of such fractional shares in an amount equal to the fair market value of such fractional shares, as determined in the sole discretion of the Board or Committee.

5. Term and Amendment of Plan. This Plan was adopted by the Board on July 2, 2009 (the "Effective Date"). The Plan shall expire 10 years after the Effective Date. The Board may terminate or amend the Plan in any respect at any time. Except as provided in Section 4(a), in no event may any action of the Board with respect to the Plan adversely alter or impair the rights of a Stock Award recipient, without his or her consent, under any Stock Award previously made.

6. Governmental Regulation. The Company's obligation to deliver shares of the Common Stock under the Plan is subject to the approval of any governmental authority required in connection with the authorization, issuance or sale of such shares.

7. Withholding of Additional Income Taxes.

(a) Upon the grant of a Stock Award for less than the fair market value of the Common Stock, the Company, in accordance with Section 3402(a) of the Code and any applicable state statute or regulation, may require the recipient to pay to the Company additional withholding taxes in respect of the amount that is considered compensation includable in such person's gross income. With respect to the grant of a Stock Award for less than the fair market value of the Common Stock, the Committee in its discretion may condition such event on the payment by the recipient of any such additional withholding taxes.

(b) At the sole and absolute discretion of the Committee, the recipient of a Stock Award may pay all or any part of the total estimated federal and state income tax liability arising out of the receipt of such Stock Award (a "Tax Event") by tendering already-owned shares of Common Stock or by directing the Company to withhold shares of Common Stock otherwise to be transferred to the recipient of such Stock Award as a result of the receipt thereof

in an amount equal to the estimated federal and state income tax liability arising out of such event, provided that no more shares may be withheld than are necessary to satisfy the recipient's actual minimum withholding obligation with respect to the Stock Award. In such event, the recipient must, however, notify the Committee of his or her desire to pay all or any part of the total estimated federal and state income tax liability arising out of a Tax Event by tendering already-owned shares of Common Stock or having shares of Common Stock withheld prior to the date that the amount of federal or state income tax to be withheld is to be determined. For purposes of this Section 7(b), shares of Common Stock shall be valued at their fair market value on the date that the amount of the tax withholding is to be determined.

8. Choice of Law. The law of the State of Delaware shall govern all questions concerning the construction, validity and interpretation of this Plan, without regard to that state's conflict of laws rules.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2009 relating to the financial statements and the effectiveness of internal control over financial reporting which appears in Blackbaud, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008.

/s/ PricewaterhouseCoopers LLP

Raleigh, North Carolina

July 1, 2009