

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Digital Insight Corporation
(Name of Registrant as Specified in its Charter)

Intuit Inc.
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following is a slide presentation given on November 30, 2006 during a conference call with analysts and others announcing Intuit Inc.'s definitive agreement to acquire Digital Insight Corporation. This slide presentation was posted on Intuit's website at www.intuit.com



November 30, 2006

The Intuit logo is positioned at the bottom right of the slide. It features the same red stylized head profile and the word "Intuit" in red, sans-serif font with a registered trademark symbol.

Cautions About Forward-Looking Statements

This presentation includes "forward-looking statements" which are subject to safe harbors created under the U.S. federal securities laws. All statements included in this presentation that address activities, events or developments that Intuit and Digital Insight expect, believe or anticipate will or may occur in the future are forward looking statements, including: statements about the potential benefits of the proposed transaction to Intuit, including the ability to address new markets and offer new solutions; the potential benefits of the proposed acquisition to financial institutions and their customers and to small businesses; the expected results of the business in the future; the expected closing of the proposed transaction; the expected financial impact of the transaction on Intuit; and Intuit's plans for financing the transaction. All forward-looking statements are based on the opinions and estimates of management at the time the statements are made and are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. These risks and uncertainties include: the risk that the transaction is not consummated or is not consummated within the expected timeframe; the risk that the expected benefits of the proposed acquisition are not realized; the risk that disruption from the transaction may make it more difficult to maintain relationships with customers, employees, partners or suppliers; the risk that future products and services may not be successful or achieve broad market acceptance; and the risk that Intuit will not be able to successfully integrate Digital Insight's market opportunities, technology, personnel and operations and achieve planned synergies. For information regarding other related risks, see discussion of risks and other factors in documents filed by Intuit and Digital Insight with the Securities and Exchange Commission (SEC) from time to time, including Digital Insight's Annual Report on Form 10-K for the year ended December 31, 2005 and report on Form 10-Q for the quarter ended September 30, 2006 as well as Intuit's Form 10-K for the year ended July 31, 2006. Forward-looking statements represent the judgment of the management of Intuit and Digital Insight as of the date of this release, and Intuit and Digital Insight disclaim any intent or obligation to update any forward-looking statements.

Accretion and dilution calculated on non GAAP basis

In estimating future accretion and dilution on a non GAAP basis, Intuit excludes share-based compensation expenses, amortization of purchased intangible assets, acquisition-related charges, net gains on marketable equity securities and other investments, gains and losses on disposals of businesses, certain discrete tax items and amounts related to discontinued operations from its GAAP earnings per share.

Additional Information About the Proposed Transaction and Where You Can Find It

In connection with the proposed transaction, Digital Insight intends to file a proxy statement and other relevant materials with the Securities and Exchange Commission ("SEC"). BEFORE MAKING ANY VOTING DECISION WITH RESPECT TO THE PROPOSED TRANSACTION, STOCKHOLDERS OF DIGITAL INSIGHT ARE URGED TO READ THE PROXY STATEMENT, WHEN IT BECOMES AVAILABLE, AND THE OTHER RELEVANT MATERIALS FILED BY DIGITAL INSIGHT WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The proxy statement and other relevant materials, when available, and any other documents filed by Digital Insight with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov. In addition, stockholders of Digital Insight may obtain free copies of the documents filed with the SEC by contacting Digital Insight's Investor Relations at 26025 Mureau Road, Calabasas, California 91302, Telephone: (818) 878-6615. You may also read and copy any reports, statements and other information filed by Digital Insight with the SEC at the SEC public reference room at 100 F Street, N.E. Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Digital Insight and its executive officers and directors may be deemed to be participants in the solicitation of proxies from Digital Insight stockholders in favor of the proposed transaction. Certain executive officers and directors of Digital Insight have interests in the transaction that may differ from the interests of stockholders generally, including without limitation acceleration of vesting of stock options, benefits conferred under retention, severance and change in control arrangements, and continuation of director and officer insurance and indemnification. These interests will be described in the proxy statement when it becomes available.

In addition, Intuit and its executive officers and directors may be deemed to be participants in the solicitation of proxies from Digital Insight's stockholders in favor of the approval of the proposed transaction. Information concerning Intuit's directors and executive officers is set forth in Intuit's proxy statement for its 2006 annual meeting of stockholders, which was filed with the SEC on November 3, 2006, and annual report on Form 10-K filed with the SEC on September 15, 2006. These documents are available free of charge at the SEC's web site at www.sec.gov or by going to Intuit's Investor Relations Website at http://www.intuit.com/about_intuit/investors.

Agenda

▪ **Transaction Highlights**

▪ **Digital Insight Business Model**

▪ **Strategic Rationale – Intuit + Digital Insight**

Transaction Highlights

- Intuit to acquire Digital Insight for \$39 per share... \$1.35 billion fully diluted equity value
- 100% cash transaction, to be financed from existing cash and up to \$1,000M debt financing... efficient deployment of capital given Intuit's balance sheet and strong cash flow generation
- Combination will accelerate Digital Insight's growth... developing new online banking solutions that will attract more financial institution clients, increase end-user adoption, and add new products & services
- Expected to be \$0.02-0.03 dilutive to non-GAAP EPS in FY07, slightly accretive in FY08, and even more accretive longer-term
- Expected to close during first quarter of calendar 2007, subject to regulatory review, Digital Insight shareholder approval, and other customary closing conditions

Agenda

- **Transaction Highlights**

- **Digital Insight Business Model**

- **Strategic Rationale – Intuit + Digital Insight**

Digital Insight Overview

- Digital Insight is a leading provider of outsourced online banking applications to small and medium financial institutions
- Serves 1,760 financial institutions, with more than 38 million potential consumer and small business end-users
 - 7.0 million online banking end-users (19% penetration)
 - 1.7 million bill pay end-users (5% penetration)
- LTM revenue \$238 million, non-GAAP operating income* \$57 million
- Attractive business model with ~90% recurring revenue
- Financial highlights:

	CY04	Q105	Q205	Q305	Q405	CY05	Q106	Q206	Q306
Internet Banking	\$ 151.9	\$ 42.4	\$ 42.1	\$ 43.6	\$ 45.2	\$ 173.3	\$ 47.7	\$ 51.0	\$ 51.0
% Growth						14%	13%	21%	17%
Business Banking	22.9	6.4	6.6	6.8	8.8	28.6	7.5	7.9	8.4
Lending	14.1	2.9	3.6	2.9	2.7	12.1	2.7	2.8	2.5
Total Revenue	\$ 188.9	\$ 51.7	\$ 52.3	\$ 53.2	\$ 56.7	\$ 214.0	\$ 57.9	\$ 61.6	\$ 61.9
% Growth						13%	12%	18%	16%
Non-GAAP Op Income*	\$ 37.1	\$ 11.0	\$ 11.4	\$ 12.5	\$ 14.1	\$ 48.8	\$ 14.5	\$ 14.1	\$ 14.7
% Margin	20%	21%	22%	23%	25%	23%	25%	23%	24%
Non-GAAP Diluted EPS*	\$ 0.65	\$ 0.19	\$ 0.21	\$ 0.23	\$ 0.25	\$ 0.89	\$ 0.25	\$ 0.26	\$ 0.28

*These are non-GAAP financial measures; see attached reconciliation.

Digital Insight's Market Focus

Digital Insight focuses on FIs with less than \$20 billion in assets, the most attractive market segment based on propensity to outsource

Three primary models for online banking delivery

**Outsourced:
hosted in data
center**

**In-house: licensed
software
implementation**

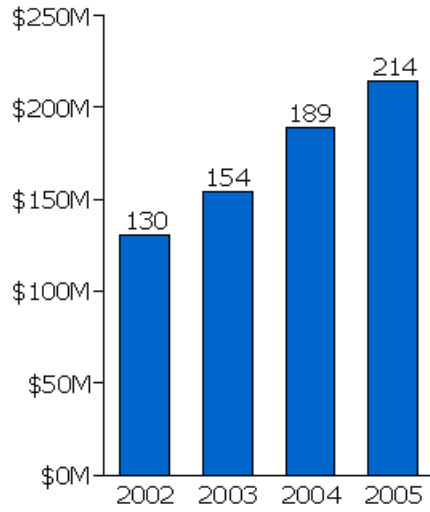
**In-house:
internally
developed**



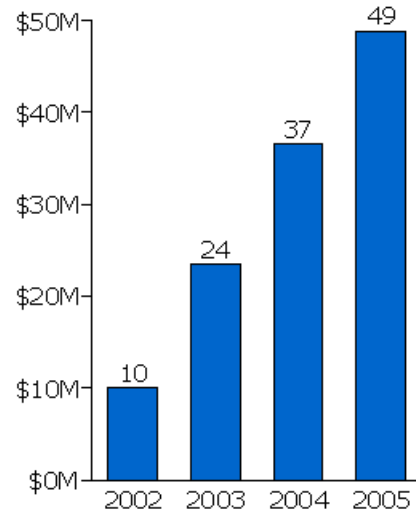
Size of FI (Assets)	Online Banking Model	# of FIs	DI Clients
>\$20bn	In-house	<100	~10
\$1bn - \$20bn	In-house or Outsourced	600	~150
<\$1bn	Outsourced	17,500	~1,600

Financial Highlights

Revenue (\$M)



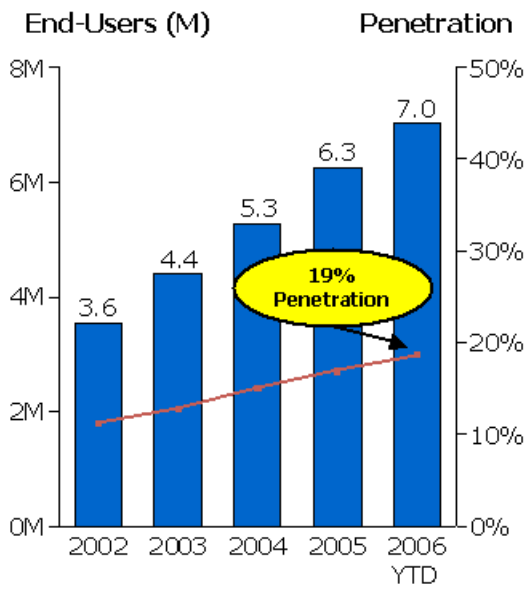
Non-GAAP Operating Income* (\$M)



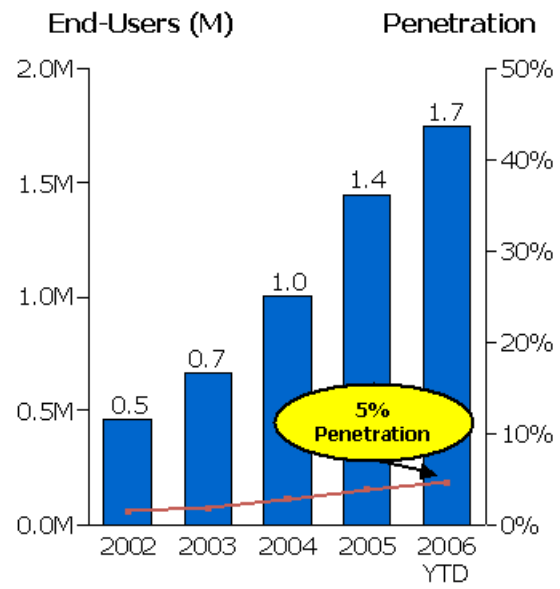
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Operating Metrics

Consumer Online Banking

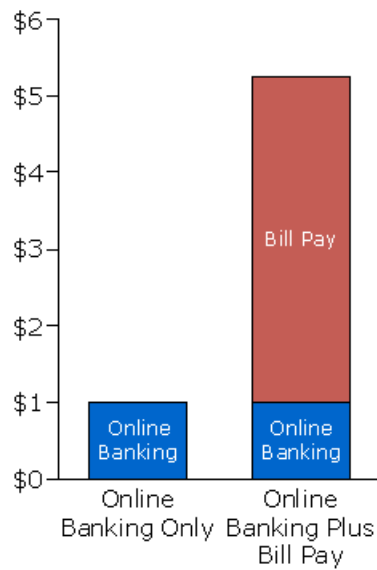


Bill Pay



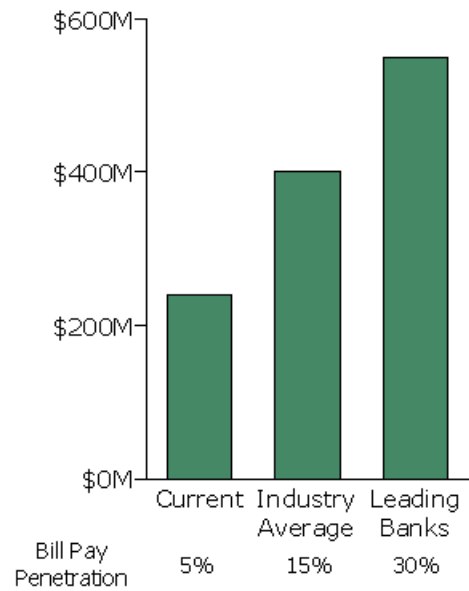
Bill Pay Growth Opportunity

Average Monthly Revenue Per User



Potential Digital Insight Revenue

(at various bill pay penetration rates)



Agenda

- **Transaction Highlights**
- **Digital Insight Business Model**
- **Strategic Rationale – Intuit + Digital Insight**

Strategic Rationale: Intuit + Digital Insight

Large, growing market

- Low penetration: only about 30% of consumers and small businesses use online banking today (Digital Insight: 19%)

Intuit & Digital Insight already market leaders

- Intuit: leading provider of financial management software for 12M consumers & 7M small businesses
- Digital Insight: leading provider of on-demand online banking for 1,760 FIs, 38M potential end-users, 7.0M end-users

Significant unmet consumer, small business, and FI needs

- Small business: underserved by consumer solutions, overserved by corporate business banking solutions
- Consumer: most online banking solutions today offer rudimentary functionality
- Financial institutions: seeking next-generation online banking solutions – want to serve small businesses but lack the tools

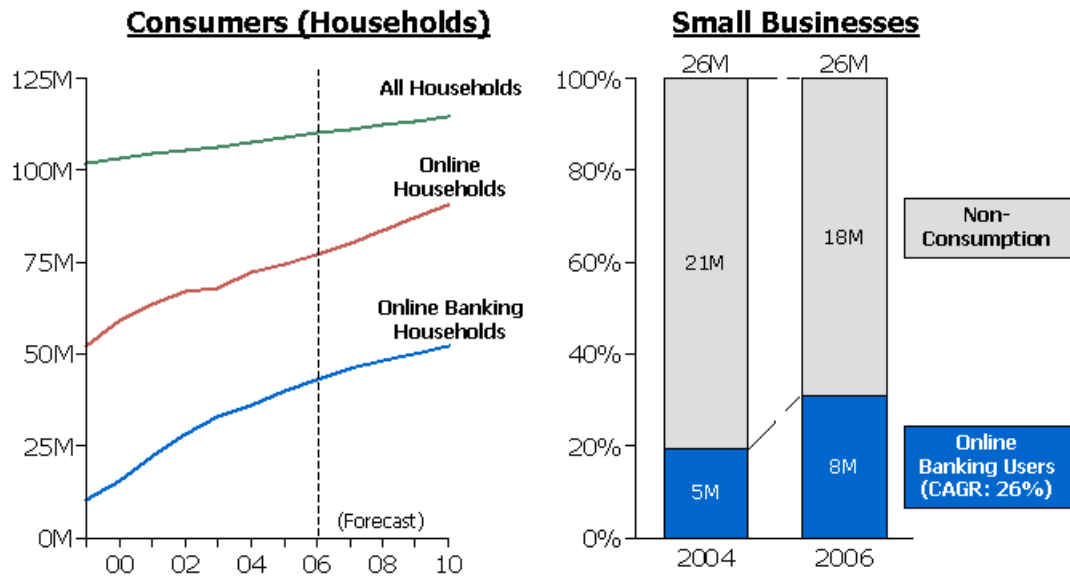
Intuit + Digital Insight can solve well together

- Intuit: Customer Driven Innovation, deep understanding of SMB & consumer financial management tasks
- Digital Insight: leading on-demand online banking platform, technology & relationships to deliver for combined business

Financially attractive business model

- On-demand model with ~90% recurring revenue
- Significant operating leverage with 57% gross margin

Large, Growing Market



Online banking is growing, yet penetration remains low, especially at the smaller financial institutions Digital Insight serves

Intuit & Digital Insight Already Leaders



Access to large user base
(7MM SBs & 12M consumers)

Access to large user base
(38M potential end-users)

Expertise in financial
management

Expertise in online banking
and bill payment

Extensive consumer & small
business marketing expertise

Strong distribution & reach
with banks, core processors

Best-in-class software
applications... content

Leading on-demand platform...
distribution

Leading consumer and small
business brands

Leading online banking brand
with financial institutions

Unmet Needs: Small Businesses

Primary Financial Mgmt Method

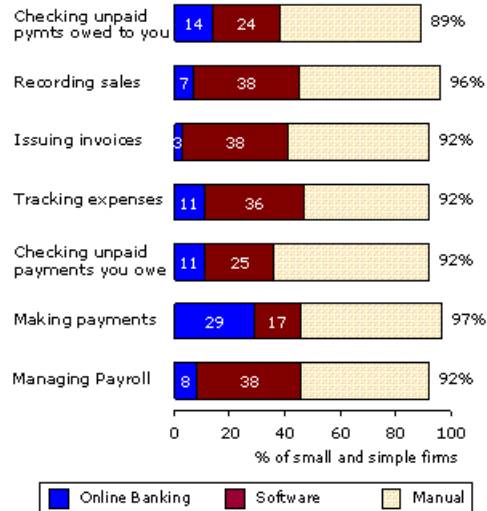
2.2M
Small &
Simple
Firms



3.2M
Main
Street
Firms



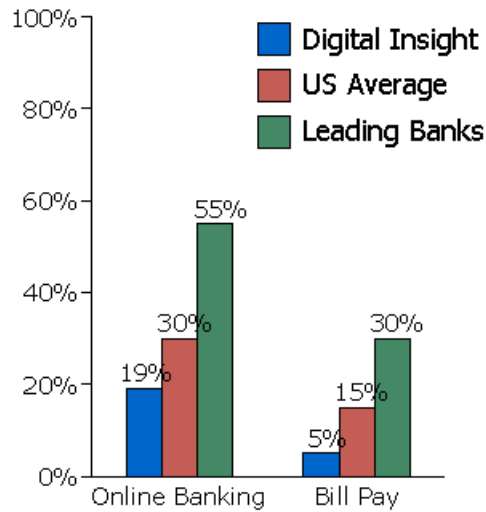
Primary Solution – Small & Simple



Combining online banking and financial management software to address unmet needs of small businesses is the biggest opportunity

Unmet Needs: Consumers

Consumer End-User Penetration (%)



Limitations of Today's Offerings

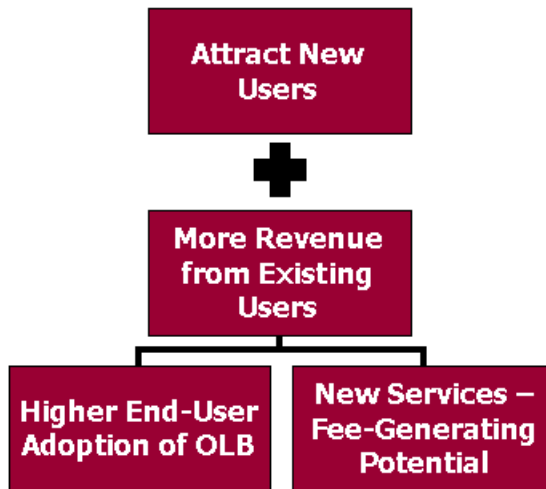
- Many solutions allow consumers only to perform basic tasks – check balances & view transactions
- Generally not designed for ease of use
- Typically “backward-looking”

Significant opportunity to accelerate end-user adoption of consumer online banking solutions

Unmet Needs: Financial Institutions

Existing & new solutions from Intuit + Digital Insight will enable financial institutions to reap greater benefits from online banking

Revenue Opportunity for FIs

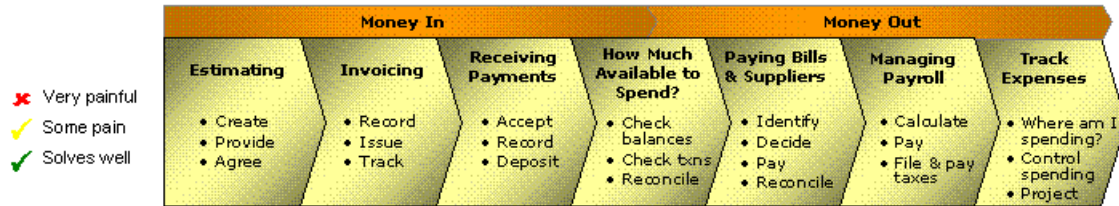






Driven By:

- Powerful, expanded functionality specifically for small businesses
- Access to leading small business point solutions (e.g. QBOE, payroll, payments)
- Enhanced solutions for consumers... Quicken + OLB
- Small business & consumer marketing expertise, brands
- Opportunity to switch from in-house to outsourced model with better solutions

Better Solutions for Small Businesses

Top Small Business Cash Management Workflows

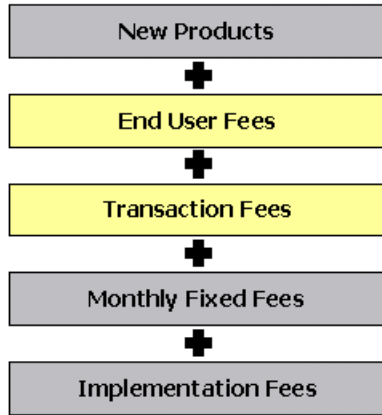


	Estimating	Invoicing	Receiving Payments	How Much Available to Spend?	Paying Bills & Suppliers	Managing Payroll	Track Expenses
Online Banking							
 Typical Bank	✗	✗	✓	✓	✓	✗	✗
 DIGITAL INSIGHT™	✗	✓	✓	✓	✓	✓	✓
Fin. Mgt. SW							
 QuickBooks	✓	✓	✓	+	✓	✓	✓
 QuickBooks	✓	✓	✓	✓	✓	✗	✓

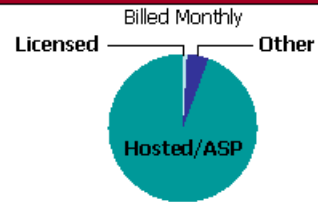
Together, financial management software and online banking can solve small businesses' most important financial workflows

Digital Insight Recurring Revenue Model

Multiple Revenue Drivers



~90% Recurring Revenue



Low Customer Concentration



Summary: Intuit + Digital Insight

- **Powerful combination of two industry leaders to deliver next generation of online banking solutions**
- **Combination will accelerate Digital Insight's growth... developing new online banking solutions that will attract more financial institution clients, increase end-user adoption, and add new products & services**
- **Creates significant third growth engine for Intuit... financial institutions serving small businesses and consumers**
- **Intuit gains immediate access to critical mass of 1,760 financial institutions and 38 million potential end-users**
- **Increases recurring revenue and software-as-a-service mix**
- **Accretive to revenue growth and non-GAAP earnings starting in FY08**

Non-GAAP/GAAP Reconciliation

(in Millions)

Q2 2004 through Q3 2006	Q3 '06	Q2 '06	Q1 '06	Q4 '05	Q3 '05	Q2 '05	Q1 '05	Q4 '04	Q3 '04	Q2 '04
GAAP Operating Income	(\$21.7)	\$9.6	\$10.0	\$11.7	\$10.3	\$9.3	\$8.9	\$7.0	\$7.4	\$7.2
Amortization of Intangible Assets	0.9	1.0	1.1	1.7	2.0	2.0	2.0	2.1	2.1	2.1
Amortization of Stock-based Comp.	3.7	3.1	2.1	0.3	—	—	—	0.6	—	—
Restructuring Charge	(0.2)	0.4	1.2	0.4	—	—	—	—	—	—
Impairment Charge	32.0	—	—	—	—	—	—	—	—	—
Non-GAAP Operating Income	14.7	\$14.1	\$14.5	\$14.1	\$12.4	\$11.4	\$10.9	\$9.6	\$9.5	\$9.3
Non-GAAP Operating Margin	24%	23%	25%	25%	23%	22%	21%	20%	20%	20%

FY 2002 through Q1 2004	Q1 '04	Q4 '03	Q3 '03	Q2 '03	Q1 '03	Q4 '02	Q3 '02	Q2 '02	Q1 '02
GAAP Operating Income (Loss)	\$6.6	\$5.9	\$4.9	\$3.7	\$3.0	(\$4.6)	\$1.5	(\$0.4)	(\$5.9)
Amortization of Intangible Assets	2.1	1.6	1.4	1.4	1.4	1.4	1.4	1.4	1.4
Amortization of Stock Based Comp.	—	—	—	—	—	0.1	0.1	0.8	0.5
Restructuring and Other Charges	—	—	—	—	—	6.9	0.4	—	5.0
Non-GAAP Operating Income	\$8.7	\$7.5	\$6.3	\$5.1	\$4.4	\$3.8	\$3.4	\$1.8	\$1.0
Non-GAAP Operating Margin	19%	18%	16%	14%	13%	11%	10%	6%	3%