

DIGITAL RIVER INC /DE  
Form 8-K  
June 01, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (date of earliest event reported): May 31, 2012**

**DIGITAL RIVER, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-24643**  
(Commission  
File Number)

**41-1901640**  
(IRS Employer  
Identification No.)

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**10380 Bren Road West,  
Minnetonka, MN**  
(Address of principal executive offices)  
(Registrant's telephone number, including area code): (952) 253-1234

**55343**  
(Zip Code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 31, 2012, Digital River, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the holders of 32,226,350 shares of the Company's Common Stock (87.3%) were represented in person or by proxy constituting a quorum. The following matters were considered and voted upon at the Annual Meeting, and received the votes set forth below:

**Proposal 1 Election of Directors**

Nominees for election for a three-year term expiring at the 2015 Annual Meeting:

Name	Votes For	Votes Withheld	Broker Non-vote
Alfred F. Castino	26,907,871	736,078	4,582,401
Douglas M. Steenland	19,217,718	8,426,231	4,582,401

Nominee for election for a term expiring at the 2013 Annual Meeting:

Name	Votes For	Votes Withheld	Broker Non-vote
Timothy J. Pawlenty	26,895,698	748,251	4,582,401

**Proposal 2 Advisory vote to approve the executive compensation of our named executive officers**

Votes For	Votes Against	Votes Abstained	Broker Non-vote
5,306,761	22,304,556	32,632	4,582,401

**Proposal 3 To ratify the selection of Ernst & Young LLP to serve as the Company's independent auditors for the fiscal year ending December 31, 2012**

Votes For	Votes Against	Votes Abstained	Broker Non-vote
29,713,520	2,490,359	22,471	-0-

**SIGNATURE**

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 hereunto duly authorized.

**DIGITAL RIVER, INC.**

By: /s/ Stefan B. Schulz  
Name: Stefan B. Schulz

Title: Chief Financial Officer

Date: June 1, 2012