

DIGITAL RIVER INC /DE  
Form 8-K  
December 04, 2008

**Table of Contents**

**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): December 4, 2008  
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.)

**9625 West 76th Street, Eden Prairie, Minnesota 55344**  
(Address of principal executive offices) (Zip Code)  
(Registrant's telephone number, including area code): **(952) 253-1234**

**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))
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**TABLE OF CONTENTS**

Item 8.01. Other Events.

Item 9.01 Financial Statements and Exhibits.

SIGNATURE

Exhibit Index

EX-99.1

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**Table of Contents**

**Item 8.01. Other Events.**

On December 4, 2008, Digital River, Inc., a Delaware corporation issued a press release announcing the commencement of its cash tender offer for its 1.25% Convertible Senior Notes due 2024. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

The following exhibit is furnished with this report:

99.1 Press release dated December 4, 2008, announcing the commencement of its cash tender offer for its 1.25% Convertible Senior Notes due 2024.

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**Table of Contents**

**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/ Thomas M. Donnelly  
Name: Thomas M. Donnelly  
Title: Chief Financial Officer

Date: December 4, 2008

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**Table of Contents**

**Exhibit Index**

Exhibit No. Description

99.1 Press release dated December 4, 2008, announcing the commencement of its cash tender offer for its 1.25% Convertible Senior Notes due 2024.