

DIGITAL RIVER INC /DE

Form 8-K

October 25, 2010

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): **October 25, 2010**

**DIGITAL RIVER, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

**000-24643**

**41-1901640**

(State or other jurisdiction (Commission File Number) (IRS Employer

of incorporation)

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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**Item 8.01. Other Events.**

On October 25, 2010, Digital River, Inc., a Delaware corporation (“Digital River”) issued a press release announcing its intention to sell, subject to market and other conditions, \$250 million of Convertible Senior Notes due 2030 in a private, unregistered offering. Digital River expects to grant the initial purchasers a 30-day option to purchase up to an additional \$37.5 million principal amount of the notes. In connection with the proposed offering, the Board of Directors has authorized the repurchase of up to \$35 million of its common stock. A copy of this press release is filed as exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press release dated October 25, 2010 regarding the offering of convertible senior notes.

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**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: October 25, 2010

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**Exhibit  
Index**

Exhibit No.    Description

99.1            Press release dated October 25, 2010 regarding the offering of convertible senior notes.