

DIGITAL RIVER INC /DE  
Form 8-K  
July 13, 2004

**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 26, 2004

**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, Suite 150, Eden Prairie, Minnesota 55344**

(Address of principal executive offices) (Zip Code)

**(952) 253-1234**

(Registrant's telephone number, including area code)



**Item 5. Other Events**

On May 26, 2004, Digital River, Inc. (the Company ) previously announced that it had entered into an agreement for the sale of \$175 million aggregate principal amount of Convertible Senior Notes due January 1, 2024 in a private, unregistered offering. The offering of the Notes closed on June 1, 2004, and the initial purchasers exercised in full their option to purchase up to an additional \$20 million in aggregate principal amount of the Notes on June 30, 2004, which closed on July 6, 2004. The Notes are governed by an indenture, a copy of which is attached hereto as Exhibit 99.1. The Company also entered into a registration rights agreement with respect to the Notes and the underlying common stock, a copy of which is attached hereto as Exhibit 99.2.

**Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Indenture dated as of June 1, 2004 between Digital River, Inc. and Wells Fargo Bank, National Association, as trustee, including therein the form of the note.
99.2	Registration Rights Agreement dated as of June 1, 2004 between Digital River, Inc. and the initial purchasers.

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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.

/s/ Carter D. Hicks  
Carter D. Hicks  
Chief Financial Officer

Date: July 13, 2004

**Exhibit Index**

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