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DIGITAL RIVER INC /DE
Form 8-K
October 24, 2006

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 19, 2006

Digital River, Inc.
(Exact name of registrant as specified in charter)

Delaware	000-24643	41-1901640
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

9625 West 76th Street, Suite 150, Eden Prairie, MN 55344
(Address of principal executive offices) (Zip Code)

(952) 253-1234
Registrant's telephone number, including area 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On October 19, 2006, Digital River, Inc. and Digital River Ireland Limited (together, the "Company") and Symantec Corporation and Symantec Limited (together "Symantec") entered into a Second Amended and Restated Symantec Online Store Agreement (the "Restated Agreement"), which supersedes and replaces the Amended and Restated Authorized Symantec Electronic Reseller for Shop Symantec Agreement dated as of July 1, 2003, as amended.

Pursuant to the Restated Agreement, the Company continues to be appointed as an electronic reseller of certain Symantec products and is authorized to market, distribute and sell these products. The Restated Agreement also provides that in the event the Company is acquired by certain competitors of Symantec, the Company will be required as part of the change of control transaction to spin off certain assets dedicated to the performance of the Restated Agreement into an independent company and to make available certain of its employees to that company. The Restated Agreement expires on June 30, 2010, unless otherwise agreed in writing.

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.

Date: October 24, 2006

By: /s/ Thomas M. Donnelly

Thomas M. Donnelly
Chief Financial Officer