

DIGITAL RIVER INC /DE  
Form 8-K/A  
July 28, 2011

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

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 2)

**Current Report**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (date of earliest event reported): June 2, 2011

**DIGITAL RIVER, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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(State or other jurisdiction  
of incorporation)

(Commission

(IRS Employer

File Number)

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))

### Explanatory Note

This Form 8-K/A is being filed as an amendment (the Amendment) to the Current Report on Form 8-K filed by Digital River, Inc. (the Company) with the Securities and Exchange Commission on June 6, 2011 (the Original Filing) and the Form 8-K/A filed on June 9, 2011 (Amendment No. 1), regarding the results from the Company's 2011 Annual Meeting of Shareholders held on June 2, 2011. This Amendment is being filed to correct the reported results of voting on Proposal 3 (advisory vote on the frequency for stockholders' advisory vote on the Company's executive compensation), in which the votes for a frequency of three years and for a frequency of one year were inadvertently transposed. No other changes are being made to the Original Filing or Amendment No. 1.

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

On June 2, 2011, Digital River, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the holders of 35,217,263 shares of the Company's Common Stock (88.8%) 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 2014 Annual Meeting:

Name	Votes For	Votes Withheld	Broker Non-vote
Thomas F. Madison	30,042,377	2,483,922	2,690,964
Cheryl F. Rosner	32,248,295	278,004	2,690,964

Nominee for election for a term expiring at the 2012 Annual Meeting:

Name	Votes For	Votes Withheld	Broker Non-vote
Alfred F. Castino	32,245,455	280,844	2,690,964

#### Proposal 2 To submit an advisory vote on the Corporation's executive compensation:

Votes For	Votes Against	Votes Abstained	Broker Non-vote
22,202,996	10,308,859	14,444	2,690,964

#### Proposal 3 To submit an advisory vote on the frequency for stockholders' advisory vote on the Corporation's executive compensation:

3 Years	2 Years	1 Year	Abstain	Broker Non-Vote
2,084,849	1,022,283	29,400,946	18,221	2,690,964

#### Proposal 4 To approve an amendment to the 2007 Equity Incentive Plan:

Votes For	Votes Against	Votes Abstained	Broker Non-vote
21,473,890	10,988,999	63,410	2,690,964

**Proposal 5** To approve the Amended and Restated 2011 Employee Stock Purchase Plan:

Votes For	Votes Against	Votes Abstained	Broker Non-vote
31,623,682	890,649	11,968	2,690,964

**Proposal 6** To ratify the selection of Ernst & Young LLP to serve as the Company's independent auditor for the fiscal year ending December 31, 2011

Votes For	Votes Against	Votes Abstained	Broker Non-vote
33,656,755	1,525,801	34,707	-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/ Thomas M. Donnelly  
Name: Thomas M. Donnelly  
Title: President and Chief Financial Officer

Date: July 28, 2011