

DIGITAL RIVER INC /DE
Form 8-K
June 02, 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): May 27, 2010

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

On May 27, 2010, Digital River, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the holders of 32,722,074 of the Company's Common Stock 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 2013 Annual Meeting:

	Name	Votes For	Votes Withheld	Broker Non-vote
	Joel A. Ronning	28,010,943	1,941,425	2,769,706
	Perry Steiner	27,335,778	2,616,590	2,769,706

Nominees for Election for a Term Expiring At the 2011 Annual Meeting:

	Name	Votes For	Votes Withheld	Broker Non-vote
	Cheryl F. Rosner	29,535,992	416,376	2,769,706

Proposal 2 To ratify the selection of Ernst & Young LLP to serve as the Company's independent auditor for the fiscal year ending December 31, 2010

	Votes For	Votes Against	Votes Abstained	Broker Non-vote
	30,889,621	1,830,397	2,056	-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: Chief Financial Officer

Date: June 2, 2010