

Edgar Filing: DIGITAL RIVER INC /DE - Form 8-K

DIGITAL RIVER INC /DE  
Form 8-K  
February 06, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K  
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CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 6, 2007

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

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

|                                          |            |
|------------------------------------------|------------|
| 9625 West 76th Street, 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)

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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 Exchange  
Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under Exchange  
Act (17 CFR 240.13e-4(c))
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### Item 8.01 Other Events.

On February 6, 2007, Digital River, Inc. (the "Company") announced that the Special Committee of its Board of Directors had reported its findings after an internal review into the Company's stock option practices. A copy of the press release issued by the Company in connection with the Special Committee's report is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits.

| Exhibit<br>Number | Description                                                                 |
|-------------------|-----------------------------------------------------------------------------|
| 99.1              | Text of Press Release issued by Digital River, Inc. dated February 6, 2007. |

### 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: February 6, 2007

By: /s/ Thomas M. Donnelly

Thomas M. Donnelly  
Chief Financial Officer

### EXHIBIT INDEX

| Exhibit<br>No. | Description                           |
|----------------|---------------------------------------|
| 99.1           | Press release dated February 6, 2007. |