

DIGITAL RIVER INC /DE  
Form 8-K  
October 27, 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): October 26, 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 8.01. Other Events.**

On October 26, 2010, Digital River, Inc., a Delaware corporation ( Digital River ), issued a press release announcing the pricing of its previously announced offering of \$300 million in aggregate principal amount of Convertible Senior Notes due 2030 (the Notes ) in a private, unregistered offering and its grant to the initial purchasers of a 30-day over-allotment option to purchase up to an additional \$45 million of the Notes on the same terms and conditions. Digital River intends to use up to \$35 million of the net proceeds from the sale of the Notes to repurchase shares of its common stock pursuant to its share buyback program. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Digital River, Inc., dated October 26, 2010, announcing the pricing of its private offering of \$300 million in aggregate principal amount of Convertible Senior Notes due 2030.

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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.**

By: /s/ Thomas M. Donnelly  
Name: Thomas M. Donnelly  
Title: Chief Financial Officer

Date: October 26, 2010

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**Exhibit Index**

Exhibit No.	Description
99.1	Press Release of Digital River, Inc., dated October 26, 2010, announcing the pricing of its private offering of \$300 million in aggregate principal amount of Convertible Senior Notes due 2030.