

DIGITAL RIVER INC /DE

Form 8-K

June 01, 2006

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**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): June 1, 2006**

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

<b>Delaware</b>	<b>000-24643</b>	<b>41-1901640</b>
<b>(State or other jurisdiction of incorporation)</b>	<b>(Commission File Number)</b>	<b>(IRS Employer Identification No.)</b>
<b>9625 West 76th Street, Suite 150, Eden Prairie, MN</b>		<b>55344</b>
<b>(Address of principal executive offices)</b>		<b>(Zip Code)</b>
	<b>(952) 253-1234</b>	

**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 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.

Item 9.01 Financial Statements and Exhibits.

**SIGNATURE**

Amended and Restated Certificate of Incorporation, as Amended

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**Item 8.01 Other Events.**

On May 31, 2006, at the Annual Meeting of Stockholders, the stockholders of Digital River, Inc. (the Company ) approved a proposal to amend the Company s Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 60,000,000 shares to 120,000,000 shares. The Company effected the amendment, and a complete copy of the Amended and Restated Certificate of Incorporation, as amended is attached hereto as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation, as amended (as currently in effect).

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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.**

Date: June 1, 2006

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