

DIGITAL RIVER INC /DE  
Form 8-K  
January 05, 2009  
**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): **December 31, 2008**

**DIGITAL RIVER, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware</b>	<b>000-24643</b>	<b>41-1901640</b>
(State or other jurisdiction)	(Commission File Number)	(IRS Employer
of incorporation)		Identification No.)
<b>9625 West 76th Street, Eden Prairie, Minnesota 55344</b>		
(Address of principal executive offices) (Zip Code)		
(Registrant's telephone number, including area code): <b>(952) 253-1234</b>		

**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.**

Digital River, Inc. today announced that holders of 95.5% of its 1.25% Convertible Senior Notes due 2024 exercised the option to require Digital River to repurchase their notes on January 2, 2009. The option expired at 5:00 p.m. New York City time on December 31, 2008.

The purchase price was equal to 100.25% of the principal amount of each tendered note, plus accrued and unpaid interest to, but excluding, the purchase date. The purchase price was paid in cash and funded with cash on-hand of approximately \$187.9 million. Notes with an aggregate principal amount of \$8,805,000 remain outstanding.

A copy of the press release regarding this announcement is attached hereto as Exhibit 99 to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

The following exhibit is furnished with this report:

99.1 Press release dated January 5, 2009, announcing the completion of its cash tender offer for its 1.25% Convertible Senior Notes due 2024.

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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: January 5, 2009

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**Exhibit Index**

Exhibit No.            Description

99.1    Press release dated January 5, 2009, announcing the completion of its cash tender offer for its 1.25% Convertible Senior Notes due 2024.