

DIGITAL RIVER INC /DE
Form 8-K
January 11, 2013

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): **January 10, 2013**

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 Number)

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10380 Bren Road West, Minnetonka, MN 55343

(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)

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

Consummation of Plan of Arrangement

On January 10, 2013 (the Closing Date), Digital River, Inc. (Digital River) completed its acquisition of LML Payment Systems Inc., a corporation existing under the laws of British Columbia, Canada (LML). As previously announced, on September 21, 2012, Digital River entered into an Arrangement Agreement (the Arrangement Agreement), by and among Digital River, LML Acquisition Corp., a wholly-owned indirect subsidiary of Digital River (Acquisition Sub) and LML, pursuant to which Digital River, through Acquisition Sub, agreed to acquire all of the issued and outstanding equity of LML (the Arrangement). On the Closing Date, the Arrangement was consummated by way of a statutory plan of arrangement under British Columbia law (the Plan of Arrangement), and LML became a wholly-owned indirect subsidiary of Digital River.

Pursuant to the Arrangement Agreement and the Plan of Arrangement, on the Closing Date, (i) each share of LML common stock issued and outstanding immediately prior to the closing was acquired for US\$3.45 in cash (the Per-Share Consideration) and (ii) all outstanding options and warrants to acquire shares of LML common stock were acquired for a cash amount equal to the amount, if any, by which the number of common shares underlying such option or warrant, multiplied by the Per-Share Consideration, exceeded the aggregate exercise price payable under the option or warrant to acquire the common shares underlying the option or warrant.

A copy of the Arrangement Agreement (including the Plan of Arrangement) was filed as Exhibit 2.1 to Digital River's Current Report on Form 8-K filed with the United States Securities and Exchange Commission on September 24, 2012, and is incorporated herein by reference. The foregoing description of the Arrangement Agreement and Plan of Arrangement is qualified in its entirety by reference to such exhibit.

Item 9.01 Financial Statements and Exhibits.

(d) The Exhibit Index attached to this Current Report on Form 8-K is incorporated herein by reference.

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/ Stefan B. Schulz
Name: Stefan B. Schulz
Title: Chief Financial Officer

Date: January 10, 2013

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 2.1	Arrangement Agreement, dated as of September 21, 2012, by and among Digital River, Inc., LML Acquisition Corp. and LML Payment Systems Inc. (incorporated by reference to Exhibit 2.1 to Digital River's Current Report on Form 8-K filed with the Commission on September 24, 2012)
Exhibit 99.1	Press Release regarding consummation of the acquisition of LML Payment Systems Inc. by Digital River, Inc. dated January 10, 2013