

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)

Delaware

000-24643

41-1901640

(State or other jurisdiction) (Commission File Number) (IRS Employer

of incorporation)

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))

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.

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

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
--------------------	--------------------

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.
------	--