

DIGITAL RIVER INC /DE  
Form 8-K  
May 26, 2004

**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):**

**May 26, 2004**

**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, Suite 150, Eden Prairie, Minnesota 55344**

(Address of principal executive offices) (Zip Code)

**(952) 253-1234**

(Registrant's telephone number, including area code)

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**Item 5. Other Events**

On May 26, 2004, Digital River, Inc. (the Company ) announced that it has entered into an agreement for the sale of \$175 million aggregate principal amount of Convertible Senior Notes due January 1, 2024 in a private, unregistered offering. The Notes are being sold at 100 percent of their principal amount. The offering of the Notes is expected to close on June 1, 2004, subject to certain closing conditions. The initial purchasers have a 90-day option to purchase up to an additional \$20 million in aggregate principal amount of the Notes. The full text of the press release relating to the notes is attached hereto as Exhibit 99.1.

**Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release titled Digital River Prices \$175 Million of 1.25% Convertible Senior Notes Due 2024 dated as of May 26, 2004

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.

/s/ Carter D. Hicks  
Carter D. Hicks  
Chief Financial Officer

Date: May 26, 2004

Exhibit Index

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