

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 25, 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)



**Item 5. Other Events**

On May 25, 2004, Digital River, Inc. (the Company ) announced its intention to sell, subject to market and other conditions, \$175 million of Convertible Senior Notes due 2024 in a private, unregistered offering. The Company expects to grant the initial purchaser a 90-day option to purchase up to an additional \$20 million 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 Announces Offering of Convertible Senior Notes dated as of May 25, 2004

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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.

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

Date: May 25, 2004

Exhibit Index

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