

DIGITAL RIVER INC /DE  
Form 8-K  
March 11, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **March 5, 2014**

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**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, Eden Prairie, MN**  
(Address of principal executive offices)

**55344**  
(Zip Code)

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(952) 253-1234

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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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.**

On March 5, 2014, Digital River, Inc. (the Company) announced that the Company, in a privately-negotiated transaction, repurchased \$150 million in aggregate principal amount of its 2.0% Senior Convertible Notes due 2030 (the Notes) for \$153.75 million in cash, excluding accrued interest. Following the closing of this repurchase, approximately \$145.75 million in aggregate principal amount of Notes remain outstanding. Additional information about the Notes is contained in Note 9 to the Company's consolidated financial statements included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

The Company expects to record a one-time pre-tax charge in the first quarter of fiscal 2014 of approximately \$5.2 million related to settlement of the Notes and acceleration of the recognition of deferred financing costs associated with the repurchased Notes. Excluding the one-time charge, savings related to interest and amortization of deferred financing costs on the repurchased Notes will be approximately \$0.3 million and \$2.9 million for first quarter 2014 and full year 2014, respectively.

**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: March 11, 2014