

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

Exhibit No. Description

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.