

DIGITAL IMPACT INC /DE/  
Form 8-K  
February 25, 2005

**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**

**February 24, 2005**

Date of Report (Date of earliest event reported)

**DIGITAL IMPACT, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-27787**  
(Commission File Number)

**94-3286913**  
(IRS Employer  
Identification No.)

**177 Bovet Road**  
**San Mateo, California**  
(Address of principal executive offices)

**94402**  
(Zip Code)

**(650) 356-3400**  
(Registrant's telephone number, including area code)

**N.A.**  
(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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o 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.**

Digital Impact issued a press release, dated February 24, 2005 (the Press Release ), which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01**

**Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press Release

**SIGNATURES**

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 IMPACT, INC.**

Date: February 25, 2005

By: /S/ DAVID OPPENHEIMER  
David Oppenheimer  
Senior Vice President, Chief Financial  
Officer and Treasurer

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release

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