

DIGITAL RIVER INC /DE  
Form 8-K  
September 30, 2008

**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): September 29, 2008**

**Digital River, Inc.**

**(Exact name of registrant as specified in 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)**

**(952) 253-1234**

**Registrant's telephone number, including area code**

**Not Applicable**

**(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):

- 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 Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On September 29, 2008, the staff of the Securities and Exchange Commission formally notified Digital River, Inc. that the SEC investigation related to Digital River's historical stock option practices has been terminated. No enforcement action has been recommended.

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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.**

Date: September 30, 2008

By: /s/ Thomas M. Donnelly  
Thomas M. Donnelly  
Chief Financial Officer