



**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.

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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.**

By: /s/ Thomas M. Donnelly

Name: Thomas M. Donnelly

Title: Chief Financial Officer

Date: January 5, 2009

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**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.