

DIGITAL RIVER INC /DE

Form 4

February 17, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MADISON THOMAS F

(Last) (First) (Middle)

**C/O DIGITAL RIVER INC., 10380
BREN ROAD WEST**

(Street)

MINNETONKA, MN 55343-9072

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DIGITAL RIVER INC /DE [DRIV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/12/2015		U		75,974	D	\$ 26 (1)	0	D	
Common Stock	02/12/2015		U		2,892	D	\$ 26 (1)	0	I	by Thomas F. Madison Profit Sharing Plan
Common Stock	02/12/2015		U		1,005	D	\$ 26 (1)	0	I	by A. Gatzlaff Trust (2)

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Common Stock	02/12/2015	U	1,000	D	\$ <u>26</u> ⁽¹⁾ 0	I	by C. Madison Trust ⁽²⁾
Common Stock	02/12/2015	U	1,005	D	\$ <u>26</u> ⁽¹⁾ 0	I	by E. Madison Trust ⁽²⁾
Common Stock	02/12/2015	U	1,700	D	\$ <u>26</u> ⁽¹⁾ 0	I	by J. Gatzlaff Trust ⁽²⁾
Common Stock	02/12/2015	U	1,000	D	\$ <u>26</u> ⁽¹⁾ 0	I	by L. Madison Trust ⁽²⁾
Common Stock	02/12/2015	U	1,505	D	\$ <u>26</u> ⁽¹⁾ 0	I	by M. Madison Trust ⁽²⁾
Common Stock	02/12/2015	U	1,005	D	\$ <u>26</u> ⁽¹⁾ 0	I	by S. Madison Trust ⁽²⁾
Common Stock	02/12/2015	U	1,005	D	\$ <u>26</u> ⁽¹⁾ 0	I	by T. Madison Trust ⁽²⁾
Common Stock	02/12/2015	U	1,005	D	\$ <u>26</u> ⁽¹⁾ 0	I	by J. Madison Trust ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MADISON THOMAS F C/O DIGITAL RIVER INC. 10380 BREN ROAD WEST MINNETONKA, MN 55343-9072	X

Signatures

/s/ Kevin L. Crudden as Attorney-in-Fact for Thomas F. Madison pursuant to Power of Attorney previously filed.

02/17/2015

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to the Agreement and Plan of Merger, dated October 23, 2014, by and among Danube Private Holdings II, LLC, Danube Private Acquisition Corp. and Digital River, Inc. ("DRIV") (the "Merger Agreement"), immediately prior to the effective time of the merger, each share of common stock of DRIV issued and outstanding and each share of outstanding unvested restricted stock was cancelled and was converted into the right to receive the per share merger consideration (\$26.00 per share). Each performance share award that is outstanding and vested immediately prior to the effective time of the merger was cancelled and was converted into the right to receive the per share merger consideration.

(2) These securities are held in a trust for the benefit of the reporting person's grandchildren. The reporting person disclaims beneficial ownership of these securities, and the filing of this report should not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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