

DIGITAL RIVER INC /DE

Form 8-K

March 14, 2007

**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): March 12, 2007**

**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))

**Item 7.01 Regulation FD Disclosure.**

Joel Ronning, the Company's Chief Executive Officer, exercised stock options covering 576,800 shares and sold those shares in open market transactions on Monday, March 12, 2007. Mr. Ronning informed the Company that the sales were related to personal commitments and do not reflect on his outlook for the Company in future periods.

---

**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: March 14, 2007

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