

DIGITAL RIVER INC /DE  
Form 8-K  
July 18, 2003

**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: July 16, 2003**

**DIGITAL RIVER, INC.**

(Exact Name Of Registrant As Specified In Its Charter)

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

**000-24643**  
(Commission File  
Number)

**41-1901640**  
(IRS Employer  
Identification No.)

**9625 West 76th Street, Suite 150, Eden Prairie, Minnesota 55344**  
(Address of principal executive offices) (Zip Code)

(Registrant's telephone number, including area code): **(952) 253-1234**

**Item 5. Other Events.**

On July 16, 2003, we entered into an Underwriting Agreement with Deutsche Bank Securities, Inc. and the other underwriters named in Schedule I thereto, relating to the sale of 2,100,000 shares of our common stock (or 2,410,000 shares if the underwriters' over-allotment option is exercised in full), at a purchase price to the underwriters of \$20.80 per share. The initial offering price to the public will be \$21.35 per share. The offering of the shares will be made by means of a prospectus, a copy of which may be obtained from Deutsche Bank Securities, Inc. This prospectus, which consists of a prospectus supplement, dated July 16, 2003, and a base prospectus dated February 12, 2002, has been filed with the SEC. A press release dated July 17, 2003 announcing the offering is attached as Exhibit 99.1 hereto.

**Item 7. Financial Statement, Pro Forma Financial Information and Exhibits**

(c) Exhibits

- 1.1 Underwriting Agreement, dated July 16, 2003, by and among Digital River, Inc., Deutsche Bank Securities Inc. and the other underwriters named in Schedule I thereto.
- 5.1 Opinion of Howard, Rice, Nemerovski, Canady, Falk & Rabkin, a Professional Corporation.
- 23.1 Consent of Howard, Rice, Nemerovski, Canady, Falk & Rabkin, a Professional Corporation. Included in Exhibit 5.1
- 99.1 Press release of Digital River, Inc., dated July 17, 2003.

**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/ Carter D. Hicks

Name: Carter D. Hicks

Title: Chief Financial Officer

Date: July 16, 2003

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated July 16, 2003, by and among Digital River, Inc., Deutsche Bank Securities Inc. and the other underwriters named in Schedule I thereto.
5.1	Opinion of Howard, Rice, Nemerovski, Canady, Falk & Rabkin, a Professional Corporation.
23.1	Consent of Howard, Rice, Nemerovski, Canady, Falk & Rabkin, a Professional Corporation. Included in Exhibit 5.1
99.1	Press release of Digital River, Inc., dated July 17, 2003.