

DIGITAL RIVER INC /DE  
Form 8-K  
May 09, 2012

**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): May 8, 2012

**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.)

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10380 Bren Road West, Minnetonka, MN 55343

(Address of principal executive offices) (Zip Code)

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

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

**Item 1.01 Entry into a Material Definitive Agreement.**

On May 8, 2012, Digital River, Inc. ( Digital River ) and Microsoft Corporation ( Microsoft ) entered into, in the ordinary course of business, the Third Omnibus Amendment to the Microsoft Operations Digital Distribution Agreement (the Third Omnibus Amendment ). The Third Omnibus Amendment extends the term of Microsoft Operations Digital Distribution Agreement to a date no earlier than March 1, 2014. Additionally, the Third Omnibus Amendment contemplates the expansion of the business relationship whereby Digital River and its affiliated companies may build, host and manage the Microsoft Store, an e-commerce store that supports the sale and fulfillment of Microsoft and third party software as well as consumer electronics products, to customers throughout the world. The Third Omnibus Amendment contemplates Digital River providing e-commerce services in connection with Microsoft Store on a global basis in addition to Digital River maintaining and expanding its role as a reseller of Microsoft products via Digital River s existing online stores in addition to new stores offering physical media.

**Item 7.01 Regulation FD Disclosure**

On May 8, 2012, Digital River management reiterated previously issued annual financial guidance. For the full year ending December 31, 2012, management currently expects:

Revenue to be in the range of \$402 to \$409 million;

GAAP EPS to be in the range of \$0.54 and \$0.64 per diluted share; and

non-GAAP EPS to be in the range of \$1.20 to \$1.28 per diluted share.

**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/ Stefan B. Schulz  
Name: Stefan B. Schulz  
Title: Chief Financial Officer

Date: May 9, 2012