

DIGITAL RIVER INC /DE  
Form 8-K  
January 04, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
the Securities Exchange Act Of 1934**

Date of Report (date of earliest event reported): **January 1, 2013**

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**DIGITAL RIVER, INC.**

(Exact name of registrant as specified in its charter)

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

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

**41-1901640**  
(IRS Employer  
Identification Number)

**10380 Bren Road West, Minnetonka, MN 55343**

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(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)

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(c) Effective January 1, 2013, Digital River, Inc. (the Company ) appointed Thomas F. Madison to hold the additional position of Chairman of the Board. Mr. Madison currently serves as a director and Interim Chief Executive Officer of the Company. Mr. Madison receives a base salary at the same rate (\$450,000) as the previous Chief Executive Officer, but does not receive any additional cash compensation for his service as a director or Chairman. The position of Chairman previously was held by Joel A. Ronning, who service as a director and Chairman concluded on December 31, 2012.

**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: January 4, 2013