

DIGITAL RIVER INC /DE
Form 8-K/A
July 28, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 2)

Current Report

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (date of earliest event reported): June 2, 2011

DIGITAL RIVER, INC.

(Exact Name of Registrant as Specified in Its Charter)

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(State or other jurisdiction
of incorporation)

(Commission

(IRS Employer

File Number)

Identification No.)

9625 West 76th Street, Eden Prairie, Minnesota 55344

(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))

Explanatory Note

This Form 8-K/A is being filed as an amendment (the Amendment) to the Current Report on Form 8-K filed by Digital River, Inc. (the Company) with the Securities and Exchange Commission on June 6, 2011 (the Original Filing) and the Form 8-K/A filed on June 9, 2011 (Amendment No. 1), regarding the results from the Company's 2011 Annual Meeting of Shareholders held on June 2, 2011. This Amendment is being filed to correct the reported results of voting on Proposal 3 (advisory vote on the frequency for stockholders' advisory vote on the Company's executive compensation), in which the votes for a frequency of three years and for a frequency of one year were inadvertently transposed. No other changes are being made to the Original Filing or Amendment No. 1.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 2, 2011, Digital River, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the holders of 35,217,263 shares of the Company's Common Stock (88.8%) were represented in person or by proxy constituting a quorum. The following matters were considered and voted upon at the Annual Meeting, and received the votes set forth below:

Proposal 1 Election of Directors

Nominees for election for a three-year term expiring at the 2014 Annual Meeting:

| Name | Votes For | Votes Withheld | Broker Non-vote |
|-------------------|------------|----------------|-----------------|
| Thomas F. Madison | 30,042,377 | 2,483,922 | 2,690,964 |
| Cheryl F. Rosner | 32,248,295 | 278,004 | 2,690,964 |

Nominee for election for a term expiring at the 2012 Annual Meeting:

| Name | Votes For | Votes Withheld | Broker Non-vote |
|-------------------|------------|----------------|-----------------|
| Alfred F. Castino | 32,245,455 | 280,844 | 2,690,964 |

Proposal 2 To submit an advisory vote on the Corporation's executive compensation:

| Votes For | Votes Against | Votes Abstained | Broker Non-vote |
|------------|---------------|-----------------|-----------------|
| 22,202,996 | 10,308,859 | 14,444 | 2,690,964 |

Proposal 3 To submit an advisory vote on the frequency for stockholders' advisory vote on the Corporation's executive compensation:

| 3 Years | 2 Years | 1 Year | Abstain | Broker Non-Vote |
|-----------|-----------|------------|---------|-----------------|
| 2,084,849 | 1,022,283 | 29,400,946 | 18,221 | 2,690,964 |

Proposal 4 To approve an amendment to the 2007 Equity Incentive Plan:

| Votes For | Votes Against | Votes Abstained | Broker Non-vote |
|------------|---------------|-----------------|-----------------|
| 21,473,890 | 10,988,999 | 63,410 | 2,690,964 |

Proposal 5 To approve the Amended and Restated 2011 Employee Stock Purchase Plan:

| Votes For | Votes Against | Votes Abstained | Broker Non-vote |
|------------|---------------|-----------------|-----------------|
| 31,623,682 | 890,649 | 11,968 | 2,690,964 |

Proposal 6 To ratify the selection of Ernst & Young LLP to serve as the Company's independent auditor for the fiscal year ending December 31, 2011

| Votes For | Votes Against | Votes Abstained | Broker Non-vote |
|------------|---------------|-----------------|-----------------|
| 33,656,755 | 1,525,801 | 34,707 | -0- |

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/ Thomas M. Donnelly
Name: Thomas M. Donnelly
Title: President and Chief Financial Officer

Date: July 28, 2011