

DIGITAL RIVER INC /DE  
Form 8-K  
January 07, 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 7, 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)

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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)

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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 7.01 Regulation FD Disclosure.**

On January 7, 2013, Digital River, Inc. ( Digital River ) and LML Payment Systems Inc. ( LML ) issued a joint press release announcing that the previously announced plan of arrangement, which provides for the acquisition of all of the issued and outstanding common shares of LML by LML Acquisition Corp. ( Merger Sub ), a wholly-owned subsidiary of Digital River (the Arrangement ), was approved by LML s shareholders at a special meeting held on that date. Digital River and LML also announced that the Arrangement is expected to close on January 10, 2013. The Arrangement remains subject to the satisfaction of the additional closing conditions set forth in the Arrangement Agreement, dated September 21, 2012, by and among Digital River, Merger Sub and LML. A copy of the press release is furnished as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) The Exhibit Index attached to this Current Report on Form 8-K is incorporated herein by reference.

**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 7, 2013

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| Exhibit 99.1           | Joint Press Release regarding shareholder approval dated January 7, 2013 |