

DIGITAL RIVER INC /DE  
Form 10-Q/A  
January 23, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

(Amendment No. 1)

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2012**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM      TO**

**Commission file number 000-24643**

# DIGITAL RIVER, INC.

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation or organization)

**41-1901640**

(I.R.S. Employer  
Identification Number)

**10380 BREN ROAD WEST  
MINNETONKA, MINNESOTA 55343**

(Address of principal executive offices)

**(952) 253-1234**

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Exchange Act Rule 12b-2). See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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The number of shares of common stock outstanding at August 7, 2012, was 35,618,269 shares.

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**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-Q/A (this Amendment Filing ) amends the registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2012, which was originally filed with the Securities and Exchange Commission (the Commission ) on August 7, 2012 (the Original Filing ). The registrant is filing this Amendment Filing for the sole purpose of revising portions of Exhibit 10.1 (the Exhibit ) in order to disclose certain information for which confidential treatment had been requested, in response to comments made by the Commission to the registrant's request for confidential treatment with respect to the Exhibit. The Exhibit filed with this Amendment Filing supersedes the Exhibit as previously filed as Exhibit 10.1 to the Original Filing.

In addition, as required by Rule 12b-15 of the Securities Exchange Act of 1934, new certifications by our principal executive officer and principal financial officer are included herein as exhibits to this Amendment. This Amendment No. 1 to the registrant's Quarterly Report on Form 10-Q does not reflect events occurring after the Original Filing or modify or update the disclosure contained therein in any way other than as required to reflect the amendment discussed above.

**PART II. OTHER INFORMATION**

**Item 6. Exhibits**

Exhibits

See exhibits listed under the Exhibit Index below.

SIGNATURES

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 thereunto duly authorized.

Date: January 23, 2013

DIGITAL RIVER, INC.

By:

/s/ Stefan B. Schulz

Stefan B. Schulz  
*Chief Financial Officer*  
*(Principal Financial Officer)*

EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION OF DOCUMENTS   |
|----------------|--|
| 3.1(1)         | Amended and Restated Certificate of Incorporation, as amended, as currently in effect.   |
| 3.2(2)         | Amended and Restated Bylaws, as currently in effect.   |
| 4.1(3)         | Specimen of Common Stock Certificate.  |
| 4.2(4)         | Indenture dated as of June 1, 2004 between Digital River, Inc. and Wells Fargo Bank, N.A. as trustee, including therein the form of the 2004 Note.   |
| 4.3(5)         | Indenture dated as of November 1, 2010, between Digital River, Inc. and Wells Fargo Bank, N.A. as trustee, including therein the form of the 2010 Note.  |
| 10.1           | Third Omnibus Amendment to the Microsoft Operations Digital Distribution Agreement, by and among Digital River, Inc. and Microsoft Corporation effective May 8, 2012.  |
| 10.2           | Fourth Omnibus Amendment to the Microsoft Operations Digital Distribution Agreement, by and among Digital River, Inc. and Microsoft Corporation effective June 30, 2012.   |
| 31.1           | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2           | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1           | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 32.2           | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 101**          | The following financial information from Digital River, Inc.'s Quarterly Report on Form 10-Q for the period ended June 30, 2012, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Cash Flows, and (iv) Notes to Consolidated Financial Statements.* |

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- (1) Filed as an exhibit to the Company's Current Report on Form 8-K, filed on June 1, 2006, and incorporated herein by reference.
  - (2) Filed as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2000, filed on March 27, 2001, and incorporated herein by reference.
  - (3) Filed as an exhibit to our Registration Statement on Form S-1, File No. 333-56787, declared effective on August 11, 1998, and incorporated herein by reference.
  - (4) Incorporated by reference from the Company's Current Report on Form 8-K filed on July 13, 2004.
  - (5) Filed as an exhibit to the Company's Current Report on Form 8-K filed on November 1, 2010, and incorporated herein by reference.

\* Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed part of a registration statement, prospectus or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filings.

Portions of this agreement have been redacted pursuant to a request for confidential treatment. Refer to Staff Legal Bulletin No. 1A (February 28, 1997) section II.D.5.

\*\* Filed as part of the Original Filing.