

DIGITAL RIVER INC /DE

Form 8-K

March 14, 2007

**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): March 12, 2007

Digital River, Inc.

(Exact name of registrant as specified in charter)

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

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

**41-1901640
(IRS Employer
Identification No.)**

**9625 West 76th Street, Eden Prairie, MN
(Address of principal executive offices)**

**55344
(Zip Code)**

(952) 253-1234

Registrant's telephone number, including area code

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 Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

Joel Ronning, the Company's Chief Executive Officer, exercised stock options covering 576,800 shares and sold those shares in open market transactions on Monday, March 12, 2007. Mr. Ronning informed the Company that the sales were related to personal commitments and do not reflect on his outlook for the Company in future periods.

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.

Date: March 14, 2007

By: /s/ Thomas M. Donnelly
Thomas M. Donnelly
Chief Financial Officer