

DIGITAL RIVER INC /DE
Form 8-K
December 03, 2013

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): **December 3, 2013**

Digital River, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-24643
(Commission File Number)

41-1901640
(IRS Employer
Identification No.)

10380 Bren Road West, Minnetonka, MN

(Address of principal executive offices)

55343

(Zip Code)

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(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 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))

Item 7.01 Regulation FD Disclosure.

Digital River, Inc. (the Company), in its earnings releases and other communications with investors, furnishes certain non-GAAP financial information. The information contained in Exhibit 99.1 to this Current Report provides a comparison of historical non-GAAP measures to non-GAAP from continuing operations measures for the periods indicated. As used herein, GAAP refers to accounting principles generally accepted in the United States. These materials are also available on the Investor Relations/Presentations section of the Company's website at www.digitalriver.com.

Information contained in this Current Report, including Exhibit 99.1, shall not be deemed filed for the purposes of the Securities Exchange Act of 1934, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished with this report:

99.1 Table Comparison of Historical Non-GAAP to Non-GAAP from Continuing Operations

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: December 3, 2013

Exhibit Index

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Table Comparison of Historical Non-GAAP to Non-GAAP from Continuing Operations |