

DIGITAL RIVER INC /DE
Form 4
February 17, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schulz Stefan B

(Last) (First) (Middle)

C/O DIGITAL RIVER, INC., 10380
BREN ROAD WEST

(Street)

MINNETONKA, MN 55343-9072

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DIGITAL RIVER INC /DE [DRIV]

3. Date of Earliest Transaction (Month/Day/Year)

02/12/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/12/2015 | | U | (A) or (D) | 168,603 \$ 26 (1) (2) | 0 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schulz Stefan B C/O DIGITAL RIVER, INC. 10380 BREN ROAD WEST MINNETONKA, MN 55343-9072 | | | Chief Financial Officer | |

Signatures

/s/ Kevin L. Crudden as Attorney-in-Fact for Stefan B. Schulz pursuant to Power of Attorney previously filed.

02/17/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 10,712 additional shares issued pursuant to a performance share award granted on February 28, 2013 (which grant was previously reported).
Pursuant to the Agreement and Plan of Merger, dated October 23, 2014, by any among Danube Private Holdings II, LLC, Danube Private Acquisition Corp. and Digital River, Inc. ("DRIV") (the "Merger Agreement"), immediately prior to the effective time of the merger, each share of common stock of DRIV issued and outstanding and each share of outstanding unvested restricted stock was cancelled and was converted into the right to receive the per share merger consideration (\$26.00 per share). Each performance share award that is outstanding and vested immediately prior to the effective time of the merger was cancelled and was converted into the right to receive the per share merger consideration.
- (2) Pursuant to the Agreement and Plan of Merger, dated October 23, 2014, by any among Danube Private Holdings II, LLC, Danube Private Acquisition Corp. and Digital River, Inc. ("DRIV") (the "Merger Agreement"), immediately prior to the effective time of the merger, each share of common stock of DRIV issued and outstanding and each share of outstanding unvested restricted stock was cancelled and was converted into the right to receive the per share merger consideration (\$26.00 per share). Each performance share award that is outstanding and vested immediately prior to the effective time of the merger was cancelled and was converted into the right to receive the per share merger consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.