

Soros Robert
Form 3
May 08, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â SOROS FUND
MANAGEMENT LLC

(Last) (First) (Middle)

888 SEVENTH
AVENUE, Â 33RD FLOOR

(Street)

NEW YORK, Â NY Â 10106

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/04/2012

3. Issuer Name and Ticker or Trading Symbol
DIGITAL RIVER INC /DE [DRIV]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|----------------------------------|-------|-------|--------------|-----------|-----------|----------------------------------|------------------|
| 2.00% Convertible Bonds due 2030 | Â (1) | Â (1) | Common Stock | 4,162,494 | \$ 49.131 | I | See Footnote (2) |
| 1.25% Convertible Bonds due 2024 | Â (3) | Â (3) | Common Stock | 128,974 | \$ 44.063 | I | See Footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOROS FUND MANAGEMENT LLC 888 SEVENTH AVENUE 33RD FLOOR NEW YORK, NY 10106 | Â | Â X | Â | Â |
| SOROS GEORGE 888 SEVENTH AVENUE, 33RD FLOOR NEW YORK, NY 10106 | Â | Â X | Â | Â |
| Soros Robert 888 SEVENTH AVENUE 33RD FLOOR NEW YORK, NY 10106 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Jay Schoenfarber, as Assistant General Counsel | 05/08/2012 |
| __Signature of Reporting Person | Date |
| /s/ Jay Schoenfarber, as Attorney-in-Fact for George Soros | 05/08/2012 |
| __Signature of Reporting Person | Date |
| /s/ Jay Schoenfarber, as Attorney-in-Fact for Robert Soros | 05/08/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The 2.00% Convertible Bonds due 2030 are convertible at any time and mature on November 1, 2030.
These securities are held for the account of Quantum Partners LP, a Cayman Islands exempted limited partnership ("Quantum Partners"). SFM LLC serves as principal investment manager to Quantum Partners. As such, SFM LLC has been granted investment discretion over portfolio investments, including the Shares, held for the account of Quantum Partners. George Soros serves as Chairman of SFM LLC and Robert Soros serves as President and Deputy Chairman of SFM LLC.
- (3) The 1.25% Convertible Bonds due 2024 (the "1.25% Bonds") are convertible as set forth in the Indenture, dated as June 1, 2004, which is attached as Exhibit 99.1 to the issuer's Form 8-K filed on July 13, 2004. The 1.25% Bonds mature on January 1, 2024.

^

Remarks:

The filing of this statement shall not be deemed an admission that any of the Reporting Persons

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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