

Soros Robert
Form 3
May 08, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
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(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 NYÂ 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Expiration Title Amount or
Exercisable Date Number of

4. Conversion
or Exercise
Price of
Derivative
Security

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

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

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

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
<u> </u> Signature of Reporting Person	Date
/s/ Jay Schoenfarber, as Attorney-in-Fact for George Soros	05/08/2012
<u> </u> Signature of Reporting Person	Date
/s/ Jay Schoenfarber, as Attorney-in-Fact for Robert Soros	05/08/2012
<u> </u> 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.
- (2) 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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