

DIGITAL IMPACT INC /DE/  
Form SC 14D9/A  
March 16, 2005

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### SCHEDULE 14D-9

Solicitation/Recommendation Statement under Section 14(d)(4) of the  
Securities Exchange Act of 1934  
(Amendment No. 2)

#### DIGITAL IMPACT, INC.

*(Name of Subject Company)*

#### DIGITAL IMPACT, INC.

*(Name of Person(s) Filing Statement)*

**Common Stock, Par Value \$.001 Per Share**

*(Title of Class of Securities)*

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**25385G 10 6**

*(CUSIP Number of Class of Securities)*

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William Park  
President, Chief Executive Officer and Chairman of the Board of Directors  
177 Bovee Road, Suite 200  
San Mateo, California 94402  
(650) 356-3400

*(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person(s) filing statement)*

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**With copies to:**

Selim Day, Esq.  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
12 East 49<sup>th</sup> Street  
New York, NY 10017  
(212) 999-5800

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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**Purpose of Amendment**

The purpose of this amendment is to amend and supplement Item 9 of the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by Digital Impact, Inc., on March 7, 2005, as thereafter amended, and to add additional Exhibits and amend the Exhibit Index accordingly.

**Item 9. *Materials to be Filed as Exhibits.***

The following exhibits are filed herewith:

<b>Exhibit Number</b>	<b>Description</b>
(a)(7)	Press release issued by Digital Impact on March 16, 2005.
(a)(8)	Slides presented at B. Riley & Co. Annual Investor Presentation on March 16, 2005.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**DIGITAL IMPACT, INC.**

Dated: March 16, 2005

/s/ WILLIAM PARK

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William Park  
President, Chief Executive Officer and Chairman of the Board of  
Directors

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INDEX TO EXHIBITS

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SIGNATURE

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