

DIGITAL IMPACT INC /DE/  
Form SC14D9C  
March 28, 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

**DIGITAL IMPACT, INC.**

*(Name of Subject Company)*

**DIGITAL IMPACT, INC.**

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

**Common Stock, Par Value \$.001 Per Share  
(including the associated Series A  
Participating Preferred Stock Purchase Rights)**

*(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 Bovet 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)*

**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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