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DIGITAL IMPACT INC /DE/ Form 15-12G May 06, 2005

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

> > FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(q) OF THE SECURITIES 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHA

Commission File Number: 000-27787

Digital Impact, Inc. (Exact name of registrant as specified in its charter)

177 Bovet Road, San Mateo, California 94402 (650) 356-3400 (Address, including zip code, and telephone number, including area code, of registrant's princ offices)

> Common Stock, par value \$0.001 per share (Title of each class of securities covered by this Form)

(Titles of all other classes of securities for which a duty to file reports under section 13(a)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon suspend the duty to file reports:

Rule	12g-4(a)(1)(i)	[X]	Rule	12h-3(b)(1)(i)	X]
Rule	12g-4(a)(1)(ii)	[]	Rule	12h-3(b)(1)(ii)		
Rule	12g-4(a)(2)(i)	[]	Rule	12h-3(b)(2)(i)		
Rule	12g-4(a)(2)(ii)	[]	Rule	12h-3(b)(2)(ii)		
			Rule	1.5d-6	1	1

Approximate number of holders of record as of the certification or notice date: One

Pursuant to the requirements of the Securities Exchange Act of 1934, Digital Impact, Inc. h certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 6, 2005 /s/ Jerry Jones

Name: Jerry Jones Title: Vice President

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regul Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Fo which shall be manually signed. It may be signed by an officer of the registrant, by counsel or b authorized person. The name and title of the person signing the form shall be typed or printed un signature.