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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 13, 2005

Digi International Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-17972

(Commission File Number)

41-1532464

(IRS Employer
Identification No.)

**11001 Bren Road East
Minnetonka, Minnesota**

(Address of principal executive offices)

55343

(Zip Code)

Registrant's telephone number, including area code (952) 912-3444

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On December 13, 2005, Digi International Inc. (the "Company") announced revised guidance for the first quarter of fiscal 2006. See the Company's press release dated December 13, 2005, which is furnished as Exhibit 99.1 and incorporated by reference in this Current Report on Form 8-K.

NON-GAAP FINANCIAL MEASURES

The press release furnished as Exhibit 99.1 disclosed the Company's guidance related to earnings per diluted share excluding the impact of share-based compensation expense, which is a non-GAAP measure. The most directly comparable GAAP measure, which is earnings per diluted share, and a reconciliation of the non-GAAP measure to the most directly comparable GAAP financial measure is included below.

Reconciliation of Reported Diluted Earnings per Share Guidance for First Quarter 2006 to Diluted Earnings per Share for First Quarter 2006, Excluding the Impact of Share-Based Compensation Expense

	Q1 2006 - Revised Range for EPS Guidance		Q1 2006 - Original Range for EPS Guidance	
	Low	High	Low	High
Reported diluted earnings per share anticipated for Q1 2006	\$ 0.05	\$ 0.10	\$ 0.10	\$ 0.15
Estimated impact of share-based compensation expense in Q1 2006	0.02	0.02	0.02	0.02
Diluted earnings per share anticipated for Q1 2006, excluding the impact of estimated share-based compensation expense	<u>\$ 0.07</u>	<u>\$ 0.12</u>	<u>\$ 0.12</u>	<u>\$ 0.17</u>

FORWARD-LOOKING STATEMENTS

The press release furnished as Exhibit 99.1 contained disclosures about certain forward-looking statements contained in the press release. In addition to the disclosures contained therein, the Company also refers readers to the risks, uncertainties and assumptions identified in the Company's annual report on Form 10-K for the year ended September 30, 2005.

Item 9.01. Financial Statements and Exhibits.

The following Exhibit is being furnished herewith:

99.1 Press Release dated December 13, 2005 announcing revised guidance for the first quarter of fiscal 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DIGI INTERNATIONAL INC.

Date: December 13, 2005

By /s/ Subramanian Krishnan

Subramanian Krishnan

Senior Vice President, Chief Financial Officer and
Treasurer

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EXHIBIT INDEX

<u>No.</u>	<u>Exhibit</u>	<u>Manner of Filing</u>
99.1	Press Release dated December 13, 2005 announcing revised guidance for the first quarter of fiscal 2006.	Filed Electronically

Digi International Revises First-Quarter Fiscal 2006 Guidance

(Minneapolis, December 13, 2005) - Digi International® Inc. (NASDAQ: DGII) has revised revenue and earnings per diluted share guidance for the first quarter of fiscal 2006.

The Company now expects revenues for the first quarter ending December 31, 2005 to be in the range of \$31.5 to \$34 million and earnings per diluted share to be in the range of \$0.07 to \$0.12 per share excluding the impact of share-based compensation expense. The Company previously announced on November 3, 2005 that it expected revenues to be in the range of \$34 million to \$37 million and earnings per diluted share to be in the range of \$0.12 to \$0.17 per share excluding the impact of share-based compensation expense.

Digi believes that the lower than anticipated revenues, and the related earnings per diluted share impact, are largely due to certain customer orders being moved into subsequent quarters, across product line industry softness in North America channel sales, and new product sales not ramping up as quickly as expected. Revenue from Rabbit product lines have not been impacted and remain consistent with the Company's previously indicated expectations.

The Company's guidance for fiscal 2006 as announced on November 3, 2005, currently remains unchanged.

Digi will host a conference call to discuss its first quarter financial results and business outlook on Tuesday, January 17th, 2006 at 4:00 PM Central Time, following the release of the Company's first quarterly financial results.

About Digi International

Digi International, based in Minneapolis, makes device networking easy by developing products and technologies that are cost effective and easy to use. Digi markets its products through a global network of distributors and resellers, systems integrators and original equipment manufacturers (OEMs). For more information, visit Digi's web site at www.digi.com, or call 800-344-4273 (U.S.) or 952-912-3444 (International).

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Forward-looking Statements

This press release contains statements that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which generally can be identified by the use of forward-looking terminology such as "anticipate," "believe," "target," "estimate," "may," "will," "expect," "plan," "project," "should," or "continue" or the negative thereof or other variations thereon or similar terminology. Such statements are based on information available to management as of the time of such statements and relate to, among other things, expectations of the business environment in which the Company operates, projections of future performance, perceived opportunities in the market and statements regarding the Company's mission and vision. Such statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, including risks related to the highly competitive market in which the Company operates; rapid changes in technologies that may displace products sold by the Company, declining prices of networking products, the Company's reliance on distributors, delays in the Company's product development efforts, uncertainty in consumer acceptance of the Company's products, and changes in the Company's level of revenue or profitability. These and other risks, uncertainties and assumptions identified from time to time in the Company's filings with the Securities and Exchange Commission, including without limitation, its annual report on Form 10-K for the year ended September 30, 2004 and its quarterly reports on Form 10-Q, could cause the Company's future results to differ materially from those expressed in any forward-looking statements made by or on behalf of the Company. Many of such factors are beyond the Company's ability to control or predict. These forward-looking statements speak only as of the date for which they are made. The Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Digi International Contact
S. (Kris) Krishnan
(952) 912-3125
s_krishnan@digi.com

Investors Contact
John Nesbett/Erika Moran
The Investor Relations Group
New York, NY
212-825-3210