

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

FORM 8-K/A

AMENDMENT NO. 1

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 25, 2002

DIGI INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

DELAWARE

0-17972

41-1532464

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

11001 BREN ROAD EAST
MINNETONKA, MINNESOTA

55343

(Address of principal executive offices)

(Zip Code)

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

Item 7. Financial Statements and Exhibits.

On March 25, 2002, Digi International Inc. ("Digi") completed the sale of substantially all of the assets of its MiLAN legacy business to a wholly owned subsidiary of Communications Systems, Inc. ("CSI") pursuant to an Asset Purchase Agreement, dated as of March 21, 2002, by and between Digi and CSI, as amended by Amendment No. 1 to Asset Purchase Agreement, dated as of March 25, 2002 (the "Sale").

This Current Report on Form 8-K/A includes certain financial information required by Item 7 that was not contained in the Current Report on Form 8-K dated and filed April 5, 2002 (File No. 0-17972) relating to the Sale.

The following information follows or is attached hereto as an exhibit:

(b) Pro Forma Financial Information.

The following information is incorporated by reference to Exhibit 99.3 to the Registrant's Current Report on Form 8-K/A dated April 26, 2002 and filed with the Commission on April 29, 2002 (File No. 0-17972):

(i) NetSilicon

Introduction to Unaudited Pro Forma Combined Condensed Statement of Operations

Unaudited Pro Forma Combined Condensed Statement of Operations for the year ended September 30, 2001

Notes to Unaudited Pro Forma Combined Condensed Financial Statements

(ii) Digi International Inc.

Introduction to Unaudited Pro Forma Combined Condensed Financial Statements

Unaudited Pro Forma Combined Condensed Balance Sheet as of December 31, 2001

Unaudited Pro Forma Combined Condensed Statement of Operations for the three months ended December 31, 2001

Unaudited Pro Forma Combined Condensed Statement of Operations for the year ended September 30, 2001

Notes to Unaudited Pro Forma Combined Condensed Financial Statements

(c) Exhibits.

2.1 Asset Purchase Agreement, dated as of March 21, 2002, by and between Digi International Inc. and Communications Systems, Inc. (incorporated by reference to the like numbered Exhibit to the Registrant's Current Report on Form 8-K dated March 25, 2002 and filed with the Commission on April 5, 2002 (File No. 0-17972)).

2.2 Amendment No. 1 to Asset Purchase Agreement, dated as of March 25, 2002, by and between Digi International Inc. and Communications

Systems, Inc. (incorporated by reference to the like numbered Exhibit to the Registrant's Current Report on Form 8-K dated March 25, 2002 and filed with the Commission on April 5, 2002 (File No. 0-17972)).

- 99.1 Press Release dated March 22, 2002 (incorporated by reference to the like numbered Exhibit to the Registrant's Current Report on Form 8-K dated March 25, 2002 and filed with the Commission on April 5, 2002 (File No. 0-17972)).
- 99.2 Press Release dated March 25, 2002 (incorporated by reference to the like numbered Exhibit to the Registrant's Current Report on Form 8-K dated March 25, 2002 and filed with the Commission on April 5, 2002 (File No. 0-17972)).

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: April 26, 2002

By /s/ Subramanian Krishnan

Subramanian Krishnan
Senior Vice President, Chief
Financial Officer and Treasurer

EXHIBIT INDEX

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