Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C. 20549
-------------	------------

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response: 0.5	

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) **DIGI INTERNATIONAL INC** [ DGII ] Freeland James E. Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (First) (Middle) (Last) 05/06/2024 VP, Chief Information Officer 9350 EXCELSIOR BLVD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable **SUITE 700** Line) Form filed by One Reporting Person X (Street) Form filed by More than One Reporting 55343 HOPKINS MN Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature Form: Direct (D) or Indirect of Indirect Beneficial **Execution Date** Transaction Disposed Of (D) (Instr. 3, 4 and Securities (Month/Day/Year) if any Code (Instr. Beneficially 5) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership Transaction(s) (A) or (D) Price Code Amount (Instr. 3 and 4) Common Stock 05/06/2024 A 6,022 A \$0 6,022 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction 1. Title of 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Expiration Date (Month/Day/Year) Conversion Date (Month/Day/Year) Execution Date, Transaction Derivative Security or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial Direct (D) or Indirect Price of Derivative Securities Acquired Underlying Derivative Beneficially Owned Ownership (Instr. 4) (Instr. 3) (Month/Day/Year) 8) (Instr. 5) (A) or Disposed of (D) Security (Instr. 3 and 4) (I) (Instr. 4) Security Following Reported Transaction(s) (Instr. 3, 4 and 5) (Instr. 4) Amount

Date

Exercisable

Expiration

Date

**Explanation of Responses:** 

/s/ Joshua L. Colburn, attorney-in-fact

Title

Number

Shares

05/08/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

(A) (D)