

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sampsell David H.</u>			2. Issuer Name and Ticker or Trading Symbol <u>DIGI INTERNATIONAL INC [DGII]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>VP, CORP. DEV, GC & CORP. SEC.</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
9350 EXCELSIOR BLVD SUITE 700			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/09/2022		M		18,683	A	\$12.63	91,409.45	D	
Common Stock	08/09/2022		S		18,683	D	\$32.82 ⁽¹⁾	72,726.45	D	
Common Stock	08/10/2022		M		67	A	\$12.63	72,793.45	D	
Common Stock	08/10/2022		M		11,632	A	\$10.325	84,425.45	D	
Common Stock	08/10/2022		M		18,750	A	\$13.5	103,175.45	D	
Common Stock	08/10/2022		S		30,449	D	\$33.2618 ⁽²⁾	73,568.751 ⁽³⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$12.63	08/09/2022		M			18,683	(4)	11/19/2023	Common Stock	18,683	\$0	67	D	
Employee Stock Option (right to buy)	\$12.63	08/10/2022		M			67	(4)	11/19/2023	Common Stock	67	\$0	0	D	
Employee Stock Option (right to buy)	\$10.325	08/10/2022		M			11,632	(4)	11/28/2024	Common Stock	11,632	\$0	7,118	D	
Employee Stock Option (right to buy)	\$13.5	08/10/2022		M			18,750	(4)	11/21/2024	Common Stock	18,750	\$0	0	D	

Explanation of Responses:

- Reflects the weighted average price of 18,683 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on August 9, 2022 with sale prices ranging from \$32.80 to \$33.065 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Reflects the weighted average price of 30,449 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on August 10, 2022 with sale prices ranging from \$32.87 to \$33.71 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Includes 842,301 shares acquired under Digi International Inc.'s Employee Stock Purchase Plan between December 31, 2021 and April 1, 2022.
- Fully vested.

/s/ Joshua L. Colburn,
Attorney-in-Fact

08/11/2022

** Signature of Reporting Person

Date

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

* 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).**

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.