

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

**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>  (Last) (First) (Middle) 9350 EXCELSIOR BLVD, SUITE 700  (Street) HOPKINS MN 55343  (City) (State) (Zip)	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 _____ Officer (give title below) _____ Other (specify below) _____ VP, Corp. Dev, GC & Corp. Sec.
	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	11/17/2020		M		15,000	A	\$12.07	71,659.306 <sup>(1)</sup>	D	
Common Stock	11/17/2020		S		15,000	D	\$17.2658 <sup>(2)</sup>	56,659.306	D	
Common Stock	11/18/2020		M		10,558	A	\$12.07	67,217.306	D	
Common Stock	11/18/2020		S		9,049	D	\$17.4698 <sup>(3)</sup>	58,168.306	D	
Common Stock	11/19/2020		M		10,039	A	\$12.07	68,207.306	D	
Common Stock	11/19/2020		S		8,605	D	\$17.0015 <sup>(4)</sup>	59,602.306	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					
Employee Stock Option (right to buy)	\$12.07	11/17/2020		M			15,000	(5)	04/27/2021	Common Stock 15,000	\$0	35,000	D	
Employee Stock Option (right to buy)	\$12.07	11/18/2020		M			9,049	(5)	04/27/2021	Common Stock 9,049	\$0	25,951	D	
Employee Stock Option (right to buy)	\$12.07	11/19/2020		M			10,039	(5)	04/27/2021	Common Stock 10,039	\$0	15,912	D	

**Explanation of Responses:**

- Includes 3,610,292 shares acquired under Digi International Inc.'s Employee Stock Purchase Plan between April 2, 2018 and September 30, 2020.
- Reflects the weighted average price of 15,000 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on November 17, 2020 with sale prices ranging from \$17.25 to \$17.3275 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 9,049 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on November 18, 2020 with sale prices ranging from \$17.40 to \$17.655 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 8,605 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on November 19, 2020 with sale prices ranging from \$17.00 to \$17.045 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.
- Fully vested.

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

11/19/2020

\*\* 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.

