SEC Form 4

 \square

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

0.5

hours per response:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*]
Sampsell David H. | | | | | 2. Issuer Name and Ticker or Trading Symbol DIGI INTERNATIONAL INC [DGII] | |
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 | | 5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
Director 10% Owner
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| ` | , | (Middle) |) | | 3. Date of Earliest Transaction (Month/Day/Year)
08/18/2023 | |
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 | | X Officer (give title Other (specif
below) below)
VP, CORP. DEV, GC & CORP. SEC.
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| SUITE 700 | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) |
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 | 6. Individual or Joint/Group Filing (Check Applicable
Line) | | | | | | |
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| NS M | IN | 55343 | | | | |
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 | | Form filed by More than One Reporting
Person
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 | | |
| (S | tate) | (Zip) | | R | Rule 10b5-1(c) Transaction Indication | |
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| | | 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. | | | | |
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 | ed to | | | |
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| | Tab | le I - I | Non-Deriv | /ative | e Sec | urities A | cquir
 | ed, C | isposed o | of, or B
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 | t | | | |
 | | |
| Date | | | | | Execution Date, | | 3.
Transaction
Code (Instr.
8)
 | | | Acquired (A) or
f (D) (Instr. 3, 4 and 5)
 |
 | | Beneficially
Owned Following
 | | 6. Ownership
Form: Direct
(D) or Indirect
(I) (Instr. 4) | | 7. Nature
of Indirect
Beneficial
Ownership
(Instr. 4) |
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| Common Stock 08/18/2 | | | | 023 | | | М
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 | \$16
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| Common Stock 08/21/202 | | | | | | | М
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			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$16.75	08/18/2023	М			4,000	(3)	11/24/2027	Common Stock	4,000	\$0	10,182	D	
Employee Stock Option (right to buy)	\$16.75	08/21/2023	М			5,455	(3)	11/24/2027	Common Stock	5,455	\$0	4,727	D	

Explanation of Responses:

1. Reflects the weighted average price of 4,000 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on August 18, 2023 with sale prices ranging from \$30.66 to \$31.10 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.

2. Reflects the weighted average price of 5,455 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on August 21, 2023 with sale prices ranging from \$30.90 to \$31.08 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

3. The option vests as to 25% of the shares on November 24, 2021 and thereafter in 36 monthly installments.

/s/ Joshua L. Colburn,

Attorney-in-Fact

08/22/2023

** Signature of Reporting Person Date

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

 \ast 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.