

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Nyland Jon A.</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Manufacturing Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	02/13/2019		M		12,500	A	\$7.4	55,865.592	D	
Common Stock	02/13/2019		M		21,929	A	\$9.35	77,794.592	D	
Common Stock	02/13/2019		S		34,429	D	\$13.2992 <sup>(1)</sup>	43,365.592	D	
Common Stock	02/14/2019		M		5,469	A	\$10.32	48,834.592	D	
Common Stock	02/14/2019		S		5,469	D	\$13.3262 <sup>(2)</sup>	43,365.592	D	
Common Stock	02/15/2019		M		12,500	A	\$10.81	55,865.592	D	
Common Stock	02/15/2019		S		12,500	D	\$13.4398 <sup>(3)</sup>	43,365.592	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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$7.4	02/13/2019		M			12,500	(4)	11/20/2024	Common Stock	12,500	\$0	0	D	
Employee Stock Option (right to buy)	\$9.35	02/13/2019		M			21,929	(4)	11/20/2022	Common Stock	21,929	\$0	0	D	
Employee Stock Option (right to buy)	\$10.32	02/14/2019		M			5,469	(5)	11/28/2014	Common Stock	5,469	\$0	13,281	D	
Employee Stock Option (right to buy)	\$10.81	02/15/2019		M			12,500	(4)	11/20/2023	Common Stock	12,500	\$0	12,500	D	

**Explanation of Responses:**

- Reflects the weighted average price of 34,429 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 13, 2019 with sale prices ranging from \$13.20 to \$13.36 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 5,469 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 14, 2019 with sale prices ranging from \$13.30 to \$13.39 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 12,500 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 15, 2019 with sale prices ranging from \$13.40 to \$13.48 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.

4. Fully vested.

5. The option vests as to 25% of the shares on November 28, 2018 and thereafter in 36 monthly installments.

/s/ Joshua L. Colburn, attorney-  
in-fact 02/15/2019

\*\* 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.**