

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

**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Loch James J.</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>SR VP, CFO AND TREASURER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2026</u>	
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	06/02/2026		M		100,000	A	\$13.76	227,492.763	D	
Common Stock	06/02/2026		M		38,889	A	\$17.94	266,381.763	D	
Common Stock	06/02/2026		M		35,456	A	\$16.75	301,837.763	D	
Common Stock	06/02/2026		M		33,697	A	\$21.53	335,534.763	D	
Common Stock	06/02/2026		F		67,946	D	\$69.29	267,588.763	D	
Common Stock	06/02/2026		S		97,637	D	\$69.4225 <sup>(1)</sup>	169,951.763	D	
Common Stock	06/02/2026		S		2,363	D	\$70.3078 <sup>(2)</sup>	167,588.763	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)	\$13.76	06/02/2026		M			100,000	(3)	08/13/2026	Common Stock	100,000	\$0	0	D	
Employee Stock Option (right to buy)	\$17.94	06/02/2026		M			38,889	(3)	11/27/2026	Common Stock	38,889	\$0	0	D	
Employee Stock Option (right to buy)	\$16.75	06/02/2026		M			35,456	(3)	11/24/2027	Common Stock	35,456	\$0	0	D	
Employee Stock Option (right to buy)	\$21.53	06/02/2026		M			33,697	(3)	11/30/2028	Common Stock	33,697	\$0	0	D	

**Explanation of Responses:**

- Reflects the weighted average price of 97,637 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on June 2, 2026 with sale prices ranging from \$69.01 to \$69.85 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 2,363 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on June 2, 2026 with sale prices ranging from \$70.235 to \$70.38 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 06/04/2026

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.**