

| OMB APPROVAL                                 |           |
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| 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).

|   |         |          |   |  |  |   |  |  |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Riley Kevin C.</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>DIGI INTERNATIONAL INC [ DGII ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) _____ Other (specify below) _____<br><b>X</b> <u>President, Digi SmartSense</u> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/15/2021</u>                 |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><b>X</b> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| 9350 EXCELSIOR BLVD<br>SUITE 700                                  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                              |  |  |   |  |  |
| (Street)<br><u>HOPKINS MN 55343</u>                               |         |          |   |  |  |   |  |  |
| (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                    | 11/15/2021                           |  | M                              |   | 37,500  | A          | \$13.5                   | 126,018   | D  |   |
| Common Stock                    | 11/15/2021                           |  | M                              |   | 36,719  | A          | \$10.325                 | 162,737   | D  |   |
| Common Stock                    | 11/15/2021                           |  | S                              |   | 74,219  | D          | \$24.0621 <sup>(1)</sup> | 88,518  | D  |   |
| Common Stock                    | 11/16/2021                           |  | M                              |   | 27,344  | A          | \$11.87                  | 115,862   | D  |   |
| Common Stock                    | 11/16/2021                           |  | S                              |   | 27,344  | A          | \$24.4282 <sup>(2)</sup> | 88,518  | 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)       | \$13.5   | 11/15/2021                           |  | M                              |   |  | 37,500 | (3)  | 11/21/2024      | Common Stock  | 37,500                                     | \$0  | 0   | D  |       |
| Employee Stock Option (right to buy)       | \$10.325   | 11/15/2021                           |  | M                              |   |  | 36,719 | (3)  | 11/28/2024      | Common Stock  | 36,719                                     | \$0  | 781   | D  |       |
| Employee Stock Option (right to buy)       | \$11.87  | 11/16/2021                           |  | M                              |   |  | 27,344 | (3)  | 11/20/2025      | Common Stock  | 27,344                                     | \$0  | 10,156  | D  |       |

**Explanation of Responses:**

- Reflects the weighted average price of 74,219 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on November 15, 2021 with sale prices ranging from \$24.00 to \$24.325 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 27,344 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on November 16, 2021 with sale prices ranging from \$24.28 to \$24.58 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- 11/17/2021  
in-fact

\*\* 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.