

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

AMENDMENT NO. 3 TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DIGI INTERNATIONAL INC.
(Exact name of the Registrant as specified in its charter)

DELAWARE

3576

41-1532464

(State or other jurisdiction of incorporation or organization) (Primary Standard Industrial Classification Code Number) (I.R.S. Employer Identification No.)

11001 BREN ROAD EAST
MINNETONKA, MINNESOTA 55343
(612) 912-3444
(Address and telephone number of the Registrant's principal executive offices)

SUBRAMANIAN KRISHNAN
CHIEF FINANCIAL OFFICER
11001 BREN ROAD EAST
MINNETONKA, MINNESOTA 55343
(612) 912-3444
(Name, address and telephone number of agent for service)

copy to:
James E. Nicholson
Faegre & Benson LLP
2200 Norwest Center
90 South Seventh Street
Minneapolis, Minnesota 55402

REMOVAL OF SECURITIES FROM REGISTRATION

The offering described in the Registration Statement has terminated. The Registrant hereby removes from registration 396,017 shares of its Common Stock, \$.01 par value per share, representing the securities that remain unsold at the termination of the offering. This post-effective amendment is being filed solely to remove these securities from registration.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant has duly caused this Amendment No. 3 to Registration Statement No. 333-61425 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minnetonka, State of Minnesota, on August 3, 1999.

DIGI INTERNATIONAL INC.

By /s/ Subramanian Krishnan

Subramanian Krishnan
CHIEF FINANCIAL OFFICER