



Digi International
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February 6, 2012

Mr. Patrick Gilmore, Accounting Branch Chief
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549

BY EDGAR AND FACSIMILE

**Re: Digi International Inc.
Form 10-K for Fiscal Year Ended September 30, 2011
Filed November 29, 2011
File No. 001-34033**

Dear Mr. Gilmore:

The purpose of this letter is to confirm our understanding, based on my phone conversation with a member of the Securities and Exchange Commission staff on February 6, 2012, that the Commission has taken no exception to our request for additional time to respond to the comments identified in your letter dated January 31, 2012. As discussed, our response will be provided on or before February 29, 2012.

Very truly yours,

DIGI INTERNATIONAL INC.

/s/ David H. Sampsell

David H. Sampsell

Vice President, General Counsel & Corporate Secretary