

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

December 11, 2024

Date of report (date of earliest event reported)

**Digi International Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

1-34033

(Commission file number)

41-1532464

(I.R.S. Employer Identification No.)

9350 Excelsior Blvd., Suite 700

Hopkins, Minnesota

(Address of principal executive offices)

55343

(Zip Code)

(952) 912-3444

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	DGII	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter):

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 11, 2024, Sally J. Smith informed Digi International Inc. (the “Company”) of her decision to retire from the Board of Directors (the “Board”), effective immediately after the conclusion of the Company’s 2025 Annual Meeting of Stockholders. Ms. Smith’s decision to retire was not the result of any dispute or disagreement with the Company on any matter relating to the Company’s operations, policies, or practices. Ms. Smith served on the Audit Committee and as chair of the Nominating and Governance Committee of the Board.

Item 7.01. Regulation FD Disclosure.

The text of the Company’s press release announcing Ms. Smith’s departure and the nomination of two new Board members is set forth in Exhibit 99.1 to this report and is incorporated by reference into this Item 7.01.

Item 9.01. Financial Statements and Exhibits.

No.	Description	Manner of Filing
<a href="#">99.1</a>	<a href="#">Press Release, dated December 13, 2024</a>	<a href="#">Furnished Electronically</a>
104	The cover page from the Current Report on Form 8-K formatted in Inline XBRL	Furnished Electronically

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## SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned duly authorized.

Date: December 13, 2024

DIGI INTERNATIONAL INC.

By: /s/ David H. Sampsell

David H. Sampsell  
Executive Vice President, Corporate Development, General Counsel &  
Corporate Secretary

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**FOR IMMEDIATE RELEASE****Digi International Announces the Nomination of Two Accomplished Executives to its Board of Directors and the Pending Retirement of Sally Smith from the Board of Directors**

*Nomination of two new members for election to the Board would bring deep knowledge and industry expertise to their board roles*

**MINNEAPOLIS, December 13, 2024** – Digi International (Nasdaq: DGII, [www.digi.com](http://www.digi.com)), a leading global provider of Internet of Things (IoT) connectivity products and services, announces the nomination of two new members to its Board of Directors: Valerie Heusinkveld and Allison West Hughes. In addition, Sally Smith, a Digi director since 2018, has announced her intention to retire from the Board at the conclusion of the company's annual meeting to be held on February 3, 2025. The election of Ms. Heusinkveld and Ms. Hughes will be voted on by the company's stockholders at that same annual meeting.

Ms. Heusinkveld served as Chief Financial Officer of Cradlepoint, Inc., a provider of bundled cellular hardware and connectivity and monitoring software solutions, from 2012 until her retirement in 2021. Previously, she served as Chief Financial Officer of Purcell Systems from 2007 to 2012. As a former Chief Financial Officer at high technology companies, she has extensive high technology industry knowledge and leadership experience in both financial and operational matters. The company believes this experience would provide the Board with expertise in such areas as finance, operations, hardware and solutions sales models with a focus on annual recurring revenue (ARR), as well as mergers and acquisitions, internal controls, risk management and auditing.

Ms. West Hughes has served as Corporate Vice President at Microsoft Corporation since July 2022, initially focused on digital acquisition and adding responsibility for small and medium business in July 2024. Previously, she served as Senior Vice President, Global Digital Go to Market at ServiceNow, a cloud computing platform software company servicing businesses of varying sizes, from July 2021 to June 2022, after having served as Vice President from April 2020 and previously serving as Area Vice President from 2018. She has extensive high technology industry knowledge and leadership experience and brings expertise in such areas as sales and marketing and operations. The company believes her expertise in marketing and selling subscription-based offerings resulting in annual recurring revenue, as well as working with customers of varying degrees of scale would be valuable as the company executes on the expansion of recurring revenue-based solutions offerings across its business.

“We want to thank Sally for her commitment to Digi and her assistance in helping the company grow and advance its mission. While her contributions were significant and will be missed, we are thrilled to nominate both Valerie and Allison to our Board of Directors,” said Satbir Khanuja, Ph.D., Non-executive Chairman of the Board, Digi International. “Their extensive experience in technology, innovation, ARR and financial strategy aligns with Digi's commitment to driving IoT advancements and delivering value to our stakeholders. We are confident their leadership will strengthen our ability to deliver on our vision as we continue expanding our global presence and driving Digi's renaissance as a leading solution provider in the IoT space.”

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The nomination of Heusinkveld and Hughes underscores Digi's dedication to fostering innovation and sustaining Digi's excellence in technology innovation and customer-centricity.

### **Additional Information and Where to Find It**

Digi International has filed with the Securities and Exchange Commission (the "SEC") a definitive proxy statement on Schedule 14A (the "Definitive Proxy Statement") with respect to its solicitation of proxies for Digi International's 2025 annual meeting of stockholders (the "2025 Annual Meeting"). The Definitive Proxy Statement contains important information about the matters to be voted on at the 2025 Annual Meeting. **STOCKHOLDERS OF DIGI INTERNATIONAL ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT DIGI INTERNATIONAL HAS FILED OR WILL FILE WITH THE SEC BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT DIGI INTERNATIONAL AND THE MATTERS TO BE VOTED ON AT THE 2025 ANNUAL MEETING.** Stockholders are able to obtain free copies of these documents and other documents filed with the SEC by Digi International through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, stockholders are able to obtain free copies of these documents from Digi International by going to Digi International's Investor Relations page on its website at [www.digi.com](http://www.digi.com).

### **Participants in the Solicitation**

The directors, executive officers, and employees of Digi International may be deemed to be participants in the solicitation of proxies from the stockholders of Digi International in connection with 2025 Annual Meeting. Digi International has also engaged Alliance Advisors LLC to assist in the solicitation of proxies for the 2025 Annual Meeting and to provide related advice and informational support. Information regarding the interests of participants in the solicitation of proxies in respect of the 2025 Annual Meeting is included in the Definitive Proxy Statement.

### **About Digi International**

Digi International (NASDAQ: DGII) is a leading global provider of IoT connectivity products, services, and solutions. It helps companies create next-generation connected products and deploy and manage critical communications infrastructures in demanding environments with high levels of security and reliability. Founded in 1985, Digi has helped customers connect more than 100 million things and counting. For more information, visit [www.digi.com](http://www.digi.com).

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