

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: March 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: 1-34033



DIGI INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

41-1532464

(I.R.S. Employer Identification Number)

11001 Bren Road East

Minnetonka, Minnesota

(Address of principal executive offices)

55343

(Zip Code)

(952) 912-3444

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

On April 26, 2018, there were 27,151,225 shares of the registrant's \$.01 par value Common Stock outstanding.

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PART I. FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS**

DIGI INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three months ended March 31,		Six months ended March 31,	
	2018	2017	2018	2017
	(in thousands, except per share data)			
Revenue:				
Product	\$ 47,588	\$ 41,766	\$ 86,042	\$ 84,939
Services and solutions	7,203	3,849	13,946	5,851
Total revenue	54,791	45,615	99,988	90,790
Cost of sales:				
Cost of product	23,080	21,398	42,290	43,735
Cost of services and solutions	4,287	2,003	7,730	3,177
Amortization of intangibles	770	312	1,377	523
Total cost of sales	28,137	23,713	51,397	47,435
Gross profit	26,654	21,902	48,591	43,355
Operating expenses:				
Sales and marketing	11,175	8,731	20,935	17,053
Research and development	8,617	6,979	16,368	13,884
General and administrative	6,359	4,680	12,908	8,484
Total operating expenses	26,151	20,390	50,211	39,421
Operating income (loss)	503	1,512	(1,620)	3,934
Other (expense) income, net:				
Interest income	38	120	246	279
Interest expense	(4)	(10)	(7)	(43)
Other (expense) income, net	(527)	(143)	(572)	431
Total other (expense) income, net	(493)	(33)	(333)	667
Income (loss) before income taxes	10	1,479	(1,953)	4,601
Income tax provision	367	148	2,973	913
Net (loss) income	\$ (357)	\$ 1,331	\$ (4,926)	\$ 3,688
Net (loss) income per common share:				
Basic	\$ (0.01)	\$ 0.05	\$ (0.18)	\$ 0.14
Diluted	\$ (0.01)	\$ 0.05	\$ (0.18)	\$ 0.14
Weighted average common shares:				
Basic	27,084	26,477	26,914	26,324
Diluted	27,084	27,252	26,914	27,134

The accompanying notes are an integral part of the condensed consolidated financial statements.

DIGI INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(UNAUDITED)

	Three months ended March 31,		Six months ended March 31,	
	2018	2017	2018	2017
	(in thousands)			
Net (loss) income	\$ (357)	\$ 1,331	\$ (4,926)	\$ 3,688
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	1,787	1,277	2,058	(2,478)
Change in net unrealized (loss) gain on investments	(19)	14	(40)	(10)
Less income tax benefit (expense)	5	(5)	8	4
Reclassification of realized loss on investments included in net income (1)	31	—	31	—
Less income tax benefit (2)	(8)	—	(8)	—
Other comprehensive income (loss), net of tax	1,796	1,286	2,049	(2,484)
Comprehensive income (loss)	<u>\$ 1,439</u>	<u>\$ 2,617</u>	<u>\$ (2,877)</u>	<u>\$ 1,204</u>

(1) Recorded in Other (expense) income, net on our Condensed Consolidated Statements of Operations.

(2) Recorded in Income tax provision in our Condensed Consolidated Statements of Operations.

The accompanying notes are an integral part of the condensed consolidated financial statements.

DIGI INTERNATIONAL INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 2018	September 30, 2017
	(in thousands, except share data)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 52,391	\$ 78,222
Marketable securities	4,757	32,015
Accounts receivable, net	39,789	28,855
Inventories	39,670	30,238
Receivable from sale of business	—	1,998
Other	3,694	3,032
Total current assets	140,301	174,360
Marketable securities, long-term	2,489	4,753
Property, equipment and improvements, net	12,145	12,801
Identifiable intangible assets, net	44,301	11,800
Goodwill	155,982	131,995
Deferred tax assets	3,576	9,211
Other	542	269
Total assets	\$ 359,336	\$ 345,189
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 11,024	\$ 6,240
Accrued compensation	6,121	4,325
Accrued warranty	1,348	987
Accrued professional fees	896	928
Accrued restructuring	636	1,656
Unearned revenue	4,339	1,343
Contingent consideration on acquired businesses	3,759	388
Other	2,858	2,113
Total current liabilities	30,981	17,980
Income taxes payable	692	877
Deferred tax liabilities	455	534
Contingent consideration on acquired businesses	4,504	6,000
Other non-current liabilities	676	654
Total liabilities	37,308	26,045
Contingencies (see Note 12)		
Stockholders' equity:		
Preferred stock, \$.01 par value; 2,000,000 shares authorized; none issued and outstanding	—	—
Common stock, \$.01 par value; 60,000,000 shares authorized; 33,581,353 and 33,007,993 shares issued	336	330
Additional paid-in capital	251,366	245,528
Retained earnings	145,519	150,478
Accumulated other comprehensive loss	(20,610)	(22,659)
Treasury stock, at cost, 6,430,128 and 6,436,578 shares	(54,583)	(54,533)
Total stockholders' equity	322,028	319,144
Total liabilities and stockholders' equity	\$ 359,336	\$ 345,189

The accompanying notes are an integral part of the condensed consolidated financial statements.

DIGI INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six months ended March 31,	
	2018	2017
	(in thousands)	
Operating activities:		
Net (loss) income	\$ (4,926)	\$ 3,688
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation of property, equipment and improvements	1,406	1,449
Amortization of identifiable intangible assets	4,287	941
Stock-based compensation	2,378	2,328
Excess tax benefits from stock-based compensation	—	(315)
Deferred income tax provision	2,682	242
Change in fair value of contingent consideration	(425)	(684)
Bad debt/product return provision	395	296
Inventory obsolescence	900	600
Other	30	51
Changes in operating assets and liabilities (net of acquisitions)	(11,708)	(9,473)
Net cash used in operating activities	(4,981)	(877)
Investing activities:		
Purchase of marketable securities	—	(33,470)
Proceeds from maturities and sales of marketable securities	29,513	57,039
Proceeds from sale of Etherios	2,000	3,000
Acquisition of businesses, net of cash acquired	(56,588)	(29,994)
Purchase of property, equipment, improvements and certain other identifiable intangible assets	(785)	(984)
Net cash used in investing activities	(25,860)	(4,409)
Financing activities:		
Acquisition earn-out payments	—	(518)
Excess tax benefits from stock-based compensation	—	315
Proceeds from stock option plan transactions	3,427	3,246
Proceeds from employee stock purchase plan transactions	618	479
Purchases of common stock	(681)	(587)
Net cash provided by financing activities	3,364	2,935
Effect of exchange rate changes on cash and cash equivalents	1,646	(1,481)
Net decrease in cash and cash equivalents	(25,831)	(3,832)
Cash and cash equivalents, beginning of period	78,222	75,727
Cash and cash equivalents, end of period	\$ 52,391	\$ 71,895
Supplemental schedule of non-cash investing and financing activities:		
Liability related to acquisition of businesses	\$ (2,300)	\$ (1,310)
Accrual for purchase of property, equipment, improvements and certain other identifiable intangible assets	\$ (27)	\$ (66)

The accompanying notes are an integral part of the condensed consolidated financial statements.

DIGI INTERNATIONAL INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. BASIS OF PRESENTATION OF UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The interim unaudited condensed consolidated financial statements included in this Form 10-Q have been prepared by Digi International Inc. (the "Company," "Digi," "we," "our," or "us") pursuant to the rules and regulations of the United States Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures, normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), have been condensed or omitted pursuant to such rules and regulations. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes thereto, including (but not limited to) the summary of significant accounting policies, presented in our Annual Report on Form 10-K for the year ended September 30, 2017, as filed with the SEC ("2017 Financial Statements").

The condensed consolidated financial statements presented herein reflect, in the opinion of management, all adjustments which consist only of normal, recurring adjustments necessary for a fair presentation of the condensed consolidated balance sheets and condensed consolidated statements of operations, comprehensive income and cash flows for the periods presented. The condensed consolidated results of operations for any interim period are not necessarily indicative of results for the full year. The year-end condensed consolidated balance sheet data were derived from our 2017 Financial Statements, but do not include all disclosures required by U.S. GAAP.

Recently Issued Accounting Pronouncements

Not Yet Adopted

In May 2017, FASB issued ASU 2017-09, "Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting." ASU 2017-09 provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The amendments in this update should be applied prospectively to an award modified on or after the adoption date. This ASU is effective for annual periods and interim periods within those annual periods beginning after December 15, 2017, which for us is the first quarter ending December 31, 2018. Early adoption is permitted. We do not expect the adoption of this guidance to have a material impact to our consolidated financial statements.

In January 2017, FASB issued ASU 2017-04, "Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment." ASU 2017-04 eliminates the second step in the goodwill impairment test which requires an entity to determine the implied fair value of the reporting unit's goodwill. Instead, an entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying value and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The standard, which should be applied prospectively, is effective for fiscal years beginning after December 15, 2019, which for us is our fiscal year ending September 30, 2021. Early adoption is permitted. We are currently evaluating the impact of the adoption of ASU 2017-04 on our consolidated financial statements.

In August 2016, FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments." The amendments in this update provide guidance on eight specific cash flow issues, thereby reducing the diversity in practice in how certain transaction are classified in the statement of cash flows. This ASU is effective for annual periods and interim periods for those annual periods beginning after December 15, 2017, which for us is the first quarter ending December 31, 2018. Early adoption is permitted. We are currently evaluating the impact of the adoption of ASU 2016-15 on our consolidated financial statements.

In June 2016, FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments." The amendments in this update replace the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses. This update is intended to provide financial statement users with more decision-useful information about the expected credit losses. This ASU is effective for annual periods and interim periods for those annual periods beginning after December 15, 2019, which for us is the first quarter ending December 31, 2020. Entities may early adopt beginning after December 15, 2018. We are currently evaluating the impact of the adoption of ASU 2016-13 on our consolidated financial statements.

1. BASIS OF PRESENTATION OF UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

In February 2016, FASB issued ASU 2016-02, "Leases (Topic 842)", which amends the existing guidance to require lessees to recognize lease assets and lease liabilities from operating leases on the balance sheet. This ASU is effective using the modified retrospective approach for annual periods and interim periods within those annual periods beginning after December 15, 2018, which for us is the first fiscal quarter ending December 31, 2019. Early adoption is permitted. We are currently evaluating the impact of the adoption of ASU 2016-02 on our consolidated financial statements.

In January 2016, FASB issued ASU 2016-01, "Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities." ASU 2016-01 will require equity investments in unconsolidated entities (other than those accounted for using the equity method of accounting) to be measured at fair value with changes in fair value recognized in net income. The amendments in this update will also simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, eliminate the requirement for public business entities to disclose the method and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet and require these entities to use the exit price notion when measuring fair value of financial instruments for disclosure purposes. This ASU would also change the presentation and disclosure requirements for financial instruments. In addition, this ASU clarifies the guidance related to valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The amendments in this ASU are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, which for us is the first fiscal quarter ending December 31, 2018. Early adoption is permitted for financial statements of fiscal years and interim periods that have not been issued. We are currently evaluating the impact of the adoption of ASU 2016-01.

In May 2014, FASB issued ASU 2014-09, "Revenue from Contracts with Customers." This guidance provides a five-step analysis in determining when and how revenue is recognized so that an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects what it expects in exchange for the goods and services. It also requires more detailed disclosures to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In August 2015, FASB issued ASU 2015-14 "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date" which approved a one-year deferral of the effective date of ASU 2014-09. As a result of this deferral, ASU 2014-09 is effective for our fiscal year ending September 30, 2019, including interim periods within that reporting period. In addition, FASB issued ASU 2016-08, ASU 2016-10, ASU 2016-12 and ASU 2017-14, to provide interpretive clarifications on the new guidance in ASC Topic 606. We are currently working through an adoption plan and have identified our revenue streams and completed a preliminary analysis of how we currently account for revenue transactions compared to the revenue accounting required under the new standard. We intend to complete our adoption plan during the fourth quarter of fiscal 2018. This plan includes a review of transactions supporting each revenue stream to determine the impact of accounting treatment under ASC 606, evaluation of the method of adoption, and completing a rollout plan for implementation of the new standard with affected functions in our organization. Because of the nature of the work that remains, at this time we are unable to reasonably estimate the impact of adoption on our consolidated financial statements. We plan to adopt the new guidance beginning with our fiscal quarter ending December 31, 2018.

2. ACQUISITIONS

Acquisition of Accelerated Concepts, Inc.

On January 22, 2018, we purchased all the outstanding stock of Accelerated Concepts, Inc. ("Accelerated"), a Tampa-based provider of secure, enterprise-grade, cellular (LTE) networking equipment for primary and backup connectivity applications. This acquisition is included with our IoT Products and Services segment.

The terms of the acquisition include an upfront cash payment together with future earn-out payments. Cash of \$16.8 million (excluding cash acquired of \$0.3 million) was paid at the time of closing. The earn-out payments are scheduled to be paid in two installments and the payment amount, if any, will be calculated based on the revenue performance of Accelerated products. The first installment will be based on revenues from January 22, 2018 through January 21, 2019 (the "2018 period") and the second installment will be based on revenues from January 22, 2019 through January 21 2020 (the "2019 period"). The cumulative amount of these earn-outs will be \$4.5 million, if certain revenue thresholds are met. Additional payments, not to exceed \$2.0 million for both installments, may also be due depending on revenue performance. The fair value of this contingent consideration was \$2.3 million at the date of acquisition and at March 31, 2018 (see Note 7 to the Condensed Consolidated Financial Statements). We have determined that the earn-out will be considered as part of the purchase price consideration as there are no continuing employment requirements associated with the earn-out.

2. ACQUISITIONS (CONTINUED)

The purchase price was allocated to the estimated fair value of assets and liabilities assumed. The purchase price allocation resulted in the recognition of \$6.1 million of goodwill. We believe this is a complementary acquisition for us as it significantly enhances our existing cellular product lines and immediately extends our market reach with a line of commercial routers and network appliance products. This acquisition will further enhance and expand the capabilities of the IoT Products and Services segment (see Note 9 to our Condensed Consolidated Financial Statements).

The Accelerated acquisition has been accounted for using the acquisition method of accounting which requires, among other things, that assets acquired and liabilities assumed pursuant to the purchase agreement be recognized at fair value as of the acquisition date.

The following table summarizes the preliminary values of Accelerated assets acquired and liabilities assumed as of the acquisition date (in thousands):

Cash	\$	16,759
Fair value of contingent consideration on acquired business		2,300
Total purchase price consideration	\$	19,059
Fair value of net tangible assets acquired	\$	697
Fair value of identifiable intangible assets acquired:		
Customer relationships		6,500
Purchased and core technology		3,000
Trade name and trademarks		1,000
Order backlog		1,800
Goodwill		6,062
Total	\$	19,059

Operating results for Accelerated after January 22, 2018 are included in our Condensed Consolidated Statements of Operations. The Condensed Consolidated Balance Sheet as of March 31, 2018 reflects the preliminary allocation of the purchase price to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The net working capital values are preliminary and we expect to finalize them in the fourth quarter of fiscal 2018.

The weighted average useful life for all the identifiable intangibles listed above is 5.5 years. For purposes of determining fair value, the purchased and core technology identified above is assumed to have a useful life of five years, the customer relationships are assumed to have useful lives of seven years, the trade name and trademarks are assumed to have useful lives of five years and the order backlog is assumed to have a useful life of one year. Useful lives for identifiable intangible assets are estimated at the time of acquisition based on the periods of time from which we expect to derive benefits from the identifiable intangible assets.

The amounts of revenue and net income included in the Condensed Consolidated Statements of Operations from the acquisition date of January 22, 2018 were \$6.2 million and \$1.4 million, respectively. Costs directly related to the acquisition of \$0.3 million incurred in the first six months of fiscal 2018 have been charged directly to operations and are included in general and administrative expense in our Condensed Consolidated Statements of Operations. These acquisition costs include legal, accounting and valuation fees.

Acquisition of TempAlert LLC

On October 20, 2017, we purchased all the outstanding interests of TempAlert LLC (“TempAlert”), a Boston-based provider of automated, real-time temperature monitoring and task management solutions. The purchase price was \$45.0 million in cash adjusted for certain net working capital adjustments. We believe this is a complementary acquisition for us as the acquired technology will continue to be supported to further enhance and expand the capabilities of the IoT Solutions segment (see Note 9 to our Condensed Consolidated Financial Statements).

The terms of the acquisition included an upfront cash payment together with future earn-out payments. Cash of \$40.7 million (excluding cash acquired of \$0.6 million) was paid at the time of closing. The earn-out payments are scheduled to be paid after December 31, 2018 and December 31, 2019 which is the end of the earn-out periods. The cumulative amount of these earn-

2. ACQUISITIONS (CONTINUED)

outs for the periods ended December 31, 2018 and 2019, will not exceed \$35.0 million and \$45.0 million, respectively. The fair value of this contingent consideration was zero at the date of acquisition and at March 31, 2018 (see Note 7 to the Condensed Consolidated Financial Statements).

The purchase price was allocated to the estimated fair value of assets acquired and liabilities assumed. The purchase price allocation resulted in the recognition of \$17.6 million of goodwill. For tax purposes, this acquisition is treated as an asset acquisition, therefore the goodwill is deductible. We believe that the acquisition resulted in the recognition of goodwill because this is a complementary acquisition for us and will provide a source of recurring revenue in a new vertically focused solutions business.

The TempAlert acquisition has been accounted for using the acquisition method of accounting which requires, among other things, that assets acquired and liabilities assumed pursuant to the purchase agreement be recognized at fair value as of the acquisition date.

The following table summarizes the preliminary values of TempAlert assets acquired and liabilities assumed as of the acquisition date (in thousands):

Cash	\$	40,741
Fair value of contingent consideration on acquired business		—
Total purchase price consideration	\$	40,741
Fair value of net tangible assets acquired	\$	(1,111)
Fair value of identifiable intangible assets acquired:		
Customer relationships		18,300
Purchased and core technology		4,000
Trade name and trademarks		2,000
Goodwill		17,552
Total	\$	40,741

Operating results for TempAlert after October 20, 2017 are included in our Condensed Consolidated Statements of Operations. The Condensed Consolidated Balance Sheet as of March 31, 2018 reflects the preliminary allocation of the purchase price to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The net working capital values are preliminary and we expect to finalize them in the fourth fiscal quarter of 2018.

The weighted average useful life for all the identifiable intangibles listed above is 6.5 years. For purposes of determining fair value, the purchased and core technology identified above is assumed to have a useful life of five years, the customer relationships are assumed to have useful lives of seven years and the trade name and trademarks are assumed to have useful lives of five years. Useful lives for identifiable intangible assets are estimated at the time of acquisition based on the periods of time from which we expect to derive benefits from the identifiable intangible assets.

The amounts of revenue and net loss included in the Condensed Consolidated Statements of Operations from the acquisition date of October 20, 2017 were \$5.7 million and \$3.1 million, respectively. Costs directly related to the acquisition of \$1.4 million incurred in the first six months of fiscal 2018 and \$0.4 million incurred in fiscal 2017 have been charged directly to operations and are included in general and administrative expense in our Condensed Consolidated Statements of Operations. These acquisition costs include legal, accounting, valuation and success fees.

Pro Forma Financial Information

The following consolidated pro forma information is as if these acquisitions had occurred on October 1, 2016 (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2018	2017	2018	2017
Revenue	\$ 54,791	\$ 50,963	\$ 105,411	\$ 105,349
Net loss	\$ (340)	\$ (867)	\$ (4,916)	\$ (1,842)

2. ACQUISITIONS (CONTINUED)

Pro forma net loss was adjusted to exclude interest expense related to debt that was paid off prior to acquisition, interest income related to promissory note that was settled prior to acquisition, adjust amortization to the fair value of the intangibles acquired and remove any costs associated with the sale transaction.

3. DISCONTINUED OPERATIONS

On October 23, 2015, we sold all the outstanding stock of our wholly owned subsidiary, Etherios Inc. (“Etherios”) to West Monroe Partners, LLC. We sold Etherios as part of a strategy to focus on providing highly reliable machine connectivity solutions for business and mission-critical application environments. Etherios was included in our single operating segment prior to fiscal 2017.

The terms of the sale agreement provided that West Monroe Partners, LLC would pay us \$3.0 million on October 23, 2016 and \$2.0 million on October 23, 2017. The present value of these amounts was included within the total fair value of consideration received. These receivable amounts were unsecured and non-interest bearing. We received \$3.0 million in October 2016 and \$2.0 million in October 2017.

4. EARNINGS PER SHARE

Basic net (loss) income per common share is calculated based on the weighted average number of common shares outstanding during the period. Diluted net income per common share is computed by dividing net income by the weighted average number of common shares and potentially dilutive common shares outstanding during the period. Potentially dilutive common shares result from dilutive common stock options and restricted stock units. Diluted net loss per common share is computed by dividing net loss by the weighted average number of common shares. All potentially dilutive common equivalent shares are excluded from the calculations of net loss per diluted share due to their anti-dilutive effect for the three and six month periods ended March 31, 2018.

The following table is a reconciliation of the numerators and denominators in the net (loss) income per common share calculations (in thousands, except per common share data):

	Three months ended March 31,		Six months ended March 31,	
	2018	2017	2018	2017
Numerator:				
Net (loss) income	\$ (357)	\$ 1,331	\$ (4,926)	\$ 3,688
Denominator:				
Denominator for basic net (loss) income per common share — weighted average shares outstanding	27,084	26,477	26,914	26,324
Effect of dilutive securities:				
Stock options and restricted stock units	—	775	—	810
Denominator for diluted net (loss) income per common share — adjusted weighted average shares	27,084	27,252	26,914	27,134
Net (loss) income per common share, basic	\$ (0.01)	\$ 0.05	\$ (0.18)	\$ 0.14
Net (loss) income per common share, diluted	\$ (0.01)	\$ 0.05	\$ (0.18)	\$ 0.14

For the three months ended March 31, 2018 and 2017, there were 1,458,297 and 730,400 potentially dilutive shares, respectively, and for the six months ended March 31, 2018 and 2017, there were 1,988,673 and 1,077,150 potentially dilutive shares, respectively, related to stock options to purchase common shares that were not included in the above computation of diluted earnings per common share. This is because the options’ exercise prices were greater than the average market price of our common shares. In addition, due to the net loss for the three and six month periods ended March 31, 2018, there were 275,522 and 333,801 common stock options and restricted stock units, respectively, that were not included in the above computation of diluted earnings per share.

5. SELECTED BALANCE SHEET DATA

The following table shows selected balance sheet data (in thousands):

	March 31, 2018	September 30, 2017
Accounts receivable, net:		
Accounts receivable	\$ 42,778	\$ 31,365
Less allowance for doubtful accounts	566	341
Less reserve for future returns and pricing adjustments	2,423	2,169
Accounts receivable, net	<u>\$ 39,789</u>	<u>\$ 28,855</u>
Inventories:		
Raw materials	\$ 24,804	\$ 24,050
Work in process	634	484
Finished goods	14,232	5,704
Inventories	<u>\$ 39,670</u>	<u>\$ 30,238</u>

Inventories are stated at the lower of cost or net realizable value, with cost determined using the first-in, first-out method.

6. MARKETABLE SECURITIES

Our marketable securities may consist of certificates of deposit, commercial paper, corporate bonds and government municipal bonds. We analyze our available-for-sale marketable securities for impairment on an ongoing basis. When we perform this analysis, we consider factors such as the length of time and extent to which the securities have been in an unrealized loss position and the trend of any unrealized losses. We also consider whether an unrealized loss is a temporary loss or an other-than-temporary loss based on factors such as: (a) whether we have the intent to sell the security, (b) whether it is more likely than not that we will be required to sell the security before its anticipated recovery, or (c) permanent impairment due to bankruptcy or insolvency.

In order to estimate the fair value for each security in our investment portfolio, we obtain quoted market prices and trading activity for each security where available. We obtain relevant information from our investment advisor and, if warranted, also may review the financial solvency of certain security issuers. As of March 31, 2018, 28 of our 29 securities that we held were trading below our amortized cost basis. We determined each decline in value to be temporary based upon the above described factors. We expect to realize the fair value of these securities, plus accrued interest, either at the time of maturity or when the security is sold. All of our current holdings are classified as available-for-sale marketable securities and are recorded at fair value on our consolidated balance sheet with the unrealized gains and losses recorded in accumulated other comprehensive income (loss). All of our current marketable securities will mature in less than one year and our non-current marketable securities will mature in less than two years. Our balance sheet classification of available for sale securities is based on our best estimate of when we expect to liquidate such investments and, presently, is consistent with the stated maturity dates of such investments. However, we are not committed to holding these investments until their maturity and may determine to liquidate some or all of these investments earlier based on our liquidity and other needs. During the six months ended March 31, 2018 and 2017, we received proceeds from our available-for-sale marketable securities of \$29.5 million and \$57.0 million, respectively.

At March 31, 2018 our marketable securities were (in thousands):

	Amortized Cost (1)	Unrealized Gains	Unrealized Losses	Fair Value (1)
Current marketable securities:				
Certificates of deposit	\$ 4,766	\$ —	\$ (9)	\$ 4,757
Non-current marketable securities:				
Certificates of deposit	2,509	—	(20)	2,489
Total marketable securities	<u>\$ 7,275</u>	<u>\$ —</u>	<u>\$ (29)</u>	<u>\$ 7,246</u>

(1) Included in amortized cost and fair value is purchased and accrued interest of \$25.

6. MARKETABLE SECURITIES (CONTINUED)

At September 30, 2017 our marketable securities were (in thousands):

	Amortized Cost (1)	Unrealized Gains	Unrealized Losses	Fair Value (1)
Current marketable securities:				
Corporate bonds	\$ 28,275	\$ —	\$ (20)	\$ 28,255
Certificates of deposit	3,756	4	—	3,760
Current marketable securities	32,031	4	(20)	32,015
Non-current marketable securities:				
Certificates of deposit	4,757	—	(4)	4,753
Total marketable securities	\$ 36,788	\$ 4	\$ (24)	\$ 36,768

(1) Included in amortized cost and fair value is purchased and accrued interest of \$211.

The following tables show the fair values and gross unrealized losses of our available-for-sale marketable securities that have been in a continuous unrealized loss position deemed to be temporary, aggregated by investment category (in thousands):

	March 31, 2018			
	Less than 12 Months		More than 12 Months	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Certificates of deposit	6,745	(28)	250	(1)
Total	\$ 6,745	\$ (28)	\$ 250	\$ (1)
	September 30, 2017			
	Less than 12 Months		More than 12 Months	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate bonds	\$ 26,196	\$ (20)	\$ —	\$ —
Certificates of deposit	3,751	(4)	—	—
Total	\$ 29,947	\$ (24)	\$ —	\$ —

7. FAIR VALUE MEASUREMENTS

Fair value is defined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. This standard also establishes a hierarchy for inputs used in measuring fair value. This standard maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect our assumptions about the factors market participants would use in valuing the asset or liability based upon the best information available in the circumstances.

The categorization of financial assets and liabilities within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The hierarchy is broken down into three levels. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable for the asset or liability and their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 may also include certain investment securities for which there is limited market activity or a decrease in the observability of market pricing for the investments, such that the determination of fair value requires significant judgment or estimation.

Fair value is applied to financial assets such as our marketable securities, which are classified and accounted for as available-for-sale and to financial liabilities for contingent consideration. These items are stated at fair value at each reporting period

7. FAIR VALUE MEASUREMENTS (CONTINUED)

using the above guidance. The following tables provide information by level for financial assets and liabilities that are measured at fair value on a recurring basis (in thousands):

	Total Fair Value at March 31, 2018	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Assets:				
Money market	\$ 17,632	\$ 17,632	\$ —	\$ —
Certificates of deposit	7,246	—	7,246	—
Total assets measured at fair value	\$ 24,878	\$ 17,632	\$ 7,246	\$ —
Liabilities:				
Contingent consideration on acquired businesses	\$ 8,263	\$ —	\$ —	\$ 8,263
Total liabilities measured at fair value	\$ 8,263	\$ —	\$ —	\$ 8,263

	Total Fair Value at September 30, 2017	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Assets:				
Money market	\$ 39,524	\$ 39,524	\$ —	\$ —
Corporate bonds	28,255	—	28,255	—
Certificates of deposit	8,513	—	8,513	—
Total assets measured at fair value	\$ 76,292	\$ 39,524	\$ 36,768	\$ —
Liabilities:				
Contingent consideration on acquired businesses	\$ 6,388	\$ —	\$ —	\$ 6,388
Total liabilities measured at fair value	\$ 6,388	\$ —	\$ —	\$ 6,388

Our money market funds, which have been determined to be cash equivalents, are measured at fair value using quoted market prices in active markets for identical assets and are therefore classified as Level 1 assets. We value our Level 2 assets using inputs that are based on market indices of similar assets within an active market. There were no transfers into or out of our Level 2 financial assets during the six months ended March 31, 2018.

The use of different assumptions, applying different judgment to matters that inherently are subjective and changes in future market conditions could result in different estimates of fair value of our securities or contingent consideration, currently and in the future. If market conditions deteriorate, we may incur impairment charges for securities in our investment portfolio. We may also incur changes to our contingent consideration liability as discussed below.

We are required to make contingent payments for our acquisitions. In connection with the October 2015 acquisition of Bluenica Corporation (“Bluenica”), we are required to make contingent payments over a period of up to four years, subject to achieving specified revenue thresholds for sales of Bluenica products. The fair value of the liability for contingent payments recognized upon acquisition was \$10.4 million and was \$5.7 million at March 31, 2018. We paid \$0.5 million for the period ended September 30, 2016 and zero for the period ended September 30, 2017.

In connection with the November 2016 acquisition of FreshTemp, LLC (“FreshTemp”), we are required to make a contingent payment after June 30, 2018, for revenue related to specific customer contracts signed by June 30, 2017. The fair value of the liability recognized upon acquisition was \$1.3 million and was \$0.3 million at March 31, 2018.

For the January 2017 acquisition of SMART Temps LLC (“SMART Temps”), we were required to make a contingent payment after December 31, 2017 based on achieving specified revenue thresholds. Since the revenue threshold was not met, no payment was made. The fair value of the liability for contingent payments recognized upon acquisition of SMART Temps was \$10,000 and was zero at March 31, 2018.

For the TempAlert acquisition, we are required to make contingent payments for the twelve month periods ending December 31, 2018 and December 31, 2019 based on the total Digi IoT Solutions segment revenue. The fair value of the liability for contingent payments recognized upon acquisition of TempAlert and at March 31, 2018 was zero.

7. FAIR VALUE MEASUREMENTS (CONTINUED)

For the Accelerated acquisition, we are required to make contingent payments for the twelve month periods ending January 21, 2019 and January 21, 2020, based upon certain thresholds. The fair values of the liability for contingent payments recognized upon acquisition of Accelerated and at March 31, 2018 was \$2.3 million.

The fair value of these contingent payments was estimated by discounting to present value the probability-weighted contingent payments expected to be made. Assumptions used in these calculations include the discount rate and various probability factors. This liability is considered to be a Level 3 financial liability that is re-measured each reporting period as a charge or credit to general and administrative expense within the Condensed Consolidated Statements of Operations.

The following table presents a reconciliation of the contingent consideration liability measured at fair value on a recurring basis using significant unobservable inputs (Level 3) (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2018	2017	2018	2017
Fair value at beginning of period	\$ 5,981	\$ 10,660	\$ 6,388	\$ 9,960
Purchase price contingent consideration	2,300	10	2,300	1,310
Contingent consideration payments	—	—	—	(518)
Change in fair value of contingent consideration	(18)	(602)	(425)	(684)
Fair value at end of period	\$ 8,263	\$ 10,068	\$ 8,263	\$ 10,068

The change in fair value of contingent consideration relates to the acquisitions of Bluenica, FreshTemp and SMART Temps and is included in general and administrative expense. The change in fair value of contingent consideration reflects our estimate of the probability of achieving the relevant targets and is discounted based on our estimated discount rate. We have estimated the fair value of the contingent consideration based on the probability of achieving the specified revenue thresholds at 93.5% to 98.5% for Bluenica, between 5% and 100% for FreshTemp, 0% for both SMART Temp and TempAlert, and 34.0% to 53.2% for Accelerated. A significant increase (decrease) in our estimates of achieving the relevant targets could materially increase (decrease) the fair value of the contingent consideration liability.

8. GOODWILL AND OTHER IDENTIFIABLE INTANGIBLE ASSETS, NET

Amortizable identifiable intangible assets were (in thousands):

	March 31, 2018			September 30, 2017		
	Gross carrying amount	Accum. amort.	Net	Gross carrying amount	Accum. amort.	Net
Purchased and core technology	\$ 58,541	\$ (47,787)	\$ 10,754	\$ 51,292	\$ (46,304)	\$ 4,988
License agreements	102	(32)	70	18	(17)	1
Patents and trademarks	15,542	(11,701)	3,841	12,484	(11,280)	1,204
Customer relationships	46,918	(19,082)	27,836	21,914	(16,817)	5,097
Non-compete agreements	600	(150)	450	600	(90)	510
Order backlog	1,800	(450)	1,350	—	—	—
Total	\$ 123,503	\$ (79,202)	\$ 44,301	\$ 86,308	\$ (74,508)	\$ 11,800

Amortization expense was \$2.6 million and \$0.6 million for the three month periods ended March 31, 2018 and 2017, respectively, and \$4.3 million and \$0.9 million for the six month periods ended March 31, 2018 and 2017, respectively. Amortization expense is recorded on our consolidated statements of operations within cost of sales and in general and administrative expense.

8. GOODWILL AND OTHER IDENTIFIABLE INTANGIBLE ASSETS, NET (CONTINUED)

Estimated amortization expense related to identifiable intangible assets for the remainder of fiscal 2018 and the five succeeding fiscal years is (in thousands):

2018 (six months)	\$	4,945
2019		8,360
2020		7,595
2021		7,130
2022		6,758
2023		4,751

The changes in the carrying amount of goodwill are (in thousands):

	Six months ended March 31,	
	2018	2017
Beginning balance, October 1	\$ 131,995	\$ 109,448
Acquisitions	23,614	21,206
Foreign currency translation adjustment	373	(733)
Ending balance, March 31	\$ 155,982	\$ 129,921

Goodwill is tested for impairment on an annual basis as of June 30, or more frequently if events or circumstances occur which could indicate impairment. The calculation of goodwill impairment requires us to make assumptions about the fair value of our reporting unit(s), which historically has been approximated by using our market capitalization plus a control premium for our reporting unit(s). Control premium assumptions require judgment and actual results may differ from assumed or estimated amounts.

As of the third quarter of fiscal 2017, we determined that we have two reportable operating segments, our IoT Solutions segment and our IoT Products & Services segment (see Note 9 to the Condensed Consolidated Financial Statements). As a result, we concluded that the IoT Solutions segment and the IoT Products & Services segment constitute separate reporting units for purposes of the ASC 350-20-35 "Goodwill Measurement of Impairment" assessment and both units were tested individually for impairment.

Our test for potential goodwill impairment is a two-step approach. First, we estimate the fair values for each reporting unit by comparing the fair value to the carrying value. If the carrying value of the reporting unit exceeds its estimated fair value, then we conduct the second step, which requires us to measure the amount of the impairment loss. The impairment loss, if any, is calculated by comparing the implied fair value of the goodwill to its carrying amount. To calculate the implied fair value of goodwill, the fair value of the reporting unit's assets and liabilities, excluding goodwill, is estimated. The excess of the fair value of the reporting unit over the amount assigned to its assets and liabilities, excluding goodwill, is the implied fair value of the reporting unit's goodwill.

At June 30, 2017, we had a total of \$98.6 million of goodwill on our Condensed Consolidated Balance Sheet for the IoT Products & Services reporting unit and the implied fair value of this reporting unit exceeded its carrying value by approximately 7%. At June 30, 2017, we had a total of \$32.5 million of goodwill on our Condensed Consolidated Balance Sheet for the Solutions reporting unit and the implied fair value of this reporting unit exceeded its carrying value by approximately 8%.

Based on that data, we concluded that no impairment was indicated for either reporting unit and we were not required to complete the second step of the goodwill impairment analysis. No goodwill impairment charges were recorded. During the second quarter of fiscal 2018, we assessed various qualitative factors to determine whether or not an additional goodwill impairment assessment was required as of March 31, 2018, and we concluded that no additional impairment assessment was required.

Should the facts and circumstances surrounding our assumptions change, the first step of our goodwill impairment analysis may fail. Assumptions and estimates to determine fair values are complex and often subjective. They can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors such as changes in our business strategy and our internal forecasts. For example, if our future operating results do not meet current forecasts or if we

8. GOODWILL AND OTHER IDENTIFIABLE INTANGIBLE ASSETS, NET (CONTINUED)

experience a sustained decline in our market capitalization that is determined to be indicated of a reduction in fair value of one or more of our reporting units, we may be required to record future impairment charges for goodwill. An impairment could have a material effect on our consolidated balance sheet and results of operations. We have had no goodwill impairment losses since the adoption of Accounting Standards Codification (ASC) 350, Intangibles-Goodwill and Others, in fiscal 2003.

9. SEGMENT INFORMATION

We have two reportable operating segments for purposes of ASC 280-10-50 "Segment Reporting": (1) IoT Products & Services (formerly M2M), and (2) IoT Solutions (formerly Solutions). Our segments are described below:

IoT Products & Services

Our IoT Products & Services segment is composed of the following communications products and development services and includes our recent acquisition of Accelerated:

- Cellular routers and gateways;
- Radio frequency (RF) which include our XBee® modules as well as other RF solutions;
- Embedded products include Digi Connect® and Rabbit® embedded systems on module and single board computers;
- Network products, which has the highest concentration of mature products, including console and serial servers and USB connected products;
- Digi Wireless Design Services;
- Digi Remote Manager®; and
- Support services which offers various levels of technical services for development assistance, consulting and training.

IoT Solutions

We have formed the IoT Solutions segment primarily through four acquisitions: the October 2015 acquisition of Bluenica, the November 2016 acquisition of FreshTemp, the January 2017 acquisition of SMART Temps and the October 2017 acquisition of TempAlert. Our IoT Solutions segment offers wireless temperature and other environmental condition monitoring services as well as employee task management services. These products and services are provided to food service, transportation, education, healthcare and pharma, and industrial markets and are marketed as SmartSense by Digi™, formerly Digi Smart Solutions™.

We measure our segment results primarily by reference to revenue and operating income (loss). IoT Solutions revenue includes both product and service revenue. Certain costs incurred at the corporate level are allocated to our segments. These costs include information technology, employee benefits and shared facility services. The information technology and shared facility costs are allocated based on headcount and the employee benefits costs are allocated based on compensation costs.

9. SEGMENT INFORMATION (CONTINUED)

Summary operating results for each of our segments were as follows (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2018	2017	2018	2017
Revenue				
IoT Products & Services	\$ 49,825	\$ 43,873	\$ 90,705	\$ 88,809
IoT Solutions	4,966	1,742	9,283	1,981
Total revenue	\$ 54,791	\$ 45,615	\$ 99,988	\$ 90,790
Operating (loss) income				
IoT Products & Services	\$ 4,689	\$ 2,710	\$ 5,953	\$ 5,797
IoT Solutions	(4,186)	(1,198)	(7,573)	(1,863)
Total operating (loss) income	\$ 503	\$ 1,512	\$ (1,620)	\$ 3,934
Depreciation and amortization				
IoT Products & Services	\$ 1,729	\$ 953	\$ 2,578	\$ 1,800
IoT Solutions	1,559	436	3,115	590
Total depreciation and amortization	\$ 3,288	\$ 1,389	\$ 5,693	\$ 2,390

Total expended for property, plant and equipment was as follows (in thousand):

	Six months ended March 31,	
	2018	2017
Expended for property, plant and equipment		
IoT Products & Services	\$ 785	\$ 962
IoT Solutions	—	22
Total expended for property, plant and equipment	\$ 785	\$ 984

Total assets for each of our segments were as follows (in thousands):

	March 31,	September 30, 2017
	2018	
Assets		
IoT Products & Services	\$ 207,682	\$ 182,555
IoT Solutions	92,016	47,644
Unallocated*	59,638	114,990
Total assets	\$ 359,336	\$ 345,189

*Unallocated consists of cash and cash equivalents, current marketable securities and long-term marketable securities.

Total goodwill for each of our segments were as follows (in thousands):

	March 31,	September 30, 2017
	2018	
Goodwill		
IoT Products & Services	\$ 105,791	\$ 98,981
IoT Solutions	50,191	33,014
Total goodwill	\$ 155,982	\$ 131,995

10. INCOME TAXES

Income tax provision was \$3.0 million for the six months ended March 31, 2018. Net tax expense discretely related to the six months ended March 31, 2018 was \$3.0 million, primarily as a result of new U.S. tax legislation that was enacted during the first quarter of fiscal 2018 and the adoption of ASU 2016-09 related to the accounting for the tax effects of stock compensation.

The Tax Cuts and Jobs Act of 2017 (the “Act”) was enacted on December 22, 2017. The Act lowered the U.S. federal corporate tax rate from 35% to 21% as of January 1, 2018 and requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred. Due to our fiscal year end, our statutory rate for fiscal 2018 will be a blend of the new and old tax rates. At March 31, 2018 we had not fully completed our accounting for the tax effects of enactment of the Act; however in certain cases, as described below, we have made a reasonable estimate of the effects on our existing deferred tax balances and the one-time transition tax. For the items for which we were able to determine a reasonable estimate, we recognized a provisional income tax expense amount of \$2.7 million which is included as a component of income tax expense.

We remeasured U.S. deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which requires estimates of our changes in deferred tax assets and liabilities before and after the new statutory rate was enacted. As a result, we are still analyzing certain aspects of the legislation and refining our calculations such as, refining current year estimates and filings of tax returns, of which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts. As of March 31, 2018, the provisional amount recorded related to the re-measurement of this deferred tax balance was \$2.6 million.

In addition, we considered the potential tax expense impacts of the one-time transition tax. The transition tax is based on our total post-1986 earnings and profits (“E&P”) that we previously deferred from U.S. income taxes. We recorded a provisional amount for our one-time transition tax liability for our foreign subsidiaries, resulting in an increase in income tax expense of \$0.1 million for the six months ended March 31, 2018. We have not yet completed the calculation of the post-1986 E&P for these foreign subsidiaries and, further, this transition tax is based in part on the amount of those earnings held in cash and other specified assets. This amount may change when we finalize the calculation of post-1986 foreign E&P previously deferred from U.S. federal taxation, evaluate the testing periods for cash and E&P measurement and finalize substantiation of material foreign taxes paid or accrued. Furthermore, it is expected that further guidance will be forthcoming from U.S. Treasury which may or may not impact the final transition tax required. We continue to review the outside basis differential of our foreign investments. At this point, no additional income taxes have been provided for any undistributed foreign earnings not subject to the transition tax and additional outside basis difference inherent in these entities, as these amounts continue to be indefinitely reinvested in foreign operations. Determining the amount of unrecognized deferred tax liability related to any remaining undistributed foreign earnings not subject to the transition tax and additional outside basis difference in these entities (i.e., basis difference in excess of that subject to the one-time transition tax) is not practical at this time, but it is expected that with inclusion of the transition tax, the potential outstanding basis difference as of March 31, 2018 is expected to be a deductible temporary difference for which no deferred tax asset would be allowed.

We adopted ASU 2016-09 “Improvements to Employee Share-Based Payment Accounting” on October 1, 2017. As a result of the adoption, we recorded \$0.7 million of excess tax expense related to our share-based payments in our provision for income taxes for the six months ended March 31, 2018. Historically, this was recorded in additional paid-in capital. The excess tax expense related to share-based payments are recognized as tax expense discretely related to the six months ended March 31, 2018.

For the six months ended March 31, 2018, our effective tax rate before items discretely related to the period was less than the U.S. statutory rate due primarily to the mix of income between taxing jurisdictions, certain of which have lower statutory tax rates than the U.S., and also due to certain income tax credits generated in the U.S.

Income tax provision was \$0.9 million for the six months ended March 31, 2017. Net tax benefits discretely related to the six months ended March 31, 2017 were \$0.1 million resulting primarily from the reversal of tax reserves due to the expiration of statutes of limitation from U.S. and foreign tax jurisdictions. For the six months ended March 31, 2017, our effective tax rate before items discretely related to the period was less than the U.S. statutory rate primarily due to the mix of income between taxing jurisdictions, certain of which have lower statutory tax rates than the U.S., and certain tax credits in the U.S.

Our effective tax rate will vary based on a variety of factors, including overall profitability, the geographical mix of income before taxes and related statutory tax rate in each jurisdiction, and tax items discretely related to the period, such as settlements of audits. We expect that we may record other benefits or expenses in the future that are specific to a particular quarter such as expiration of statutes of limitation, the completion of tax audits, or legislation that is enacted for both U.S. and foreign jurisdictions.

10. INCOME TAXES (CONTINUED)

A reconciliation of the beginning and ending amount of unrecognized tax benefits is (in thousands):

Unrecognized tax benefits as of September 30, 2017	\$	1,335
Decreases related to:		
Expiration of statute of limitations		(116)
Unrecognized tax benefits as of March 31, 2018	\$	1,219

The total amount of unrecognized tax benefits that, if recognized, would affect our effective tax rate is \$1.1 million, after considering the impact of interest and deferred benefit items. We expect that the total amount of unrecognized tax benefits will decrease by approximately \$0.1 million over the next 12 months.

11. PRODUCT WARRANTY OBLIGATION

In general, we warrant our products to be free from defects in material and workmanship under normal use and service. The warranty periods generally range from one to five years. We typically have the option to either repair or replace products we deem defective with regard to material or workmanship. Estimated warranty costs are accrued in the period that the related revenue is recognized based upon an estimated average per unit repair or replacement cost applied to the estimated number of units under warranty. These estimates are based upon historical warranty incidents and are evaluated on an ongoing basis to ensure the adequacy of the warranty accrual.

The following table summarizes the activity associated with the product warranty accrual (in thousands) and is included on our Condensed Consolidated Balance Sheets within current liabilities:

Period	Balance at January 1	Warranties issued	Settlements made	Balance at March 31
Three months ended March 31, 2018	\$ 1,164	\$ 362	\$ (178)	\$ 1,348
Three months ended March 31, 2017	\$ 1,025	\$ 62	\$ (195)	\$ 892

Period	Balance at October 1	Warranties issued	Settlements made	Balance at March 31
Six months ended March 31, 2018	\$ 987	\$ 716	\$ (355)	\$ 1,348
Six months ended March 31, 2017	\$ 1,033	\$ 231	\$ (372)	\$ 892

We are not responsible for, and do not warrant, that custom software versions created by original equipment manufacturer (“OEM”) customers based upon our software source code will function in a particular way, will conform to any specifications or are fit for any particular purpose. Further, we do not indemnify these customers from any third-party liability as it relates to or arises from any customization or modifications made by the OEM customer.

12. CONTINGENCIES

In the normal course of business, we are subject to various claims and litigation. There can be no assurance that any claims by third parties, if proven to have merit, will not materially adversely affect our business, liquidity or financial condition.

13. STOCK-BASED COMPENSATION

Stock-based awards were granted under the 2018 Omnibus Incentive Plan (the “2018 Plan”) beginning January 29, 2018 and, prior to that, were granted under the 2017 Omnibus Incentive Plan (the “2017 Plan”). Upon stockholder approval of the 2018 Plan, we ceased granting awards under any prior plan. Shares subject to awards under prior plans that are forfeited, canceled, returned to the Company for failure to satisfy vesting requirements, settled in cash or otherwise terminated without payment also will be available for grant under the 2018 Plan. The authority to grant options under the 2018 Plan and to set other terms and conditions rests with the Compensation Committee of the Board of Directors.

The 2018 Plan authorizes the issuance of up to 1,500,000 common shares in connection with awards of stock options, stock appreciation rights, restricted stock, restricted stock units, performance-based full value awards or other stock-based awards. Eligible participants include our employees, our affiliates, non-employee directors of our Company and any consultant or advisor who is a natural person and provides services to us or our affiliates. Options that have been granted under the 2018 Plan typically vest over a four-year period and will expire if unexercised after seven years from the date of grant. Restricted stock unit awards (“RSUs”) that have been granted to directors typically vest in one year. RSUs that have been granted to executives and employees typically vest in January over a four-year period. Awards may be granted under the 2018 Plan until January 28, 2028. Options under the 2018 Plan can be granted as either incentive stock options (“ISOs”) or non-statutory stock options (“NSOs”). The exercise price of options and the grant date price of restricted stock units shall be determined by our Compensation Committee but shall not be less than the fair market value of our common stock based on the closing price on the date of grant. Upon exercise, we issue new shares of stock. As of March 31, 2018, there were approximately 1,359,416 shares available for future grants under the 2018 Plan.

Our equity plans and corresponding forms of award agreements generally have provisions allowing employees to elect to satisfy tax withholding obligations through the delivery of shares, having us retain a portion of shares issuable under the award or paying cash to us for the withholding. During the six months ended March 31, 2018 and 2017, our employees forfeited 68,611 shares and 43,160 shares, respectively in order to satisfy \$0.7 million and \$0.6 million, respectively of withholding tax obligations related to stock-based compensation, pursuant to terms of awards under our board and shareholder-approved compensation plans for each respective period.

Cash received from the exercise of stock options was \$3.4 million and \$3.2 million during the six months ended March 31, 2018 and 2017, respectively.

We sponsor an Employee Stock Purchase Plan (the “Purchase Plan”), covering all domestic employees with at least 90 days of continuous service and who are customarily employed at least 20 hours per week. The Purchase Plan allows eligible participants the right to purchase common stock on a quarterly basis at the lower of 85% of the market price at the beginning or end of each three-month offering period. Employee contributions to the Purchase Plan were \$0.6 million and \$0.5 million during both six month periods ended March 31, 2018 and 2017. Pursuant to the Purchase Plan, 74,381 and 48,299 common shares were issued to employees during the six months ended March 31, 2018 and 2017, respectively. Shares are issued under the Purchase Plan from treasury stock. As of March 31, 2018, 366,641 common shares were available for future issuances under the Purchase Plan.

Stock-based compensation expense is included in the consolidated results of operations as follows (in thousands):

	Three months ended March 31,		Six months ended March 31,	
	2018	2017	2018	2017
Cost of sales	\$ 46	\$ 54	\$ 96	\$ 116
Sales and marketing	391	345	725	685
Research and development	167	155	175	337
General and administrative	721	601	1,382	1,190
Stock-based compensation before income taxes	1,325	1,155	2,378	2,328
Income tax benefit	(277)	(382)	(498)	(757)
Stock-based compensation after income taxes	\$ 1,048	\$ 773	\$ 1,880	\$ 1,571

Stock-based compensation cost capitalized as part of inventory was immaterial as of March 31, 2018 and September 30, 2017.

13. STOCK-BASED COMPENSATION (CONTINUED)

Stock Options

The following table summarizes our stock option activity (in thousands, except per common share amounts):

	Options Outstanding	Weighted Average Exercised Price	Weighted Average Contractual Term (in years)	Aggregate Intrinsic Value (1)
Balance at September 30, 2017	3,902	\$10.54		
Granted	660	10.28		
Exercised	(384)	8.93		
Forfeited / Canceled	(490)	13.02		
Balance at March 31, 2018	<u>3,688</u>	<u>\$10.34</u>	<u>4.6</u>	<u>\$ 2,443</u>
Exercisable at March 31, 2018	<u>2,324</u>	<u>\$9.99</u>	<u>3.8</u>	<u>\$ 2,033</u>

(1) The aggregate intrinsic value represents the total pre-tax intrinsic value, based on our closing stock price of \$10.30 as of March 31, 2018, which would have been received by the option holders had all option holders exercised their options as of that date. The intrinsic value of an option is the amount by which the fair value of the underlying stock exceeds its exercise price.

The total intrinsic value of all options exercised during the six months ended March 31, 2018 was \$0.5 million and during the six months ended March 31, 2017 was \$0.9 million.

The table below shows the weighted average fair value, which was determined based upon the fair value of each option on the grant date utilizing the Black-Scholes option-pricing model and the related assumptions:

	Six months ended March 31,	
	2018	2017
Weighted average per option grant date fair value	\$3.72	\$4.64
Assumptions used for option grants:		
Risk free interest rate	2.12% - 2.58%	1.46% - 1.96%
Expected term	6.00 years	6.00 years
Expected volatility	33% - 34%	33% - 34%
Weighted average volatility	33%	34%
Expected dividend yield	0	0

Expected volatilities are based on the historical volatility of our stock. We use historical data to estimate option exercise and employee termination information within the valuation model. The expected term of options granted is derived from the vesting period and historical information and represents the period of time that options granted are expected to be outstanding. The risk-free rate used is the zero-coupon U.S. Treasury bond rate in effect at the time of the grant whose maturity equals the expected term of the option.

As of March 31, 2018 the total unrecognized compensation cost related to non-vested stock options was \$5.0 million and the related weighted average period over which it is expected to be recognized is approximately 2.8 years.

13. STOCK-BASED COMPENSATION (CONTINUED)

Non-vested Restricted Stock Units

A summary of our non-vested restricted stock units as of March 31, 2018 and changes during the six months then ended is presented below (in thousands, except per common share amounts):

	Number of Awards	Weighted Average Grant Date Fair Value
Nonvested at September 30, 2017	566	\$ 11.28
Granted	359	\$ 10.35
Vested	(189)	\$ 11.08
Canceled	(39)	\$ 11.19
Nonvested at March 31, 2018	<u>697</u>	<u>\$ 10.86</u>

As of March 31, 2018, the total unrecognized compensation cost related to non-vested restricted stock units was \$6.6 million, and the related weighted average period over which it is expected to be recognized is approximately 1.7 years.

14. RESTRUCTURING

Below is a summary of the restructuring charges and other activity (in thousands):

	Q3 2017 Restructuring		
	Employee Termination Costs	Other	Total
Balance at September 30, 2017	\$ 1,528	\$ 128	\$ 1,656
Payments	(971)	(132)	(1,103)
Foreign currency fluctuation	79	4	83
Balance at March 31, 2018	<u>\$ 636</u>	<u>\$ —</u>	<u>\$ 636</u>

Q3 2017 Restructuring

In May 2017, we approved a restructuring plan primarily impacting our France location. We also eliminated certain employee costs in the U.S. The restructuring is a result of a decision to consolidate our France operations to our Europe, Middle East and Africa (“EMEA”) headquarters in Munich. The total restructuring charges amounted to \$2.5 million that included \$2.3 million of employee costs and \$0.2 million of contract termination costs during the third quarter of fiscal 2017. These actions resulted in an elimination of 10 positions in the U.S. and 8 positions in France. The payments associated with these charges are expected to be completed by the end of the fourth quarter ending September 30, 2018.

15. COMMON STOCK REPURCHASE

On May 2, 2017, our Board of Directors authorized a program to repurchase up to \$20.0 million of our common stock primarily to return capital to shareholders. This repurchase authorization expired on May 1, 2018 (see Note 16 to the Condensed Consolidated Financial Statements). Shares repurchased under the program will be made through open market and privately negotiated transactions from time to time and in amounts that management deems appropriate. The amount and timing of share repurchases depends upon market conditions and other corporate considerations. During the third quarter of fiscal 2017, we began to repurchase our common stock on the open market. During the third quarter of fiscal 2017, we repurchased 28,691 shares for \$0.3 million. As of March 31, 2018, \$19.7 million remained available for repurchase. No further repurchases of common stock were made under this program.

16. SUBSEQUENT EVENTS

Manufacturing Transition

Subsequent to the end of the second quarter of fiscal 2018, as announced on April 3, 2018, Digi will transfer the manufacturing functions of its Eden Prairie, Minnesota operations facility to existing contract manufacture suppliers. As a result, approximately 60 positions are planned to be eliminated over the next 120 days, resulting in restructuring charges amounting to approximately \$0.6 million related to employee costs during the third and fourth quarters of fiscal 2018. The payments associated with these charges are expected to be completed by December 31, 2018. This manufacturing transition is expected to result in total annualized savings of approximately \$3.0 million to \$5.0 million.

Stock Repurchase Program

Subsequent to end of the second fiscal quarter of 2018, on April 24, 2018 our Board of Directors authorized a new program to repurchase up to \$20.0 million of our common stock primarily to return capital to shareholders. This repurchase authorization expires on May 1, 2019. Shares repurchased under the new program will be made through open market and privately negotiated transactions from time to time and in amounts that management deems appropriate. The amount and timing of share repurchases depends upon market conditions and other corporate considerations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our management's discussion and analysis should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended September 30, 2017, as well as our subsequent reports on Form 8-K and any amendments thereto.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This Form 10-Q contains certain statements that are "forward-looking statements" as that term is defined under the Private Securities Litigation Reform Act of 1995, and within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

Forward-Looking Statements

The words "anticipate," "assume," "believe," "continue," "estimate," "expect," "intend," "may," "plan," "should," or "will" or the negative thereof or other variations thereon or similar terminology, which are predictions of or indicate future events and trends and which do not relate to historical matters, identify forward-looking statements. Among other items, these statements relate to expectations of the business environment in which we operate, estimated future values and projections of future performance, perceived marketplace opportunities and statements regarding our mission and vision. Such statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, including risks related to the highly competitive market in which our company operates, rapid changes in technologies that may displace products sold by us, declining prices of networking products, our reliance on distributors and other third parties to sell our products, delays in product development efforts, uncertainty in user acceptance of our products, the ability to integrate our products and services with those of other parties in a commercially accepted manner, potential liabilities that can arise if any of our products have design or manufacturing defects, our ability to defend or settle satisfactorily any litigation, uncertainty in global economic conditions and economic conditions within particular regions of the world which could negatively affect product demand and the financial solvency of customers and suppliers, the impact of natural disasters and other events beyond our control that could negatively impact our supply chain and customers, potential unintended consequences associated with restructuring or other similar business initiatives that may impact our operations and our ability to retain important employees, the ability to achieve the anticipated benefits and synergies associated with acquisitions or divestitures, and changes in our level of revenue or profitability, which can fluctuate for many reasons beyond our control. These and other risks, uncertainties and assumptions identified from time to time in our filings with the United States Securities and Exchange Commission, including without limitation, our Annual Report on Form 10-K for the year ended September 30, 2017, and subsequent quarterly reports on Form 10-Q and other filings, could cause the company's future results to differ materially from those expressed in any forward-looking statements made by us or on our behalf. Many of such factors are beyond our ability to control or predict. These forward-looking statements speak only as of the date for which they are made. We disclaim any intent or obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Presentation of Non-GAAP Financial Measures

This report includes Adjusted EBITDA from continuing operations, which is a non-GAAP measure. We understand that there are material limitations on the use of non-GAAP measures. Non-GAAP measures are not substitutes for GAAP measures, such as net (loss) income, for the purpose of analyzing financial performance. The disclosure of these measures does not reflect all charges and gains that were actually recognized by the company. Non-GAAP measures are not prepared in accordance with, or as an alternative for measures prepared in accordance with, generally accepted accounting principles and may be different from non-GAAP measures used by other companies. In addition, non-GAAP measures are not based on any comprehensive set of accounting rules or principles. We believe that non-GAAP measures have limitations in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP measures. Additionally, we understand that Adjusted EBITDA from continuing operations does not reflect our cash expenditures, the cash requirements for the replacement of depreciated and amortized assets, or changes in or cash requirements for our working capital needs.

We believe that the presentation of Adjusted EBITDA from continuing operations as a percentage of revenue is useful because it provides a reliable and consistent approach to measuring our performance from year to year and in assessing our performance against that of other companies. We believe this information helps compare operating results and corporate performance exclusive of the impact of our capital structure and the method by which assets were acquired. Adjusted EBITDA from continuing operations is used as an internal metric for executive compensation, as well as incentive compensation for the broader employee base, and it is monitored quarterly for these purposes.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of our condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, the disclosure of contingent assets and liabilities and the values of purchased assets and assumed liabilities in acquisitions. We base our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

A description of our critical accounting policies and estimates was provided in the Management’s Discussion and Analysis of Financial Condition and Results of Operations section of our Annual Report on Form 10-K for the year ended September 30, 2017. There have been no material changes to our critical accounting policies as disclosed in that report, except for the stock-based compensation policy updated below.

Stock-Based Compensation

Stock-based compensation expense represents the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. This cost must be recognized over the period during which an employee is required to provide the service (usually the vesting period). Upon adoption of ASU 2016-09, “Improvements to Employee Share-Based Payment Accounting,” we will now account for forfeitures as they occur. Previously, we applied an estimated forfeiture rate to awards granted.

OVERVIEW

We are a leading global provider of business and mission-critical Internet-of-Things (“IoT”) products, services and solutions. We have two reportable operating segments for purposes of ASC 280-10-50 “Segments Reporting”:

- IoT Products & Services (formerly “M2M”) segment; and
- IoT Solutions (formerly “Solutions”) segment.

Our IoT Products & Services segment consists primarily of distinct communications products and related services. Among other things, these products and services help our customers create next generation connected products and enable our customers to deploy and manage critical communications infrastructures in demanding environments with high levels of security and reliability. On the IoT Products side, we provide both embedded and end user devices that are used by customers to support their connected device strategies. On the IoT Services side, we provide embedded design, technical support, professional services and a software device management platform to support their IoT deployments. The products and services of this segment are used by a wide range of businesses and institutions, especially in vertical markets such as medical devices, utilities, transportation and industrial markets.

All of the revenue we report in our consolidated financial statements as product revenue is derived from products included in this segment and includes products from our recent acquisition of Accelerated (see Note 2 to the Condensed Consolidated Financial Statements.) These products include our cellular routers and gateways, radio frequency (“RF”), embedded and network products. Our cellular product category includes our cellular routers and all gateways. Our RF product category includes our XBee® modules as well as other RF Solutions. Our Embedded product category includes Digi Connect® and Rabbit® embedded systems on module and single board computers. Our network product category, which has the highest concentration of mature products, includes console and serial servers and USB connected products. Revenues we report as services and solutions revenue in our consolidated financial statements from this segment include Digi Wireless Design Services, Digi Remote Manager® and support services we provide for our products.

Our IoT Solutions segment offers wireless temperature and other environmental condition monitoring services as well as employee task management services. These products and services are provided to the food service, transportation, education, healthcare/pharma, and industrial and are marketed as SmartSense by Digi™. We have formed the IoT Solutions segment through a series of acquisitions including the October 2015 acquisition of Bluenica Corporation (“Bluenica”), the November 2016 acquisition of FreshTemp, LLC (“FreshTemp”), the January 2017 acquisition of SMART Temps, LLC (“SMART Temps”) and the October 2017 acquisition of TempAlert LLC (“TempAlert”) to enhance and expand the capabilities of the IoT Solutions

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

segment. All revenues from this segment are reported in our consolidated financial statements as services and solutions revenue as customers subscribe for ongoing monitoring services that are enabled by the deployment of hardware and related software.

For further detail on segment performance, see Segment Results of Operations section of the management discussion and analysis.

We compete for customers on the basis of existing and planned product features, service and software application capabilities, company reputation, brand recognition, technical support, alliance relationships, quality and reliability, product development capabilities, price and availability.

On January 22, 2018, we purchased all the outstanding stock of Accelerated Concepts, Inc. (“Accelerated”), a Tampa-based provider of secure, enterprise-grade, cellular (LTE) networking equipment for primary and backup connectivity applications. This acquisition is included with our IoT Products and Services segment. The terms of the acquisition include an upfront cash payment together with future earn-out payments. Cash of \$16.8 million (excluding cash acquired of \$0.3 million) was paid at the time of closing. The earn-out payments are scheduled to be paid in two installments based on the revenue performance of Accelerated products. The first installment will be based on revenues from January 22, 2018 through January 21, 2019 (the “2018 period”) and the second installment will be based on revenues from January 22, 2019 through January 21, 2020 (the “2019 period”). The cumulative amount of these earn-outs will be \$4.5 million, if certain revenue thresholds are met. Additional payments, not to exceed \$2.0 million for both installments, may also be due depending on revenue performance. The fair value of this contingent consideration was \$2.3 million at the date of acquisition and at March 31, 2018 (see Note 7 to the Condensed Consolidated Financial Statements).

Subsequent to the end of the second quarter of fiscal 2018, Digi announced on April 3, 2018 that it will transfer the manufacturing functions of its Eden Prairie, Minnesota operations facility to existing contract manufacture suppliers. As a result, approximately 60 positions are planned to be eliminated over the next 120 days, resulting in restructuring charges amounting to approximately \$0.6 million related to employee costs during the third and fourth quarters of fiscal 2018. The payments associated with these charges are expected to be completed by December 31, 2018. This manufacturing transition is expected to result in total annualized savings of approximately \$3.0 million to \$5.0 million.

We utilize many financial, operational, and other metrics to evaluate our financial condition and financial performance. Below we highlight the metrics for the second quarter of fiscal 2018 that we feel are most important in these evaluations:

Total Revenue was \$54.8 Million. Our revenue was \$54.8 million for the second quarter of fiscal 2018 compared to \$45.6 million in the second quarter of fiscal 2017. Product revenue increased by \$5.8 million, or 13.9%, primarily related to \$6.2 million of incremental revenue related to Accelerated products. Revenue was also favorably impacted by \$0.2 million due to the strengthening of the British Pound and Euro compared to the U.S. Dollar.

Services and solutions revenue increased by \$3.4 million, or 87.1%, in the second quarter of fiscal 2018 compared to the second quarter of fiscal 2017. This increase was driven primarily by the continued growth and expansion of our IoT Solutions segment, which included incremental revenue of \$3.5 million from our recent acquisition of TempAlert in October 2017 (see Note 2 to our Condensed Consolidated Financial Statements).

Gross Margin was 48.6%. Our gross margin increased as a percentage of revenue to 48.6% in the second quarter of fiscal 2018 as compared to 48.0% in the second quarter of fiscal 2017. Gross margin was positively impacted by the acquisition of Accelerated, which has a higher gross margin, partially offset by IoT Solutions segment and increased amortization expense, primarily related to our acquisitions.

Net loss for the second fiscal quarter of 2018 was \$0.4 million, or \$0.01 loss per diluted share. Net income for the second fiscal quarter of 2017 was \$1.3 million, or \$0.05 per diluted share.

Adjusted EBITDA for the second fiscal quarter of 2018 was \$4.8 Million, or 8.8% of total revenue. In the second fiscal quarter of fiscal 2017, Adjusted EBITDA was \$4.7 million, or 10.2% of total revenue.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Below is a reconciliation of net (loss) income to Adjusted EBITDA:

(\$ in thousands)	Three months ended March 31,			
	2018		2017	
		% of total revenue		% of total revenue
Total revenue	\$ 54,791	100.0%	\$ 45,615	100.0%
Net (loss) income	\$ (357)		\$ 1,331	
Interest income, net	(34)		(110)	
Income tax provision	367		148	
Depreciation and amortization	3,288		1,389	
Stock-based compensation	1,325		1,155	
Acquisition expense	249		750	
Adjusted EBITDA	\$ 4,838	8.8%	\$ 4,663	10.2%

CONSOLIDATED RESULTS OF OPERATIONS

The following table sets forth selected information derived from our interim condensed consolidated statements of operations:

(\$ in thousands)	Three months ended March 31,				% incr. (decr.)	Six months ended March 31,				% incr. (decr.)
	2018		2017			2018		2017		
Revenue:										
Product	\$ 47,588	86.9 %	\$ 41,766	91.6 %	13.9	\$ 86,042	86.1 %	\$ 84,939	93.6%	1.3
Services and solutions	7,203	13.1	3,849	8.4	87.1	13,946	13.9	5,851	6.4	138.4
Total revenue	54,791	100.0	45,615	100.0	20.1	99,988	100.0	90,790	100.0	10.1
Cost of sales:										
Cost of product	23,080	42.2	21,398	46.9	7.9	42,290	42.3	43,735	48.2	(3.3)
Cost of services and solutions	4,287	7.8	2,003	4.4	114.0	7,730	7.7	3,177	3.5	143.3
Amortization of intangibles	770	1.4	312	0.7	146.8	1,377	1.4	523	0.6	163.3
Total cost of sales	28,137	51.4	23,713	52.0	18.7	51,397	51.4	47,435	52.3	8.4
Gross profit	26,654	48.6	21,902	48.0	21.7	48,591	48.6	43,355	47.7	12.1
Operating expenses	26,151	47.7	20,390	44.7	28.3	50,211	50.2	39,421	43.4	27.4
Operating income (loss)	503	0.9	1,512	3.3	(66.7)	(1,620)	(1.6)	3,934	4.3	(141.2)
Other (expense) income, net	(493)	(0.9)	(33)	(0.1)	1,393.9	(333)	(0.3)	667	0.8	(149.9)
Income (loss) before income taxes	10	—	1,479	3.2	(99.3)	(1,953)	(1.9)	4,601	5.1	(142.4)
Income tax provision	367	0.7	148	0.3	148.0	2,973	3.0	913	1.0	225.6
Net (loss) income	\$ (357)	(0.7)%	\$ 1,331	2.9 %	(126.8)	\$ (4,926)	(4.9)%	\$ 3,688	4.1%	(233.6)

REVENUE
Product

Product revenue increased by \$5.8 million, or 13.9%, in the second fiscal quarter of 2018 compared to the second fiscal quarter of 2017. This included \$6.2 million of incremental revenue related to Accelerated products. We also experienced larger sales of terminal servers to certain customers in the North America region and larger sales of embedded modules to certain customers in the EMEA region. Embedded modules include our new ConnectCore GUL. Sales related to our terminal servers may fluctuate as they are in the mature phase of their product life cycle. This was partially offset by decreases in industrial cellular products and USB connected products. In addition, certain embedded products, which are in the mature portion of their product life cycle, also decreased. We expect these mature products to continue to decline in the future.

Product revenue increased by \$1.1 million, or 1.3%, in the first half of fiscal 2018 compared to the first half of fiscal 2017. This increase included \$6.2 million of incremental revenue related to Accelerated products. We also experienced larger sales of

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

terminal servers to certain customers in the North America region, RF products to certain customers in the North America and EMEA regions and embedded modules to certain customers in the EMEA region. This was partially offset by decreases in industrial cellular products as we had a large sale to a significant customer in the prior fiscal year and USB connected products. The cellular router and gateway revenue is driven by large awards-based customer projects and is subject to revenue fluctuations from period to period. We also had decreases in certain embedded products which are in the mature portion of their product life cycle.

Services and Solutions

Revenue from our services and solutions offerings increased \$3.4 million, or 87.1%, for the three months ended March 31, 2018 compared to the same period a year ago. This primarily was driven by the growth of our SmartSense by Digi™ business. Services and solutions revenue includes \$3.5 million of incremental revenue from the acquisition of TempAlert, which we acquired on October 20, 2017 (see Note 2 to our Condensed Consolidated Financial Statements). We are now servicing nearly 42,000 sites.

Services and solutions revenue increased by \$8.1 million, or 138.4%, in the first six months of fiscal 2018 compared to the first six months of fiscal 2017. This was driven primarily by the growth of our SmartSense by Digi™ business. Services and solutions revenue includes \$6.3 million of incremental revenue from the acquisition of both TempAlert and SMART temps. We acquired TempAlert on October 20, 2017 and SMART Temps on January 9, 2017. Revenue in Digi Wireless Design Services and our Digi Remote Manager increased \$0.8 million in the six months ended March 31, 2018 compared to the same period a year ago.

Included in revenue performance for the year was a foreign currency translation increase of \$0.2 million and \$0.5 million for three and six months ended March 31, 2018, respectively, when compared to the same period in the prior fiscal year. This primarily was caused by the strengthening of the Euro for the three month period and the British Pound and Euro for the six month period against the U.S. dollar.

Revenue by Geographic Location

The following summarizes our revenue by geographic location of our customers:

(\$ in thousands)	Three months ended March 31,		\$ incr. (decr.)	% incr. (decr.)	Six months ended March 31,		\$ incr. (decr.)	% incr. (decr.)
	2018	2017			2018	2017		
North America, primarily United States	\$ 39,412	\$ 29,711	9,701	32.7	\$ 68,991	\$ 59,373	9,618	16.2
Europe, Middle East & Africa	9,504	9,545	(41)	(0.4)	19,660	19,356	304	1.6
Asia	4,778	5,370	(592)	(11.0)	9,306	9,938	(632)	(6.4)
Latin America	1,097	989	108	10.9	2,031	2,123	(92)	(4.3)
Total revenue	\$ 54,791	\$ 45,615	9,176	20.1	\$ 99,988	\$ 90,790	9,198	10.1

Revenue in North America increased by \$9.7 million and \$9.6 million, or 32.7% and 16.2%, for the three and six months ended March 31, 2018, respectively, compared to the same periods a year ago. Revenue for the three months ended March 31, 2018 compared to the same period a year ago included incremental revenue of \$9.8 million from the acquisitions of Accelerated and TempAlert. Revenue for the six months ended March 31, 2018 compared to the same period a year ago included incremental revenue of \$12.5 million from the acquisitions of Accelerated, TempAlert and SMART Temps. We also had increased sales of terminal servers in both comparable periods.

Revenue in EMEA remained relatively flat for the three months ended March 31, 2018 compared to the same period a year ago. For the six months ended March 31, 2018 compared to the same period in the prior fiscal year, EMEA revenue increased \$0.3 million, or 1.6%. Revenue was favorably impacted by \$0.2 million and \$0.5 million for the three and six months ended March 31, 2018 compared to the same period a year ago, as both the Euro and British Pound strengthened against the U.S. Dollar (see Foreign Currency Risk in Part I, Item 3, of this Form 10-Q).

Revenue in Asia decreased by \$0.6 million in both the three and six month periods ended March 31, 2018 compared to the same period in the prior fiscal year. We experienced a decrease in RF modules and certain embedded products as they are in the mature portion of their product life cycle.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Revenue in Latin America increased by \$0.1 million for the three months ended March 31, 2018 compared to the same period a year ago. For the six months ended March 31, 2018 compared to the same period in the prior fiscal year, Latin America revenue decreased \$0.1 million.

No significant changes were made to our pricing strategy that impacted revenue during the six months ended March 31, 2018 as compared to the same period in the prior fiscal year. As foreign currency rates fluctuate, we may from time to time adjust the prices of our products, services and solutions.

GROSS PROFIT

Gross profit for the three months ended March 31, 2018 and 2017 was \$26.7 million and \$21.9 million, respectively, an increase of \$4.8 million, or 21.7%. Gross profit for the six months ended March 31, 2018 and 2017 was \$48.6 million and \$43.4 million, respectively, an increase of \$5.2 million, or 12.1%.

Product gross profit for the three months ended March 31, 2018 and 2017 was \$24.5 million and \$20.4 million, respectively, an increase of \$4.1 million, or 20.3%. Product gross profit for the six months ended March 31, 2018 and 2017 was \$43.8 million and \$41.2 million, respectively, an increase of \$2.6 million, or 6.2%. The increase in gross profit for both comparable periods was due primarily to the addition of Accelerated products during the second quarter of fiscal 2018.

Services and solutions gross profit was \$2.9 million, or 40.5%, and \$1.8 million, or 48.0%, for the three months ended March 31, 2018 and 2017, respectively. Services and solutions gross profit was \$6.2 million, or 44.6% and \$2.7 million, or 45.7% for the six months ended March 31, 2018 and 2017, respectively. The increase in gross profit for both comparable periods was primarily related to the IoT Solutions segment. Services and solutions gross profit may vary from quarter to quarter, as our wireless product design and development service margins are highly dependent on the utilization rates of our personnel. However, we expect our IoT Solutions segment gross margin to increase in future periods as recurring revenue from this segment increases.

Gross profit was negatively impacted by amortization of \$0.8 million and \$0.3 million for the three months ended March 31, 2018 and 2017, respectively and by \$1.4 million and \$0.5 million for the six months ended March 31, 2018 and 2017, respectively. This increase in amortization expense is primarily related to our IoT Solutions segment.

OPERATING EXPENSES

The following summarizes our total operating expenses in dollars and as a percentage of total revenue:

(\$ in thousands)	Three months ended March 31,		\$ incr. (decr.)	Six months ended March 31,		\$ incr. (decr.)
	2018	2017		2018	2017	
Sales and marketing	\$ 11,175	20.4%	\$ 2,444	\$ 20,935	20.9%	\$ 3,882
Research and development	8,617	15.7%	1,638	16,368	16.4%	2,484
General and administrative	6,359	11.6%	1,679	12,908	12.9%	4,424
Total operating expenses	\$ 26,151	47.7%	\$ 5,761	\$ 50,211	50.2%	\$ 10,790

Sales and marketing expenses increased \$2.4 million and \$3.9 million for the three and six months ended March 31, 2018, respectively, compared to the same periods a year ago primarily due to incremental expenses for TempAlert, SMART Temps and Accelerated of \$1.9 million and \$3.2 million. The remainder of the increases related primarily to an increase in commissions of \$0.6 million and \$0.7 million for the three and six months ended March 31, 2018, respectively, compared to the same periods a year ago.

Research and development expenses increased \$1.6 million and \$2.5 million for the three and six months ended March 31, 2018, respectively, compared to the same periods a year ago primarily due to incremental expenses for TempAlert, SMART Temps and Accelerated of \$1.6 million and \$2.4 million.

General and administrative expenses increased \$1.7 million for the three months ended March 31, 2018 compared to the same period a year ago, primarily due to incremental expenses for TempAlert, SMART Temps and Accelerated of \$2.0 million. We also had an increase in compensation-related expenses of \$0.4 million mostly related to increased incentive compensation and an increase of \$0.6 million related to an earn-out reversal in the prior fiscal year. This was partially offset by a reduction of \$1.1 million of professional fees primarily related to acquisition expenses.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

General and administrative expenses increased \$4.4 million for the six months ended March 31, 2018 compared to the same period a year ago primarily due to incremental expenses for TempAlert, SMART Temps and Accelerated of \$3.6 million. In addition, we had an increase in compensation-related expenses of \$0.6 million mostly related to increased incentive compensation and an increase of \$0.3 related to adjustments for our earn-outs.

OTHER (EXPENSE) INCOME, NET

We recorded a decrease in other (expense) income, net of \$0.5 million and \$1.0 million for the three and six months ended March 31, 2018, respectively, compared to the same periods a year ago primarily related to additional foreign currency gains recognized in the current fiscal year compared to the prior fiscal year. The foreign currency losses in the current fiscal year were mostly related to the strengthening of the Euro and Japanese Yen against the U.S. dollar, as non-functional currencies were remeasured at the current rate.

INCOME TAXES

Income tax provision was \$3.0 million for the six months ended March 31, 2018. Net tax expense discretely related to the six months ended March 31, 2018 was \$3.0 million, primarily as a result of new U.S. tax legislation that was enacted during the first quarter of fiscal 2018 and the adoption of ASU 2016-09 related to the accounting for the tax effects of stock compensation.

The Tax Cuts and Jobs Act of 2017 (the "Act") was enacted on December 22, 2017. The Act lowered the U.S. federal corporate tax rate from 35% to 21% as of January 1, 2018 and requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred. Due to our fiscal year end, our statutory rate for fiscal 2018 will be a blend of the new and old tax rates. At March 31, 2018 we had not fully completed our accounting for the tax effects of enactment of the Act; however in certain cases, as described below, we have made a reasonable estimate of the effects on our existing deferred tax balances and the one-time transition tax. For the items for which we were able to determine a reasonable estimate, we recognized a provisional income tax expense amount of \$2.7 million which is included as a component of income tax expense.

We remeasured U.S. deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which requires estimates of our changes in deferred tax assets and liabilities before and after the new statutory rate was enacted. As a result, we are still analyzing certain aspects of the legislation and refining our calculations such as, refining current year estimates and filings of tax returns, of which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts. As of March 31, 2018, the provisional amount recorded related to the re-measurement of this deferred tax balance was \$2.6 million.

In addition, we considered the potential tax expense impacts of the one-time transition tax. The transition tax is based on our total post-1986 earnings and profits ("E&P") that we previously deferred from U.S. income taxes. We recorded a provisional amount for our one-time transition tax liability for our foreign subsidiaries, resulting in an increase in income tax expense of \$0.1 million for the six months ended March 31, 2018. We have not yet completed the calculation of the post-1986 E&P for these foreign subsidiaries and, further, this transition tax is based in part on the amount of those earnings held in cash and other specified assets. This amount may change when we finalize the calculation of post-1986 foreign E&P previously deferred from U.S. federal taxation, evaluate the testing periods for cash and E&P measurement and finalize substantiation of material foreign taxes paid or accrued. Furthermore, it is expected that further guidance will be forthcoming from U.S. Treasury which may or may not impact the final transition tax required. We continue to review the outside basis differential of our foreign investments. At this point, no additional income taxes have been provided for any undistributed foreign earnings not subject to the transition tax and additional outside basis difference inherent in these entities, as these amounts continue to be indefinitely reinvested in foreign operations. Determining the amount of unrecognized deferred tax liability related to any remaining undistributed foreign earnings not subject to the transition tax and additional outside basis difference in these entities (i.e., basis difference in excess of that subject to the one-time transition tax) is not practical at this time, but it is expected that with inclusion of the transition tax, the potential outstanding basis difference as of March 31, 2018 is expected to be a deductible temporary difference for which no deferred tax asset would be allowed.

We adopted ASU 2016-09 "Improvements to Employee Share-Based Payment Accounting" on October 1, 2017. As a result of the adoption, we recorded \$0.7 million of excess tax expense related to our share-based payments in our provision for income taxes for the six months ended March 31, 2018. Historically, this was record in additional paid-in capital. The excess tax expense related to share-based payments are recognized as tax expense discretely related to the six months ended March 31, 2018.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

For the six months ended March 31, 2018, our effective tax rate before items discretely related to the period was less than the U.S. statutory rate due primarily to the mix of income between taxing jurisdictions, certain of which have lower statutory tax rates than the U.S., and also due to certain income tax credits generated in the U.S.

Income tax provision was \$0.9 million for the six months ended March 31, 2017. Net tax benefits discretely related to the six months ended March 31, 2017 were \$0.1 million resulting primarily from the reversal of tax reserves due to the expiration of statutes of limitation from U.S. and foreign tax jurisdictions. For the six months ended March 31, 2017, our effective tax rate before items discretely related to the period was less than the U.S. statutory rate primarily due to the mix of income between taxing jurisdictions, certain of which have lower statutory tax rates than the U.S., and certain tax credits in the U.S.

Our effective tax rate will vary based on a variety of factors, including overall profitability, the geographical mix of income before taxes and related statutory tax rate in each jurisdiction, and tax items specific to the period, such as settlements of audits. We expect that we may record other benefits or expenses in the future that are specific to a particular quarter such as expiration of statutes of limitation, the completion of tax audits, or legislation that is enacted for both U.S. and foreign jurisdictions.

SEGMENT RESULTS OF OPERATIONS
IoT PRODUCTS & SERVICES

(\$ in thousands)	Three months ended March 31,		% incr. (decr.)	Six months ended March 31,		% incr. (decr.)
	2018	2017		2018	2017	
Revenue:						
Product	\$ 47,588	95.5%	\$ 41,766	95.2%	13.9	\$ 86,042 94.9% \$ 84,939 95.6% 1.3
Services	2,237	4.5	2,107	4.8	6.2	4,663 5.1 3,870 4.4 20.5
Total revenue	49,825	100.0	43,873	100.0	13.6	90,705 100.0 88,809 100.0 2.1
Cost of sales:						
Cost of product	23,080	46.3	21,398	48.8	7.9	42,290 46.6 43,735 49.3 (3.3)
Cost of services	1,410	2.8	1,321	3.0	6.7	2,749 3.0 2,388 2.7 15.1
Amortization of intangibles	246	0.5	91	0.2	170.3	330 0.4 192 0.2 71.9
Total cost of sales	24,736	49.6	22,810	52.0	8.4	45,369 50.0 46,315 52.2 (2.0)
Gross profit	25,089	50.4	21,063	48.0	19.1	45,336 50.0 42,494 47.8 6.7
Total operating expenses	20,400	41.0	18,353	41.8	11.2	39,383 43.4 36,697 41.3 7.3
Operating income	\$ 4,689	9.4%	\$ 2,710	6.2%	73.0	\$ 5,953 6.6% \$ 5,797 6.5% 2.7

Revenue

Revenue from our IoT Products & Services segment increased \$5.9 million and \$1.9 million, or 13.6% and 2.1%, for the three and six months ended March 31, 2018, respectively, compared to the same periods in the prior fiscal year.

Product revenue increased \$5.8 million for the three months ended March 31, 2018 which included \$6.2 million of incremental revenue related to Accelerated products. In addition, we experienced larger sales of terminal servers to certain customers in the North America region and larger sales of embedded modules to certain customers in the EMEA region. Embedded modules include our new ConnectCore 6UL. Sales related to our terminal servers may fluctuate as they are in the mature phase of their product life cycle. This was partially offset by a decrease in industrial cellular products and USB connected product sales. In addition, certain embedded products, which are in the mature portion of their product life cycle, also decreased. Services revenue from this segment of increased \$0.1 million for the three months ended March 31, 2018 compared to the same period a year ago, primarily related to Digi Remote Manager.

Product revenue increased \$1.1 million for the six months ended March 31, 2018 which included \$6.2 million of incremental revenue related to Accelerated products. We also experienced larger sales of terminal servers to certain customers in the North America region, RF products to certain customers in the North America and EMEA regions and embedded modules to certain customers in the EMEA region. This was partially offset by decreases in industrial cellular products as we had a large sale to a significant customer in the prior fiscal year and USB connected products. The cellular router and gateway revenue is driven by large awards-based customer projects and is subject to revenue fluctuations from period to period. We also had a decrease in certain embedded products which are in the mature portion of their product life cycle. Services revenue from this segment of

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

increased \$0.8 million for the three months ended March 31, 2018 compared to the same period a year ago, primarily related to Digi Remote Manager and Wireless Design Services.

Revenue for this segment was also favorably impacted by \$0.2 million and \$0.5 million for the three and six months ended March 31, 2018, respectively, due to the strengthening of the British Pound and Euro compared to the U.S. Dollar.

Operating Income

Operating income increased \$2.0 million and \$0.2 million, or 73.0% and 2.7%, for the three and six months ended March 31, 2018 compared to the same periods in the prior fiscal year

The increase for the three months ended March 31, 2018 compared to the prior fiscal year was due to an increase in our gross profit of \$4.0 million, or 19.1%, offset by an increase in operating expenses of \$2.0 million, or 11.2%. Included in operating income for the three months ended March 31, 2018 is gross profit of \$3.6 million and operating expenses of \$2.2 million related to Accelerated.

For the six months ended March 31, 2018 compared to the same period in the prior fiscal year, the increase in operating income was due to an increase in gross profit of \$2.8 million, or 6.7%, offset by an increase in operating expenses of \$2.6 million, or 7.3%. Included in operating income for the six months ended March 31, 2018 is gross profit of \$3.6 million and operating expenses of \$2.2 million related to Accelerated. Also included in operating income is an increase in acquisition related costs of \$0.7 million and an increase of \$0.3 million in earn-out adjustments for fair value of contingent consideration.

IoT SOLUTIONS

(\$ in thousands)	Three months ended March 31,				% incr. (decr.)	Six months ended March 31,				% incr. (decr.)
	2018		2017			2018		2017		
Solutions revenue	\$ 4,966	100.0 %	\$ 1,742	100.0 %	185.1	\$ 9,283	100.0 %	\$ 1,981	100.0 %	368.6
Cost of sales:										
Cost of services	2,877	57.9	682	39.1	321.8	4,981	53.6	789	39.8	531.3
Amortization of intangibles	524	10.6	221	12.7	137.1	1,047	11.3	331	16.7	216.3
Total cost of sales	3,401	68.5	903	51.8	276.6	6,028	64.9	1,120	56.5	438.2
Gross profit	1,565	31.5	839	48.2	(86.5)	3,255	35.1	861	43.5	(278.0)
Total operating expenses	5,751	115.8	2,037	117.0	182.3	10,828	116.7	2,724	137.5	297.5
Operating loss	\$ (4,186)	(84.3)%	\$ (1,198)	(68.8)%	249.4	\$ (7,573)	(81.6)%	\$ (1,863)	(94.0)%	306.5

Revenue

Revenue from our IoT Solutions segment increased \$3.2 million, or 185.1%, for the three months ended March 31, 2018 compared to the same period a year ago. The increase was driven primarily by the continued growth and expansion of our SmartSense by Digi™ business. IoT Solutions revenue includes \$3.5 million of incremental revenue of from the acquisition of TempAlert (see Note 2 to our Condensed Consolidated Financial Statements). We are now servicing nearly 42,000 sites and our recurring revenue from this segment continues to grow.

Revenue from our IoT Solutions segment increased \$7.3 million, or 368.6%, for the six months ended March 31, 2018 compared to the same period a year ago. The increase was driven primarily by the continued growth and expansion of our SmartSense by Digi™ business. IoT Solutions revenue includes \$6.3 million of incremental revenue of from the acquisition of both TempAlert and SMART Temps (see Note 2 to our Condensed Consolidated Financial Statements).

Operating Loss

Operating loss increased \$3.0 million for the three months ended March 31, 2018 as compared to the same period in the prior fiscal year. This increase in operating loss was primarily due to an increase in operating expenses of \$3.7 million, which included \$3.3 million of incremental expenses from our recent acquisitions of TempAlert and SMART Temps. This was partially offset by an increase in our gross profit of \$0.7 million. We expect our Solutions gross margin to increase in future periods as recurring revenue from this segment increases.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Operating loss increased \$5.7 million for the six months ended March 31, 2018 compared to the same period in the prior fiscal year. This increase in operating loss was primarily due to an increase in operating expenses of \$8.1 million, which included \$7.0 million of incremental expenses from our recent acquisitions of TempAlert and SMART Temps. This was partially offset by an increase in our gross profit of \$2.4 million.

LIQUIDITY AND CAPITAL RESOURCES

We have financed our operations and capital expenditures principally with funds generated from operations. At March 31, 2018, cash, cash equivalents and short-term marketable securities were \$57.1 million compared to \$110.2 million at September 30, 2017. At March 31, 2018, our cash, cash equivalents and marketable securities, including long-term marketable securities, were \$59.6 million. Our working capital (total current assets less total current liabilities) was \$109.3 million at March 31, 2018. At September 30, 2017, our working capital was \$156.4 million. The decrease in cash and working capital is directly related to the purchase price and other costs associated with the TempAlert and Accelerated acquisitions in fiscal 2018 (see Note 2 to the Condensed Consolidated Financial Statements).

We presently anticipate total fiscal 2018 capital expenditures will be approximately \$2.2 million, of which we have spent \$0.8 million as of March 31, 2018.

Net cash used in operating activities was \$5.0 million and \$0.9 million for the six months ended March 31, 2018 and 2017, respectively, a net decrease in cash of \$4.1 million. This decrease in cash resulted from a decrease in cash of \$8.6 million as we incurred a net loss in first half of fiscal 2018 and net income in the first half of fiscal 2017 and changes in working capital of \$2.2 million. This was partially offset by an increase in depreciation and amortization of \$3.3 million due to additional amortization from recent acquisitions, an increase deferred income tax provision of \$2.4 million related to the Tax Cuts and Jobs Act of 2017 (see Note 10 to the Condensed Consolidated Financial Statements) and increases in cash related to other non-cash items of \$1.0 million. The changes in working capital that resulted in a decrease in cash of \$2.2 million were driven by \$5.2 million related to accounts receivable, a decrease of \$2.6 million related to inventory and \$0.5 decrease related to prepaids and other assets. This was partially offset by a \$6.1 million increase related to accrued liabilities.

Net cash used in investing activities was \$25.9 million and \$4.4 million during the six months ended March 31, 2018 and 2017, respectively, a net decrease of \$21.5 million. The decrease in cash flows from investing activities in the first six months of fiscal 2018 compared to the same period in the prior fiscal year is primarily related to \$26.6 million of additional cash expenditures for acquisitions, as we spent \$16.5 million (net of cash acquired of \$0.3 million) for the Accelerated acquisition and \$40.1 million (net of cash acquired \$0.6 million) for the TempAlert acquisition in fiscal 2018. This was offset by the SMART Temp acquisition of \$28.3 million (net of cash acquired of \$0.5 million) and the FreshTemp acquisition \$1.7 million in the same period a year ago. We also had fewer proceeds of \$1.0 million from the sale of Etherios. This was offset by additional proceeds from marketable securities of \$5.9 million and spent \$0.2 million less on purchases of property, equipment and improvements.

Net cash provided by financing activities was \$3.3 million and \$2.9 million during the six months ended March 31, 2018 and 2017, respectively, a net increase of \$0.4 million. We spent \$0.5 million related to the first earn-out payment to the former shareholders of Bluenica in the first six months of fiscal 2017 compared to the same period a year ago. This was partially offset by \$0.1 million on additional expenditures on purchases of common stock.

We generally expect positive cash flows from operations and believe that our current cash, cash equivalents and short-term marketable securities balances, cash generated from operations and our ability to secure debt and/or equity financing will be sufficient to fund our business operations, possible acquisitions and capital expenditures for the next twelve months and beyond.

Recently Issued Accounting Pronouncements

For information on new accounting pronouncements, see Note 1 to our Condensed Consolidated Financial Statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**INTEREST RATE RISK**

Our exposure to interest rate risk relates primarily to our investment portfolio. Our marketable securities are classified as available-for-sale and are carried at fair value. Our investments consist of money market funds, certificates of deposit, commercial paper, corporate bonds and government municipal bonds. Our investment policy specifies the types of eligible investments and minimum credit quality of our investments, as well as diversification and concentration limits which mitigate our risk. We do not use derivative financial instruments to hedge against interest rate risk because the majority of our investments mature in less than one year.

FOREIGN CURRENCY RISK

We are exposed to foreign currency transaction risk associated with certain sales transactions being denominated in Euros, British Pounds, Japanese Yen or Canadian Dollars and in certain cases, transactions in U.S. Dollars in our foreign entities. We are also exposed to foreign currency translation risk as the financial position and operating results of our foreign subsidiaries are translated into U.S. Dollars for consolidation. We manage our net asset or net liability position for non-functional currency accounts, primarily the U.S. Dollar accounts in our foreign locations to reduce our foreign currency risk. In addition, as foreign currency rates fluctuate, we may from time to time, adjust the prices of our products, services and solutions. We have not implemented a formal hedging strategy.

For the six months ended March 31, 2018 and 2017, we had approximately \$31.0 million and \$31.4 million, respectively, of revenue from foreign customers including export sales. Of these sales, \$5.9 million and \$9.6 million, respectively, were denominated in foreign currency, predominantly Euros, British Pounds and Canadian Dollar. In future periods, we expect a significant portion of sales will continue to be made in both Euros, British Pounds and Canadian Dollar.

Total revenue was favorably impacted by foreign currency translation of \$0.2 million and \$0.5 million for three and six months ended March 31, 2018, respectively, as compared to the same periods in the prior fiscal year. This primarily was caused by the strengthening of the Euro for the three month period and the British Pound and Euro for the six month period against the U.S. dollar.

The table below compares the average monthly exchange rates of the Euro, British Pound, Japanese Yen and Canadian Dollar to the U.S. Dollar:

	Six months ended March 31,		% increase (decrease)
	2018	2017	
Euro	1.2029	1.0727	12.1%
British Pound	1.3591	1.2415	9.5%
Japanese Yen	0.0090	0.0090	—%
Canadian Dollar	0.7893	0.7523	4.9%

A 10% change from the first six months of fiscal 2017 average exchange rate for the Euro, British Pound, Japanese Yen and Canadian Dollar to the U.S. Dollar would have resulted in a 0.6% increase or decrease in revenue and a 2.0% increase or decrease in stockholders' equity due to foreign currency translation. The above analysis does not take into consideration any pricing adjustments we might consider in response to changes in such exchange rates.

CREDIT RISK

We have some exposure to credit risk related to our accounts receivable portfolio. Exposure to credit risk is controlled through regular monitoring of customer financial status, credit limits and collaboration with sales management and customer contacts to facilitate payment.

Investments are made in accordance with our investment policy and consist of money market funds, certificates of deposit, commercial paper, corporate bonds and government municipal bonds. The fair value of our investments contains an element of credit exposure, which could change based on changes in market conditions. If market conditions deteriorate or if the issuers of these securities experience credit rating downgrades, we may incur impairment charges for securities in our investment portfolio. All of our securities are held domestically.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act was recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to our management, including the principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

On October 20, 2017, we completed the acquisition of the TempAlert business and on January 22, 2018, we completed the acquisition of Accelerated. As permitted for recently acquired businesses, management has excluded the acquired TempAlert and Accelerated businesses from its assessment of internal control over financial reporting. The excluded TempAlert and Accelerated businesses represents total assets of 12.8% and 8.2%, respectively, of our consolidated total assets as of March 31, 2018. We are required to include them in our assessment beginning in the first quarter of fiscal 2019.

There were no changes in our internal control over financial reporting that occurred during the quarterly period ended March 31, 2018 that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The disclosures set forth in Note 12 to the Condensed Consolidated Financial Statements in Part I, Item 1 of this Form 10-Q are incorporated herein by reference.

ITEM 1A. RISK FACTORS

Except as noted below, there have been no material changes in our risk factors from those previously disclosed in Item 1A of Part I of our Annual Report on Form 10-K for the year ended September 30, 2017.

We are subject to various cybersecurity risks, which are particularly acute in the cloud-based technologies operated by us and other third parties that form a part of our solutions. These risks may increase our costs and could damage our brand and reputation.

As we continue to direct a substantial portion of our sales and development efforts toward broader based solutions, such as SmartSense by Digi™ and the Digi Remote Manager®, we expect to store, convey and potentially process significant amounts of data produced by devices. Further many of our business applications now exist within cloud platforms that are managed by third parties, which also adds risk from breach of third-parties

This data may include confidential or proprietary information, intellectual property or personally identifiable information of our customers or other third parties with whom they do business. It is important for us to maintain solutions and related infrastructure that are perceived by our customers and other parties with whom we do business to provide a reasonable level of reliability and security. Despite available security measures and other precautions, the infrastructure and transmission methods used by our products and services may be vulnerable to interception, attack or other disruptive problems. Continued high-profile data breaches at other companies evidence an external environment that is becoming increasingly hostile to information security. Improper disclosure of data or perception that our data security is insufficient could harm our reputation, give rise to legal proceedings, or subject our company to liability under laws that protect data, any of which could result in increased costs and loss of revenue.

If a cyberattack or other security incident were to allow unauthorized access to or modification of our customers' data or our own data, whether due to a failure with our systems or related systems operated by third parties, we could suffer damage to our brand and reputation.

The costs we would incur to address and fix these incidents could significantly increase our expenses. These types of security incidents could also lead to lawsuits, regulatory investigations and increased legal liability, including in some cases contractual costs related to customer notification and fraud monitoring. Further, as regulatory focus on privacy and data security issues continues to increase and worldwide laws and regulations concerning the protection of information become more complex, the potential risks and costs of compliance to our business will intensify.

As illustrated by the recent Spectre and Meltdown threats, our products operate with and are dependent on products and components across a broad ecosystem. If there is a security vulnerability in one of these components, and if there is a security exploit targeting it, we could face increased costs, reduced revenue, liability claims, or damage to our reputation or competitive position.

The business of Accelerated which we acquired recently is subject to significant customer concentration.

In the second quarter of fiscal 2018 we acquired Accelerated. While Accelerated has many customers, it's business historically has been highly dependent on its relationship with a single telecommunications carrier customer. Any disruption or difficulties in securing or renewing contractual relationships with this customer, maintaining such relationship on favorable terms or any other disruption in our business with this customer could have an adverse impact on our business, results of operations, financial condition and prospects.

We recently announced a significant restructuring of our manufacturing operations that will make us more dependent on third parties to manufacture our products which could have adverse impacts on our business if we do not properly forecast customer demands for products.

During the second quarter of fiscal 2018 we announced that we will restructure our manufacturing operations to become more reliant on third parties to manufacture our products. Among other potential impacts on our business and operations, this restructuring is expected to lengthen the lead times on which we can produce many finished products that are available to meet

customer demands. If we do not properly forecast customer demands for products these lengthened lead times could result in lost revenues and adversely impact our business, results of operation, financial condition and prospects. In addition, the restructuring is expected to be completed multiple months and result in the elimination of approximately sixty employment positions, primarily in our manufacturing operations. If we are unable to retain employees in this area of our operations during the transition of manufacturing to third parties we could experience adverse impacts on our ability to timely produce products which could adversely impact our business, results or operations, financial condition and prospects.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Subsequent to end of the second fiscal quarter of 2018, on April 24, 2018 our Board of Directors authorized a new program to repurchase up to \$20.0 million of our common stock primarily to return capital to shareholders. This repurchase authorization expires on May 1, 2019. Shares repurchased under the new program will be made through open market and privately negotiated transactions from time to time and in amounts that management deems appropriate. The amount and timing of share repurchases depends upon market conditions and other corporate considerations.

On May 2, 2017, our Board of Directors authorized a program to repurchase up to \$20.0 million of our common stock primarily to return capital to shareholders. This repurchase authorization expired on May 1, 2018.

The following table presents the information with respect to purchases made by or on behalf of Digi International Inc. or any “affiliated purchaser” (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of our common stock during the second quarter of fiscal 2018:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Program	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Program
January 1, 2018 - January 31, 2018	4,335	\$ 10.40	—	\$19,725,797.42
February 1, 2018 - February 28, 2018	—	\$ —	—	\$19,725,797.42
March 1, 2018 - March 31, 2018	—	\$ —	—	\$19,725,797.42
Total	4,335	\$ 10.40	—	\$19,725,797.42

(1) All shares reported were forfeited by employees in connection with the satisfaction of tax withholding obligations related to the vesting of restricted stock units.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Exhibit No.	Description	Method of Filing
2 (a)	Equity Purchase Agreement with Schechter Tech LLC, all of the equity holders of Schechter Tech LLC, Harry Schechter as the seller representative and Schechter Tech Holdco, LLC, dated as of October 20, 2017 (1)	Incorporated by Reference
3 (a)	Restated Certificate of Incorporation of the Company, as amended (2)	Incorporated by Reference
3 (b)	Amended and Restated By-Laws of the Company (3)	Incorporated by Reference
4 (a)	Share Rights Agreement, dated as of April 22, 2008, between the Company and Wells Fargo Bank, N.A., as Rights Agent (4)	Incorporated by Reference
4 (b)	Form of Amended and Restated Certificate of Powers, Designations, Preferences and Rights of Series A Junior Participating Preferred Shares (5)	Incorporated by Reference
10 (a)	Digi International Inc. 2018 Omnibus Incentive Plan (6)*	Incorporated by Reference
10 (a)(i)	Form of (Director) Restricted Stock Unit Award Agreement (for awards under Digi International Inc. 2018 Omnibus Incentive Plan)*	Filed Electronically
10 (a)(ii)	Form of (Executive) Restricted Stock Unit Award Agreement (for awards under Digi International Inc. 2018 Omnibus Incentive Plan)*	Filed Electronically
10 (a)(iii)	Form of (Employee) Restricted Stock Unit Award Agreement (for awards under Digi International Inc. 2018 Omnibus Incentive Plan)*	Filed Electronically
10 (a)(iv)	Form of Notice of Grant of Stock Options and Option Agreement (for grants under Digi International Inc. 2018 Omnibus Incentive Plan)*	Filed Electronically
31 (a)	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer	Filed Electronically
31 (b)	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer	Filed Electronically
32	Section 1350 Certification	Filed Electronically
101.INS	XBRL Instance Document	Filed Electronically
101.SCH	XBRL Taxonomy Extension Schema Document	Filed Electronically
101.CAL	XBRL Taxonomy Calculation Linkbase Document	Filed Electronically
101.DEF	XBRL Taxonomy Definition Linkbase Document	Filed Electronically
101.LAB	XBRL Taxonomy Label Linkbase Document	Filed Electronically
101.PRE	XBRL Taxonomy Presentation Linkbase Document	Filed Electronically

*Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-Q.

(1) Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed October 25, 2017 (File No. 1-34033)

(2) Incorporated by reference to Exhibit 3(a) to the Company's Annual Report on Form 10-K for the year ended September 30, 1993 (File No. 0-17972)

- (3) Incorporated by reference to Exhibit 3(b) to the Company's Current Report on Form 8-K filed August 28, 2017 (File No. 1-34033)
- (4) Incorporated by reference to Exhibit 4(a) to the Company's registration statement on Form 8-A filed on April 25, 2008 (File No. 1-34033)
- (5) Incorporated by reference to Exhibit 4(b) to the Company's registration statement on Form 8-A filed on April 25, 2008 (File No. 1-34033)
- (6) Incorporated by reference to Appendix A to the Company's definitive proxy statement on Schedule 14A filed December 8, 2017 (File No. 1-34033)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

DIGI INTERNATIONAL INC.

Date: May 1, 2018

By: /s/ Michael C. Goergen

Michael C. Goergen

Senior Vice President, Chief Financial Officer and
Treasurer (Principal Financial Officer and Authorized Officer)

**Digi International Inc.
2018 Omnibus Incentive Plan
(Director) Restricted Stock Unit Award Agreement**

Digi International, Inc. (the “Company”), pursuant to its 2018 Omnibus Incentive Plan (the “Plan”), hereby grants an Award of restricted Stock Units to you, the Participant named below. The terms and conditions of this Award are set forth in this Restricted Stock Unit Award Agreement (the “Agreement”), consisting of this cover page and the Terms and Conditions on the following pages, and in the Plan document, which has been provided to you. To the extent any capitalized term used in this Agreement is not defined, it shall have the meaning assigned to it in the Plan as it currently exists or as it is amended in the future.

Name of Participant:	
Number of Restricted Stock Units:	Grant Date: _____, 20__
Vesting Schedule:	
<u>Vesting Date(s)</u>	<u>Number of Stock Units that Vest</u>

By signing below, you agree to all of the terms and conditions contained in this Agreement and in the Plan document. You acknowledge that you have reviewed these documents and that they set forth the entire agreement between you and the Company regarding the grant to you of the number of Restricted Stock Units specified in the table above.

PARTICIPANT:

By:

Digi International Inc.
2018 Omnibus Incentive Plan
(Director) Restricted Stock Unit Award Agreement
Terms and Conditions

1. **Grant of Restricted Stock Units.** The Company hereby grants to you, subject to the terms and conditions in this Agreement and the Plan, an Award of the number of restricted Stock Units (“Units”) specified on the cover page of this Agreement, each representing the right to receive one Share of the Company’s Stock. The Units granted to you will be credited to an account in your name maintained by the Company. This account shall be unfunded and maintained for book-keeping purposes only, with the Units simply representing an unfunded and unsecured obligation of the Company.

2. **Restrictions on Units.** Neither this Award nor the Units subject to this Award may be sold, assigned, transferred, exchanged or encumbered other than by will or the laws of descent and distribution. Any attempted transfer in violation of this Section 2 shall be of no effect and shall result in the forfeiture of all Units. The Units and your right to receive shares in settlement of the Units under this Agreement shall be subject to forfeiture as provided in Section 4 until satisfaction of the vesting conditions set forth in Section 3.

3. **Vesting of Units.**

(a) **Scheduled Vesting.** If you remain a member of the Board continuously from the Grant Date specified on the cover page of this Agreement, then the Units will vest in the numbers and on the dates specified in the Vesting Schedule on the cover page of this Agreement.

(b) **Accelerated Vesting.** Vesting of the Units may be accelerated during the term of the Award at the discretion of the Committee in accordance with Section 16.2 of the Plan and under the following circumstances:

(i) Upon a Change in Control, this Award shall become fully vested and exercisable upon the occurrence of the Change in Control.

(ii) In the event the stockholders of the Company approve the complete dissolution or liquidation of the Company, this Award shall vest and become fully exercisable, and will terminate immediately prior to the consummation of any such proposed action.

(c) **Change in Control.** “Change in Control” means one of the following:

(i) any individual, entity or Group (a “Person”) becomes a “beneficial owner” (as defined in Rule 13d-3 or any successor rule under the Exchange Act), directly or indirectly, of 30% or more of the combined voting power of the Company’s voting securities, except that the following shall not constitute a Change in Control: (A) any acquisition or beneficial ownership by the Company or a Subsidiary; (B) any acquisition or beneficial ownership by any employee benefit plan (or related trust) sponsored or maintained by the Company or one or more Subsidiary; (C) any formation of a Group consisting solely of beneficial owners of the Company’s voting securities as of the effective date of this Plan, or any repurchase or other acquisition by the Company of its voting securities that causes any Person to become the beneficial owner of 30% or more of the Company’s voting securities, in either case so long as such Person does not acquire beneficial ownership of additional Company voting securities after the Person initially became the beneficial owner of 30% or more of the Company’s voting securities by one of the means described in this clause (C); or (D) any acquisition of beneficial ownership by any entity with respect to which, immediately following such acquisition, more than 50% of the combined voting power of such entity’s then outstanding voting securities is beneficially owned, directly or indirectly, by all or substantially all of the Persons who beneficially owned the Company’s voting securities immediately prior to such acquisition in substantially the same proportions as their ownership of the Company’s voting securities immediately prior to such acquisition;

(ii) Individuals (A) who are, as of the effective date of the Plan, directors of the Company, or (B) who are elected as a directors of the Company subsequent to the Grant Date and whose initial election, or nomination for initial election by the Company’s stockholders, was approved by at least a majority of the then Continuing Directors (collectively, “Continuing Directors”) cease for any reason to constitute a majority of the members of the Board; or

- (iii) The consummation of a Fundamental Change unless, immediately following such Fundamental Change, all or substantially all of the Persons who were the beneficial owners of the Company's voting securities immediately prior to such Fundamental Change beneficially own, directly or indirectly, more than 50% of the combined voting power of the then outstanding voting securities of the surviving or acquiring entity (or its Parent) resulting from such Fundamental Change in substantially the same proportions as their ownership, immediately prior to such Fundamental Change, of the Company's voting securities.
- (iv) Notwithstanding the foregoing, to the extent that this Award constitutes a deferral of compensation subject to Code Section 409A, then no Change in Control shall be deemed to have occurred upon an event described in this Section 3(c) unless the event would also constitute a change in ownership or effective control of, or a change in the ownership of a substantial portion of the assets of, the Company under Code Section 409A.

4. **Effect of Separation from Service as Director.** Except as otherwise provided in accordance with Section 3(b), if you cease to be a member of the Board prior to the Vesting Date(s) specified on the cover page of this Agreement, you will forfeit all unvested Units.

5. **Settlement of Units.** After any Units vest pursuant to Section 3, the Company shall, as soon as practicable (but no later than 75 days after the date on which such Units vest), cause to be issued and delivered to you, or to your designated beneficiary or estate in the event of your death, one Share in payment and settlement of each vested Unit. Delivery of the Shares shall be effected by an appropriate entry in the stock register maintained by the Company's transfer agent with a notice of issuance provided to you, or by the electronic delivery of the Shares to a brokerage account you designate, and shall be subject to compliance with all applicable legal requirements, including compliance with the requirements of applicable federal and state securities laws, and shall be in complete satisfaction and settlement of such vested Units.

6. **No Stockholder Rights.** The Units subject to this Award do not entitle you to any rights of a holder of the Company's Stock. You will not have any of the rights of a stockholder of the Company in connection with the grant of Units subject to this Agreement unless and until Shares are issued to you in settlement of the Units as provided in Section 5.

7. **Plan Document.** This Agreement and the Award are subject to all the provisions of the Plan, and to all interpretations, rules and regulations that may, from time to time, be adopted and promulgated by the Committee pursuant to the Plan. If there is any conflict between the provisions of this Agreement and the Plan, the provisions of the Plan will govern.

8. **Choice of Law.** This Agreement will be interpreted and enforced under the laws of the state of Minnesota (without to its conflicts or choice of law principles).

9. **Effect.** This Agreement will be binding in all respects on your heirs, representatives, successors and assigns, and on the successors and assigns of the Company.

10. **Discontinuance of Service.** This Agreement does not give you a right to continued service with the Company or Affiliate, and the Company or any such Affiliate may terminate your service at any time and otherwise deal with you without regard to the effect it may have upon you under this Agreement.

11. **Section 409A of the Code.** The award of Units as provided in this Agreement and any issuance of Shares or payment pursuant to this Agreement are intended to be exempt from Section 409A of the Code under the short-term deferral specified in Treas. Reg. § 1.409A-1(b)(4).

By signing the cover page of this Agreement, you agree to all the terms and conditions described above and in the Plan document.

Digi International Inc.
2018 Omnibus Incentive Plan
(Executive) Restricted Stock Unit Award Agreement

Digi International, Inc. (the “Company”), pursuant to its 2018 Omnibus Incentive Plan (the “Plan”), hereby grants an Award of restricted Stock Units to you, the Participant named below. The terms and conditions of this Award are set forth in this Restricted Stock Unit Award Agreement (the “Agreement”), consisting of this cover page and the Terms and Conditions on the following pages, and in the Plan document, which has been provided to you. To the extent any capitalized term used in this Agreement is not defined, it shall have the meaning assigned to it in the Plan as it currently exists or as it is amended in the future.

Name of Participant:	
Number of Restricted Stock Units:	Grant Date: _____, 20__
Vesting Schedule:	
<u>Vesting Date(s)</u>	<u>Number of Stock Units that Vest</u>

By signing below, you agree to all of the terms and conditions contained in this Agreement and in the Plan document. You acknowledge that you have reviewed these documents and that they set forth the entire agreement between you and the Company regarding the grant to you of the number of Restricted Stock Units specified in the table above.

PARTICIPANT:

By:

Digi International Inc.
2018 Omnibus Incentive Plan
(Executive) Restricted Stock Unit Award Agreement
Terms and Conditions

1. **Grant of Restricted Stock Units.** The Company hereby grants to you, subject to the terms and conditions in this Agreement and the Plan, an Award of the number of restricted Stock Units (“Units”) specified on the cover page of this Agreement, each representing the right to receive one Share of the Company’s Stock. The Units granted to you will be credited to an account in your name maintained by the Company. This account shall be unfunded and maintained for book-keeping purposes only, with the Units simply representing an unfunded and unsecured obligation of the Company.

2. **Restrictions on Units.** Neither this Award nor the Units subject to this Award may be sold, assigned, transferred, exchanged or encumbered other than by will or the laws of descent and distribution. Any attempted transfer in violation of this Section 2 shall be of no effect and shall result in the forfeiture of all Units. The Units and your right to receive shares in settlement of the Units under this Agreement shall be subject to forfeiture as provided in Section 4 until satisfaction of the vesting conditions set forth in Section 3.

3. **Vesting of Units.**

(a) **Scheduled Vesting.** If you remain employed (which includes other service relationships described in Section 5 of the Plan) by the Company or any of its Affiliates continuously from the Grant Date specified on the cover page of this Agreement, then the Units will vest in the numbers and on the dates specified in the Vesting Schedule on the cover page of this Agreement.

(b) **Effect of Change in Control.** The following provisions shall apply if a Change in Control (as defined in Section 3(c)) occurs while Units remain outstanding pursuant to this Award.

(1) If the surviving or successor entity (which may include the Company), or such entity’s parent corporation, continues, assumes or replaces this Award (with such adjustments as may be required or permitted by Section 17 of the Plan), this Award or its replacement shall remain outstanding and be governed by its terms, including Section 3(b)(3) below. For these purposes, this Award shall be considered assumed or replaced if, in connection with the Change in Control, either (i) the contractual obligations represented by the Award are expressly assumed by the surviving or successor entity (or its parent corporation) with appropriate adjustments to the number and type of securities subject to the Award that preserves the intrinsic value of the Award existing at the time of the Change in Control, or (ii) you have received a comparable equity-based award that preserves the intrinsic value of this Award existing at the time of the Change in Control and contains terms and conditions that are substantially similar to those of this Award.

(2) If and to the extent that this Award is not continued, assumed or replaced in connection with a Change in Control, then all outstanding Units shall fully vest at or immediately prior to the effective time of the Change in Control. The Committee may alternatively provide that this Award shall be canceled at or immediately prior to the effective time of the Change in Control in exchange for a payment to you in an amount equal to the fair market value (as determined in good faith by the Committee) of the consideration that would otherwise be received in the Change in Control transaction by a Company stockholder for the number of Shares for which outstanding Units could then be settled (or, if no consideration would be received by the Company’s stockholders in the Change of Control transaction, the fair market value (as determined in good faith by the Committee) of such number of Shares immediately prior to the Change in Control). Payment of any such amount may be made in such form, on such terms and subject to such conditions as the Committee determines in its discretion, which may or may not be the same as the form, terms and conditions applicable to payments to the Company’s stockholders in connection with the Change in Control, and may, in the Committee’s discretion, include subjecting such payments to escrow or holdback terms comparable to those imposed upon the Company’s stockholders under the Change in Control, or calculating and paying the present value of payments that would otherwise be subject to escrow or holdback terms.

(3) If and to the extent that this Award is continued, assumed or replaced under the circumstances described in Section 3(b)(1), and if within 12 months after the Change in Control you experience an Employment Termination Event (as defined in Section 3(d)), then this Award and any outstanding Units shall immediately vest in full.

(c) **Change in Control.** “Change in Control” means one of the following:

- (i) any individual, entity or Group (a “*Person*”) becomes a “beneficial owner” (as defined in Rule 13d-3 or any successor rule under the Exchange Act), directly or indirectly, of 30% or more of the combined voting power of the Company’s voting securities, except that the following shall not constitute a Change in Control: (A) any acquisition or beneficial ownership by the Company or a Subsidiary; (B) any acquisition or beneficial ownership by any employee benefit plan (or related trust) sponsored or maintained by the Company or one or more Subsidiary; (C) any formation of a Group consisting solely of beneficial owners of the Company’s voting securities as of the effective date of the Plan, or any repurchase or other acquisition by the Company of its voting securities that causes any Person to become the beneficial owner of 30% or more of the Company’s voting securities, in either case so long as such Person does not acquire beneficial ownership of additional Company voting securities after the Person initially became the beneficial owner of 30% or more of the Company’s voting securities by one of the means described in this clause (C); or (D) any acquisition of beneficial ownership by any entity with respect to which, immediately following such acquisition, more than 50% of the combined voting power of such entity’s then outstanding voting securities is beneficially owned, directly or indirectly, by all or substantially all of the Persons who beneficially owned the Company’s voting securities immediately prior to such acquisition in substantially the same proportions as their ownership of the Company’s voting securities immediately prior to such acquisition;
- (ii) individuals (A) who are, as of the effective date of the Plan, directors of the Company, or (B) who are elected as directors of the Company subsequent to the Grant Date and whose initial election, or nomination for initial election by the Company’s stockholders, was approved by at least a majority of the then Continuing Directors (collectively, “*Continuing Directors*”) cease for any reason to constitute a majority of the members of the Board; or
- (iii) the consummation of a Fundamental Change unless, immediately following such Fundamental Change, all or substantially all of the Persons who were the beneficial owners of the Company’s voting securities immediately prior to such Fundamental Change beneficially own, directly or indirectly, more than 50% of the combined voting power of the then outstanding voting securities of the surviving or acquiring entity (or its Parent) resulting from such Fundamental Change in substantially the same proportions as their ownership, immediately prior to such Fundamental Change, of the Company’s voting securities.
- (iv) Notwithstanding the foregoing, to the extent that this Award constitutes a deferral of compensation subject to Code Section 409A, then no Change in Control shall be deemed to have occurred upon an event described in this Section 3(c) unless the event would also constitute a change in ownership or effective control of, or a change in the ownership of a substantial portion of the assets of, the Company under Code Section 409A.
- (d) Employment Termination Event. An “*Employment Termination Event*” will be deemed to have occurred upon either: (i) the involuntary termination of your employment for reasons other than Cause (as defined in Section 3(e)), or (ii) the voluntary termination of your employment for Good Reason (as defined in Section 3(f)).
- (e) Cause. “*Cause*” means only the following: (i) your indictment or conviction of, or a plea of nolo contendere to, (A) any felony (other than any felony arising out of negligence), or any misdemeanor involving moral turpitude with respect to the Company, or (B) your commission any crime or offense involving dishonesty with respect to the Company; (ii) theft or embezzlement by you of Company property or commission of similar acts involving dishonesty or moral turpitude; (iii) repeated material negligence in the performance of your duties after you have received written notice of the same; (iv) your failure to devote substantially all of your working time and efforts during normal business hours to the Company’s business; (v) your knowing engagement in conduct that is materially injurious to the Company; or (vi) your knowingly providing materially misleading information concerning the Company to the Company’s Board of Directors, any governmental body or regulatory agency or to any lender or other financing source or proposed financing source of the Company.
- (f) Good Reason. “*Good Reason*” means the existence of one or more of the following conditions without your consent, so long as you provided written notice to the Company of the existence of the condition not later than 90 days after the initial existence of the condition and the condition has not been remedied within 30 after receipt of such notice: (i) the failure of the Company to pay any material amount due to you under a prevailing Employment Agreement; (ii) a meaningful diminution, without Cause, as defined above, in your responsibilities or job functions unless approved by you; (iii) a material reduction in your total compensation potential as defined by annual base salary and cash compensation targets; or (iv) your relocation to an office location greater than 50 miles from your office location at the time of a Change in Control.

4. **Effect of Termination of Employment.** Except as otherwise provided in accordance with Section 3(b)(3), if you cease to be employed by the Company or any of its Affiliates prior to the Vesting Date(s) specified on the cover page of this Agreement, you will forfeit all unvested Units.

5. **Settlement of Units.** After any Units vest pursuant to Section 3, the Company shall, as soon as practicable (but no later than 75 days after the date on which such Units vest), cause to be issued and delivered to you, or to your designated beneficiary or estate in the event of your death, one Share in payment and settlement of each vested Unit. Delivery of the Shares shall be effected by an appropriate entry in the stock register maintained by the Company's transfer agent with a notice of issuance provided to you, or by the electronic delivery of the Shares to a brokerage account you designate, and shall be subject to the tax withholding provisions of Section 6 and compliance with all applicable legal requirements, including compliance with the requirements of applicable federal and state securities laws, and shall be in complete satisfaction and settlement of such vested Units.

6. **Tax Consequences and Withholding.** As a condition precedent to the delivery of Shares in settlement of the Units, you are required to make arrangements acceptable to the Company for payment of any federal, state, local or foreign withholding taxes that may be due as a result of the settlement of vested Units. The Company will retain a portion of the Shares that would otherwise be delivered to you in settlement of vested Units, which retained Shares shall have a Fair Market Value equal to the amount required to be withheld, unless you provide notice to the Company prior to the vesting date of the Units that you desire to pay cash or direct the Company (or any Affiliate) to withhold from payroll or other amounts payable to you any sums required to satisfy such withholding tax obligations, and otherwise agree to satisfy such obligations in accordance with the provisions of Section 15 of the Plan. Delivery of Shares upon the vesting of Units is subject to the satisfaction of applicable withholding tax obligations.

7. **No Stockholder Rights.** The Units subject to this Award do not entitle you to any rights of a holder of the Company's Stock. You will not have any of the rights of a stockholder of the Company in connection with the grant of Units subject to this Agreement unless and until Shares are issued to you in settlement of the Units as provided in Section 5.

8. **Plan Document.** This Agreement and the Award are subject to all the provisions of the Plan, and to all interpretations, rules and regulations that may, from time to time, be adopted and promulgated by the Committee pursuant to the Plan. If there is any conflict between the provisions of this Agreement and the Plan, the provisions of the Plan will govern.

9. **Choice of Law.** This Agreement will be interpreted and enforced under the laws of the state of Minnesota (without to its conflicts or choice of law principles).

10. **Effect.** This Agreement will be binding in all respects on your heirs, representatives, successors and assigns, and on the successors and assigns of the Company.

11. **Discontinuance of Employment.** This Agreement does not give you a right to continued employment with the Company or Affiliate, and the Company or any such Affiliate may terminate your employment at any time and otherwise deal with you without regard to the effect it may have upon you under this Agreement.

12. **Section 409A of the Code.** The award of Units as provided in this Agreement and any issuance of Shares pursuant to this Agreement are intended to be exempt from Section 409A of the Code under the short-term deferral specified in Treas. Reg. § 1.409A-1(b)(4).

By signing the cover page of this Agreement or otherwise accepting this Award in a manner approved by the Company, you agree to all the terms and conditions contained in this Agreement and in the Plan document.

Digi International Inc.
2018 Omnibus Incentive Plan
Restricted Stock Unit Award Agreement

Digi International, Inc. (the “Company”), pursuant to its 2018 Omnibus Incentive Plan (the “Plan”), hereby grants an Award of restricted Stock Units to you, the Participant named below. The terms and conditions of this Award are set forth in this Restricted Stock Unit Award Agreement (the “Agreement”), consisting of this cover page and the Terms and Conditions on the following pages, and in the Plan document, which has been provided to you. To the extent any capitalized term used in this Agreement is not defined, it shall have the meaning assigned to it in the Plan as it currently exists or as it is amended in the future.

Name of Participant:	
Number of Restricted Stock Units:	Grant Date: _____, 20__
Vesting Schedule:	
<u>Vesting Date(s)</u>	<u>Number of Stock Units that Vest</u>

By signing below, you agree to all of the terms and conditions contained in this Agreement and in the Plan document. You acknowledge that you have reviewed these documents and that they set forth the entire agreement between you and the Company regarding the grant to you of the number of Restricted Stock Units specified in the table above.

PARTICIPANT:

By:

Digi International Inc.
2018 Omnibus Incentive Plan
Restricted Stock Unit Award Agreement
Terms and Conditions

1. **Grant of Restricted Stock Units.** The Company hereby grants to you, subject to the terms and conditions in this Agreement and the Plan, an Award of the number of restricted Stock Units (“Units”) specified on the cover page of this Agreement, each representing the right to receive one Share of the Company’s Stock. The Units granted to you will be credited to an account in your name maintained by the Company. This account shall be unfunded and maintained for book-keeping purposes only, with the Units simply representing an unfunded and unsecured obligation of the Company.

2. **Restrictions on Units.** Neither this Award nor the Units subject to this Award may be sold, assigned, transferred, exchanged or encumbered other than by will or the laws of descent and distribution. Any attempted transfer in violation of this Section 2 shall be of no effect and shall result in the forfeiture of all Units. The Units and your right to receive shares in settlement of the Units under this Agreement shall be subject to forfeiture as provided in Section 4 until satisfaction of the vesting conditions set forth in Section 3.

3. **Vesting of Units.**

(a) **Scheduled Vesting.** If you remain employed (which includes other service relationships described in Section 5 of the Plan) by the Company or any of its Affiliates continuously from the Grant Date specified on the cover page of this Agreement, then the Units will vest in the numbers and on the dates specified in the Vesting Schedule on the cover page of this Agreement.

(b) **Effect of Change in Control.** The following provisions shall apply if a Change in Control (as defined in Section 3(c)) occurs while Units remain outstanding pursuant to this Award.

(1) If the surviving or successor entity (which may include the Company), or such entity’s parent corporation, continues, assumes or replaces this Award (with such adjustments as may be required or permitted by Section 17 of the Plan), this Award or its replacement shall remain outstanding and be governed by its terms. For these purposes, this Award shall be considered assumed or replaced if, in connection with the Change in Control, either (i) the contractual obligations represented by the Award are expressly assumed by the surviving or successor entity (or its parent corporation) with appropriate adjustments to the number and type of securities subject to the Award that preserves the intrinsic value of the Award existing at the time of the Change in Control, or (ii) you have received a comparable equity-based award that preserves the intrinsic value of this Award existing at the time of the Change in Control and contains terms and conditions that are substantially similar to those of this Award.

(2) If and to the extent that this Award is not continued, assumed or replaced in connection with a Change in Control, then all outstanding Units shall fully vest at or immediately prior to the effective time of the Change in Control. The Committee may alternatively provide that this Award shall be canceled at or immediately prior to the effective time of the Change in Control in exchange for a payment to you in an amount equal to the fair market value (as determined in good faith by the Committee) of the consideration that would otherwise be received in the Change in Control transaction by a Company stockholder for the number of Shares for which outstanding Units could then be settled (or, if no consideration would be received by the Company’s stockholders in the Change of Control transaction, the fair market value (as determined in good faith by the Committee) of such number of Shares immediately prior to the Change in Control). Payment of any such amount may be made in such form, on such terms and subject to such conditions as the Committee determines in its discretion, which may or may not be the same as the form, terms and conditions applicable to payments to the Company’s stockholders in connection with the Change in Control, and may, in the Committee’s discretion, include subjecting such payments to escrow or holdback terms comparable to those imposed upon the Company’s stockholders under the Change in Control, or calculating and paying the present value of payments that would otherwise be subject to escrow or holdback terms.

(c) **Change in Control.** “Change in Control” means one of the following:

(i) any individual, entity or Group (a “Person”) becomes a “beneficial owner” (as defined in Rule 13d-3 or any successor rule under the Exchange Act), directly or indirectly, of 30% or more of the combined voting power of the Company’s voting securities, except that the following shall not constitute a Change in Control: (A) any acquisition or beneficial ownership by the Company or a Subsidiary; (B) any acquisition or beneficial ownership by any employee benefit plan (or related trust) sponsored or maintained by the Company or one or more

Subsidiary; (C) any formation of a Group consisting solely of beneficial owners of the Company's voting securities as of the effective date of the Plan, or any repurchase or other acquisition by the Company of its voting securities that causes any Person to become the beneficial owner of 30% or more of the Company's voting securities, in either case so long as such Person does not acquire beneficial ownership of additional Company voting securities after the Person initially became the beneficial owner of 30% or more of the Company's voting securities by one of the means described in this clause (C); or (D) any acquisition of beneficial ownership by any entity with respect to which, immediately following such acquisition, more than 50% of the combined voting power of such entity's then outstanding voting securities is beneficially owned, directly or indirectly, by all or substantially all of the Persons who beneficially owned the Company's voting securities immediately prior to such acquisition in substantially the same proportions as their ownership of the Company's voting securities immediately prior to such acquisition;

- (ii) individuals (A) who are, as of the effective date of the Plan, directors of the Company, or (B) who are elected as directors of the Company subsequent to the Grant Date and whose initial election, or nomination for initial election by the Company's stockholders, was approved by at least a majority of the then Continuing Directors (collectively, "Continuing Directors") cease for any reason to constitute a majority of the members of the Board; or
- (iii) the consummation of a Fundamental Change unless, immediately following such Fundamental Change, all or substantially all of the Persons who were the beneficial owners of the Company's voting securities immediately prior to such Fundamental Change beneficially own, directly or indirectly, more than 50% of the combined voting power of the then outstanding voting securities of the surviving or acquiring entity (or its Parent) resulting from such Fundamental Change in substantially the same proportions as their ownership, immediately prior to such Fundamental Change, of the Company's voting securities.
- (iv) Notwithstanding the foregoing, to the extent that this Award constitutes a deferral of compensation subject to Code Section 409A, then no Change in Control shall be deemed to have occurred upon an event described in this Section 3(c) unless the event would also constitute a change in ownership or effective control of, or a change in the ownership of a substantial portion of the assets of, the Company under Code Section 409A.

4. **Effect of Termination of Employment.** If you cease to be employed by the Company or any of its Affiliates prior to the Vesting Date(s) specified on the cover page of this Agreement, you will forfeit all unvested Units.

5. **Settlement of Units.** After any Units vest pursuant to Section 3, the Company shall, as soon as practicable (but no later than 75 days after the date on which such Units vest), cause to be issued and delivered to you, or to your designated beneficiary or estate in the event of your death, one Share in payment and settlement of each vested Unit. Delivery of the Shares shall be effected by an appropriate entry in the stock register maintained by the Company's transfer agent with a notice of issuance provided to you, or by the electronic delivery of the Shares to a brokerage account you designate, and shall be subject to the tax withholding provisions of Section 6 and compliance with all applicable legal requirements, including compliance with the requirements of applicable federal and state securities laws, and shall be in complete satisfaction and settlement of such vested Units.

6. **Tax Consequences and Withholding.** As a condition precedent to the delivery of Shares in settlement of the Units, you are required to make arrangements acceptable to the Company for payment of any federal, state, local or foreign withholding taxes that may be due as a result of the settlement of vested Units. The Company will retain a portion of the Shares that would otherwise be delivered to you in settlement of vested Units, which retained Shares shall have a Fair Market Value equal to the amount required to be withheld, unless you provide notice to the Company prior to the vesting date of the Units that you desire to pay cash or direct the Company (or any Affiliate) to withhold from payroll or other amounts payable to you any sums required to satisfy such withholding tax obligations, and otherwise agree to satisfy such obligations in accordance with the provisions of Section 15 of the Plan. Delivery of Shares upon the vesting of Units is subject to the satisfaction of applicable withholding tax obligations.

7. **No Stockholder Rights.** The Units subject to this Award do not entitle you to any rights of a holder of the Company's Stock. You will not have any of the rights of a stockholder of the Company in connection with the grant of Units subject to this Agreement unless and until Shares are issued to you in settlement of the Units as provided in Section 5.

8. **Plan Document.** This Agreement and the Award are subject to all the provisions of the Plan, and to all interpretations, rules and regulations that may, from time to time, be adopted and promulgated by the Committee pursuant to the Plan. If there is any conflict between the provisions of this Agreement and the Plan, the provisions of the Plan will govern.

9. **Choice of Law.** This Agreement will be interpreted and enforced under the laws of the state of Minnesota (without to its conflicts or choice of law principles).

10. **Effect.** This Agreement will be binding in all respects on your heirs, representatives, successors and assigns, and on the successors and assigns of the Company.

11. **Discontinuance of Employment.** This Agreement does not give you a right to continued employment with the Company or Affiliate, and the Company or any such Affiliate may terminate your employment at any time and otherwise deal with you without regard to the effect it may have upon you under this Agreement.

12. **Section 409A of the Code.** The award of Units as provided in this Agreement and any issuance of Shares pursuant to this Agreement are intended to be exempt from Section 409A of the Code under the short-term deferral specified in Treas. Reg. § 1.409A-1(b)(4).

By signing the cover page of this Agreement or otherwise accepting this Award in a manner approved by the Company, you agree to all the terms and conditions contained in this Agreement and in the Plan document.

Notice of Grant of Stock Options and Option Agreement

Digi International Inc.
ID: 41-1532464
 11001 Bren Road East
 Minnetonka, MN 55343

[Optionee]
 [Address]
 [City, State, County, Zip Code]

Option Number:
Plan: 2018 Omnibus Incentive Plan
ID:

Effective [date], Digi International, Inc. (the “*Company*”), pursuant to its 2018 Omnibus Incentive Plan (the “*Plan*”), hereby grants to you, the Participant named below, an Award of a Non-Statutory Stock Option to buy [number of shares] shares of common stock of the Company at an exercise price of \$[] per share. The terms and conditions of this Award are set forth in this Stock Option Award Agreement (the “*Agreement*”), consisting of this cover page and the Terms and Conditions on the following pages, and in the Plan document, which has been provided to you. To the extent any capitalized term used in this Agreement is not defined, it shall have the meaning assigned to it in the Plan as it currently exists or as it is amended in the future.

The total option price of the shares granted is \$[aggregate exercise price]

Shares in each period will become fully vested on the date shown.

Shares	Vest Type	Full Vest	Expiration
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By signing below, you agree to all of the terms and conditions contained in this Agreement and in the Plan document. You acknowledge that you have reviewed these documents and that they set forth the entire agreement between you and the Company regarding your right to purchase shares of the Company’s common stock pursuant to this Option.

Digi International Inc.	Date
-------------------------	------

[Optionee]	Date
------------	------

DIGI INTERNATIONAL INC.
2018 OMNIBUS INCENTIVE PLAN
Stock Option Award Agreement - Terms and Conditions

These are the terms and conditions applicable to the STOCK OPTION AWARD AGREEMENT between Digi International Inc., a Delaware corporation (the "Company"), and the participant (the "Participant") listed on the cover page hereof (the "Cover Page") effective as of the date of award. The Cover Page together with these terms and conditions of this Stock Option Award Agreement constitute the "Stock Option Award Agreement."

WHEREAS, the Company desires to carry out the purposes of its Digi International Inc. 2018 Omnibus Incentive Plan as amended from time to time (the "Plan"), by affording the Participant an opportunity to purchase Stock of the Company, par value \$.01 per share (the "Shares"), according to the terms set forth herein and on the Cover Page;

NOW THEREFORE, the Company hereby awards this Option to the Participant under the terms and conditions as follows:

1. **Award of Option.** Subject to the terms of the Plan, the Company hereby awards to the Participant the right and option (the "Option") to purchase the number of Shares specified on the Cover Page, on the terms and conditions hereinafter set forth. The Option is not intended by the Company to be an "incentive stock option" within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code").

2. **Purchase Price.** The purchase price of each of the Shares subject to the Option shall be the exercise price per share specified on the Cover Page, which price has been specified in accordance with the Plan and shall not be less than the Fair Market Value (as defined in paragraph 2.1(1) of the Plan) of a Share as of the date of grant.

3. **Option Period.**

(a) Subject to the provisions of paragraphs 5(a), 6(a) and 6(b) hereof, the Option shall become exercisable as to the number of Shares and on the dates specified in the exercise schedule on the Cover Page. The exercise schedule shall be cumulative; thus, to the extent the Option has not already been exercised and has not expired, terminated or been canceled, the Participant may at any time, and from time to time, purchase all or any portion of the Shares then purchasable under the exercise schedule.

(b) The Option and all rights to purchase Shares thereunder shall cease on the earliest of:

(i) the expiration date specified on the Cover Page (which date shall not be more than seven years after the date of grant);

(ii) the expiration of the period after the termination of the Participant's employment (as defined in paragraph 6.4 of the Plan) within which the Option is exercisable as specified in paragraph 5(a); or

(iii) the date, if any, fixed for cancellation pursuant to paragraph 6(b) hereof.

Notwithstanding any other provision in this Agreement, in no event may anyone exercise the Option, in whole or in part, after its original expiration date.

4. **Manner of Exercising Option.** Subject to the terms and conditions of this Agreement, the Option may be exercised online with E*Trade at www.etrade.com/stockplans or by such other means as the Committee shall approve. In accordance with present practice, when your Option is awarded, a letter or email will be sent to you from E*Trade with instructions on how to activate your account with E*Trade so that you can view and exercise your Option online. If you are a director or officer of the Company, then you must contact E*Trade Executive Support at 1-800-775-2793 in order to exercise your Option.

5. **Exercisability of Option After Termination of Employment.**

(a) During the lifetime of the Participant, the Option may be exercised only while the Participant is employed (as defined in paragraph 5 of the Plan) by the Company or a parent or subsidiary thereof, and only if the Participant has been continuously so employed since the date of this Agreement, except that:

(i) if the Participant is not a Non-Employee Director (as defined in paragraph 2.1(r) of the Plan), the Option shall continue to be exercisable for three months after termination of the Participant's employment for any reason other than death,

disability or cause, but only to the extent that the Option was exercisable immediately prior to the Participant's termination of employment;

(ii) if the Participant is not a Non-Employee Director, in the event the Participant's employment terminates because the Participant is disabled (within the meaning of Section 22(e)(3) of the Code), the Participant or his or her legal representative may exercise the Option (to the extent specified in paragraph 6(a) of this Agreement) within one year after the termination of the Participant's employment because of such disability;

(iii) if the Participant is not a Non-Employee Director and if the Participant dies while employed, or within three months after his or her termination of employment, the heirs or legatees of the Participant's estate or the person who acquired the right to exercise the Option by bequest or inheritance may exercise the Option (to the extent specified in paragraph 6(a) of this Agreement) within one year after the death of the Participant;

(iv) if the Participant is a Non-Employee Director, the Option shall continue to be exercisable after the Participant's employment ends for the remaining term of the Option, but shall be exercisable only to the extent that the Option was exercisable immediately prior to the end of Participant's employment, except that if the Participant's employment ends because of death or disability, or the Participant dies within three months of his or her employment ending, the Option, whether or not previously exercisable, shall become exercisable to the extent specified in paragraph 6(a) of Agreement and shall continue to be exercisable after the Participant's employment ends for the remaining term of the Option;

(v) if the Participant's employment terminates due to cause (as defined in paragraph 20.1 of the Plan), the Option and all rights of the Participant hereunder shall terminate immediately; and

(vi) if the Participant's employment terminates after a declaration pursuant to paragraph 6(b) of this Agreement, the Participant may exercise the Option at any time permitted by such declaration.

If, during the term of the Option, the Participant's status changes to or from that of a Non-Employee Director, the provisions of this paragraph 5(a) shall be applied to the Participant based on the Participant's status as of the date the Option was awarded.

(b) Neither the transfer of the Participant between any combination of the Company and any Affiliate, nor a leave of absence awarded to the Participant and approved by the Committee, shall be deemed a termination of employment.

6. Acceleration of Option.

(a) Disability or Death. If paragraph 5(a)(ii), 5(a)(iii) or the exception clause of paragraph 5(a)(iv) of this Agreement is applicable, the Option, whether or not previously exercisable, shall become immediately exercisable in full if the Participant shall have been employed continuously by the Company or an Affiliate between the date the Option was granted and the date of such disability or, in the event of death, the date of such Participant's death.

(b) Dissolution, Liquidation, Merger. In the event of (i) a proposed merger or consolidation of the Company with or into any other corporation, regardless of whether the Company is the surviving corporation, unless appropriate provision shall have been made for the protection of the Option by the substitution, in lieu of the Option, of an option to purchase appropriate voting stock (the "Survivor's Stock") of the corporation surviving any such merger or consolidation or, if appropriate, the parent corporation of the Company or such surviving corporation, or, alternatively, by the delivery of a number of shares of the Survivor's Stock that has a Fair Market Value as of the effective date of such merger or consolidation equal to the product of (A) the excess of (x) the Event Proceeds per Share (as hereinafter defined) covered by the Option as of such effective date, over (y) the Option exercise price per Share, times (B) the number of Shares covered by the Option, or (ii) the proposed dissolution or liquidation of the Company (such merger, consolidation, dissolution or liquidation being herein called an "Event"), the Committee shall declare, at least ten days prior to the actual effective date of an Event, and provide written notice to the Participant of the declaration, that the Option, whether or not then exercisable, shall be canceled at the time of, or immediately prior to the occurrence of, the Event (unless it shall have been exercised prior to the occurrence of the Event) in exchange for payment to the Participant, within ten days after the Event, of cash equal to the amount (if any), for each Share covered by the canceled Option, by which the Event Proceeds per Share (as hereinafter defined) exceeds the exercise price per Share covered by the Option. At the time of the declaration provided for in the immediately preceding sentence, the Option shall immediately become exercisable in full and the Participant shall have the right, during the period preceding the time of cancellation of the Option, to exercise the Option as to all or any part of the Shares covered thereby. The Option, to the extent it shall not have been exercised prior to the Event, shall be canceled at the time of, or immediately prior to, the Event, as provided in the declaration, and this Plan shall terminate at the time of such cancellation, subject to the payment obligations of the Company provided in this paragraph 6(b). For purposes of this paragraph, "Event Proceeds per Share" shall mean the cash plus the fair market value, as determined in good faith by the Committee, of the non-cash consideration to be received per Share by the stockholders of the Company upon the occurrence of the Event.

7. Limitation on Transfer. During the lifetime of the Participant, only the Participant or his or her guardian or legal representative may exercise the Option. The Participant shall not assign or transfer the Option otherwise than by will or the laws of descent and distribution, and the Option shall not be subject to pledge, hypothecation, execution, attachment or similar process. Any attempt to assign, transfer, pledge, hypothecate or otherwise dispose of the Option contrary to the provisions hereof, and the levy of any attachment or similar process upon the Option, shall be null and void.

8. Stockholder Rights Before Exercise. The Participant shall have none of the rights of a stockholder of the Company with respect to any share subject to the Option until the share is actually issued to him or her upon exercise of the Option.

9. Adjustment For Changes in Capitalization. The Option is subject to adjustment for changes in capitalization as provided in paragraph 17 of the Plan.

10. Tax Withholding. The parties hereto recognize that the Company or a parent or subsidiary thereof may be obligated to withhold federal and state income taxes and social security or other taxes upon the Participant's exercise of the Option. The Participant agrees that, at the time he or she exercises the Option, if the Company or a parent or subsidiary thereof is required to withhold such taxes, he or she will promptly pay in cash upon demand to the Company, or the parent or subsidiary having such obligation, such amounts as shall be necessary to satisfy such obligation; provided, however, that in lieu of all or any part of such a cash payment, the Committee may, but shall not be required to (or, in the case of an Participant who is a Non-Employee Director (as defined in the Plan), the Committee shall) permit the Participant to elect to cover all or any part of the required withholdings (up to the Participant's minimum required tax withholding rate) through a reduction of the number of Shares delivered to the Participant or through a subsequent return to the Company of shares delivered to the Participant.

11. Interpretation of this. All decisions and interpretations made by the Committee with regard to any question arising hereunder or under the Plan shall be binding and conclusive upon the Company and the Participant. In the event that there is any inconsistency between the provisions of this Agreement and the Plan, the provisions of the Plan shall govern.

12. Discontinuance of Employment. This Agreement shall not give the Participant a right to continued employment with the Company or any parent or subsidiary thereof, and the Company or any such parent or subsidiary thereof employing the Participant may terminate his or her employment and otherwise deal with the Participant without regard to the effect it may have upon him or her under this Agreement.

13. General. The Company shall at all times during the term of this Option reserve and keep available such number of Shares as will be sufficient to satisfy the requirements of this Agreement. This Agreement shall be binding in all respects on the Participant's heirs, representatives, successors and assigns. Agreement is entered into under the laws of the State of Minnesota and shall be construed and interpreted thereunder.

DIGI INTERNATIONAL INC.
2018 OMNIBUS INCENTIVE PLAN

Addendum I

to

Terms and Conditions of Nonstatutory Stock Option Agreement

Paragraph 6, entitled “Acceleration of Option,” is amended to add new subparagraph (c), which provides as follows:

(c) Change in Control and Employment Termination Event. The Option, whether or not previously exercisable, shall become immediately exercisable in full upon the occurrence of any “Change in Control” that occurs contemporaneously with, or is followed within 12 months of the Change in Control by, an “Employment Termination Event”.

A “*Change in Control*” will be deemed to have occurred upon the occurrence of either of the following events:

- (i) any person, as defined in Sections 3(a)(9) and 13(d)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), becomes the “beneficial owner” (as defined in Rule 13d-3 promulgated pursuant to the Exchange Act), directly or indirectly, of securities of the Company having 25% or more of the voting power in the election of directors of the Company, excluding, however, Participant (or a group of persons, including Participant, acting in concert); or
- (ii) the occurrence within any period, commencing immediately after an Annual Meeting of Stockholders and continuing to and including the Annual Meeting of Stockholders occurring on or about the third anniversary date of the commencement of such period, of a change in the Board of Directors of the Company with the result that the Incumbent Members (as defined below) do not constitute a majority of the Company’s Board of Directors. The term “Incumbent Members” shall mean the members of the Board on the date of the commencement of such period, provided that any person becoming a director during such period whose election or nomination for election was approved by a majority of the directors who, on the date of such election or nomination for election, comprised the Incumbent Members shall be considered one of the Incumbent Members in respect of such period.

An “*Employment Termination Event*” will be deemed to have occurred upon either:

For purposes of this subparagraph (c), “*Cause*” means only the following:

- (i) indictment or conviction of, or a plea of nolo contendere to, (A) any felony (other than any felony arising out of negligence), or any misdemeanor involving moral turpitude with respect to the Company, or (B) any crime or offense involving dishonesty with respect to the Company;
- (ii) theft or embezzlement of Company property or commission of similar acts involving dishonesty or moral turpitude;
- (iii) repeated material negligence in the performance of Participant’s duties after the Participant has received written notice of the same;
- (iv) Participant’s failure to devote substantially all of his working time and efforts during normal business hours to the Company’s business;
- (v) knowing engagement in conduct that is materially injurious to the Company; or
- (vi) knowingly providing materially misleading information concerning the Company to the Company’s Board of Directors, any governmental body or regulatory agency or to any lender or other financing source or proposed financing source of the Company.

For purposes of this subparagraph (c), “*Good Reason*” means the existence of one or more of the following conditions without your consent, so long as you provided written notice to the Company of the existence of the condition not later than 90 days after the initial existence of the condition and the condition has not been remedied within 30 after receipt of such notice:

- (i) the failure of the Company to pay any material amount due to Participant under a prevailing Employment Agreement;

- (ii) a meaningful diminution, without Cause, as defined above, in the responsibilities or job functions of the Participant unless approved by the Participant;
- (iii) a material reduction in total compensation potential as defined by annual base salary and cash compensation targets; or
- (iv) the relocation of Participant to an office location greater than 50 miles from his/her office location at the time of a Change in Control.

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ronald E. Konezny, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Digi International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's Board of Directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

May 1, 2018

/s/ Ronald E. Konezny

Ronald E. Konezny

President and Chief Executive Officer

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael C. Goergen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Digi International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's Board of Directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

May 1, 2018

/s/ Michael C. Goergen

Michael C. Goergen

Senior Vice President, Chief Financial Officer and Treasurer

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Digi International Inc. (the Registrant) on Form 10-Q for the fiscal quarter ended March 31, 2018 as filed with the Securities and Exchange Commission on the date hereof, each of the undersigned certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Quarterly Report on Form 10-Q complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

May 1, 2018

/s/ Ronald E. Konezny

Ronald E. Konezny
President and Chief Executive Officer

/s/ Michael C. Goergen

Michael C. Goergen
Senior Vice President, Chief Financial Officer and Treasurer