

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Schneider Terrence G.</u>			2. Issuer Name and Ticker or Trading Symbol <u>DIGI INTERNATIONAL INC [ DGII ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, SUPPLY CHAIN</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/26/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>9350 EXCELSIOR BLVD</u> <u>SUITE 700</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOPKINS MN 55343</u>								
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/26/2024		M		422	A	\$11.23	36,057	D	
Common Stock	11/26/2024		S		422	D	\$33.028 <sup>(1)</sup>	35,635	D	
Common Stock	11/26/2024		S		99	D	\$33.0187 <sup>(2)</sup>	35,536	D	
Common Stock	11/26/2024		A		6,274 <sup>(3)</sup>	A	\$32.64	41,810	D	
Common Stock	11/29/2024		S		2,808	D	\$33.0613 <sup>(4)</sup>	39,002	D	
Common Stock	11/29/2024		M		12,078	D	\$33.0788 <sup>(5)</sup>	26,924	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$11.23	11/26/2024		M			422	(6)	12/06/2025	Common Stock	422	\$0	0	D	
Employee Stock Option (right to buy)	\$11.23	11/29/2024		M			12,078	(6)	12/06/2025	Common Stock	12,078	\$0	0	D	

**Explanation of Responses:**

- Reflects the weighted average price of 422 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on November 26, 2024 with sale prices ranging from \$33.005 to \$33.040 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Reflects the weighted average price of 99 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on November 26, 2024 with sale prices ranging from \$33.015 to \$33.040 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Restricted stock units scheduled to vest in four substantially equal increments on each of November 26, 2025, 2026, 2027 and 2028.
- Reflects the weighted average price of 2,808 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on November 29, 2024 with sale prices ranging from \$33.00 to \$33.165 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Reflects the weighted average price of 12,078 shares of common stock of Digi International, Inc. sold by the reporting person in multiple transactions on November 29, 2024 with sale prices ranging from \$33.00 to \$33.3925 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Fully vested.

/s/ Joshua L. Colburn,  
Attorney-in-Fact

11/29/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**