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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

June 3, 2013

Digi International Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-34033

41-1532464

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

11001 Bren Road East, Minnetonka, Minnesota

55343

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

952-912-3444

Not Applicable

Former name or former address, if changed since last report

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 3, 2013 our Board of Directors elected each of Satbir Khanuja, Ph.D. and Girish Rishi to the Board. Dr. Khanuja was elected to serve in the class of directors whose term expires at the 2014 annual meeting of our stockholders. Mr. Rishi was elected to serve in the class of directors whose term expires at the 2015 annual meeting of our stockholders. At our 2014 annual meeting of stockholders, the Board anticipates that Dr. Khanuja shall stand for election for a new three year term and that Mr. Rishi shall stand for election for a term expiring at the 2015 annual meeting of stockholders. At this time, neither Dr. Khanuja nor Mr. Rishi has been appointed to any committee of the Board.

There is no arrangement or understanding between either Dr. Khanuja or Mr. Rishi and any other person pursuant to which either of them was selected as a director.

Each of Dr. Khanuja and Mr. Rishi shall receive restricted stock units of our common stock with a value of \$100,000 in connection with their election to the Board. These restricted stock units shall vest 50% on the first anniversary of their issuance and 50% on the second anniversary of their issuance provided the director continues to serve the company on the vesting date. The issuance of these restricted stock units shall occur after the company announces its third quarter earnings for fiscal year 2013. Each of Dr. Khanuja and Mr. Rishi shall also receive cash compensation under our non-employee director compensation program that will be pro-rated for fiscal 2013 from the date of their election to the Board as well as any committee to which they may each be appointed. The terms of this program are disclosed in the proxy statement for our 2013 annual meeting of stockholders.

A copy of the press release announcing the election of Dr. Khanuja and Mr. Rishi is attached as Exhibit 99.1 to this report on Form 8-K and incorporated herein by reference.

SIGNATURES

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 hereunto duly authorized.

Digi International Inc.

June 5, 2013

By: *Steven E. Snyder*

Name: Steven E. Snyder

Title: Senior Vice President, Chief Financial Officer and Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release Announcing Election of Directors

Digi International Announces Election of Satbir Khanuja, Ph.D. and Girish Rishi to Board of Directors

MINNETONKA, Minn. (June 4, 2013) – Digi International® Inc. (NASDAQ: DGII, www.digi.com) today announced that Satbir Khanuja, Ph.D., president and CEO of DataSphere Technologies, and Girish Rishi, senior vice president, Enterprise Solutions at Motorola Solutions, have been appointed as directors.

“We are extremely pleased to welcome these two outstanding individuals to the Digi Board of Directors,” said Joe Dunsmore, president and CEO, Digi International. “We believe Satbir’s demonstrated acumen in marketing strategy and experience with cloud-based business strategies will provide significant benefits to us given our focus on cloud-based solutions. We expect Girish’s insights from building category-leading, solutions-focused, global businesses to be enormously valuable, especially as we evolve our Etherios division.”

Dr. Khanuja has been president and CEO of DataSphere Technologies, one of the fastest-growing online marketing companies in the U.S., since 2008. From 2006 to 2008, Dr. Khanuja was with SecondSpace, Inc., an online services company operating a network of immersive lifestyle-oriented websites, where he last served as senior vice president of marketing and business development. From 1999 to 2006, Dr. Khanuja was with Amazon.com in a variety of roles, including, vice president IMDb.com and Amazon In-Theater, and vice president, worldwide traffic. Prior to his work with Amazon, Dr. Khanuja was an engagement manager with McKinsey & Company from 1998 to 1999.

Mr. Rishi has served as senior vice president, Enterprise Solutions for Motorola Solutions, since January 2013. Prior to that, he was corporate vice president, enterprise mobile computing from 2010 through 2012, and vice president, applications and data solutions from 2007 to 2009, also for Motorola. Prior to joining Motorola in 2005, Mr. Rishi was senior vice president, marketing and strategy at Matrics, Inc., a radio frequency identification systems company purchased by Symbol Technologies, from 2003 to 2004. Earlier on, he worked for Symbol Technologies, Inc. from 1995 to 2003 and held positions of increasing responsibility, starting in product management and eventually leading the Europe, Middle East and Africa region.

About Digi International

Digi International is the M2M expert, combining products and services as end-to-end solutions to drive business efficiencies. Digi provides the industry’s broadest range of wireless products, a cloud computing platform tailored for devices and development services to help customers get to market fast with wireless devices and applications. Digi’s entire solution set is tailored to allow any device to communicate with any application, anywhere in the world. For more information, visit Digi’s website at www.digi.com, or call 877-912-3444.

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