

Ballenger Brian G.
Form 3
February 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Ballenger Brian G.		(Month/Day/Year)	DIGI INTERNATIONAL INC [DGII]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/06/2019		
9350 EXCELSIOR BLVD,Â SUITE 700			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
HOPKINS,Â MNÂ 55343			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			VP Fin, Acting PFO & PAO	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,260.37 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	11/24/2019	Common Stock	2,000	\$ 8.03	D	Â
Employee Stock Option (right to buy)	Â (2)	11/22/2021	Common Stock	2,000	\$ 10.63	D	Â
Employee Stock Option (right to buy)	Â (2)	11/20/2022	Common Stock	750	\$ 9.35	D	Â
Employee Stock Option (right to buy)	Â (2)	11/20/2021	Common Stock	2,000	\$ 10.81	D	Â
Employee Stock Option (right to buy)	Â (2)	11/20/2022	Common Stock	1,250	\$ 7.4	D	Â
Employee Stock Option (right to buy)	Â (3)	01/26/2024	Common Stock	2,500	\$ 9.03	D	Â
Employee Stock Option (right to buy)	Â (4)	11/21/2023	Common Stock	3,125	\$ 13.5	D	Â
Employee Stock Option (right to buy)	Â (5)	11/28/2024	Common Stock	12,500	\$ 10.33	D	Â
Employee Stock Option (right to buy)	Â (6)	12/06/2025	Common Stock	12,500	\$ 11.23	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ballenger Brian G. 9350 EXCELSIOR BLVD SUITE 700 HOPKINS, MN 55343	Â	Â	Â VP Fin, Acting PFO & PAO	Â

Signatures

/s/ Joshua L. Colburn,
attorney-in-fact

02/11/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- (1) Includes 11,530 Restricted Stock Units that are subject to the terms and conditions set forth in the restricted stock unit award agreement and future vesting conditions.
- (2) Fully vested.
- (3) The option vests as to 25% of the shares on January 26, 2017 and thereafter in 36 monthly installments.
- (4) The option vests as to 25% of the shares on November 21, 2017 and thereafter in 36 monthly installments.

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(5) The option vests as to 25% of the shares on November 28, 2018 and thereafter in 36 monthly installments.

(6) The option vests as to 25% of the shares on December 6, 2019 and thereafter in 36 monthly installments.

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

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