

Ballenger Brian G.  
Form 3  
February 11, 2019

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## 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 \*

Â Ballenger Brian G.  
(Last) (First) (Middle)

9350 EXCELSIOR  
BLVD,Â SUITE 700

(Street)

HOPKINS,Â MNÂ 55343

(City) (State) (Zip)

1. Title of Security  
(Instr. 4)

Common Stock

2. Date of Event Requiring Statement

(Month/Day/Year)  
02/06/2019

3. Issuer Name and Ticker or Trading Symbol  
DIGI INTERNATIONAL INC [DGII]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
VP Fin, Acting PFO & PAO

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned  
(Instr. 4)

13,260.37 <sup>(1)</sup>

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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### 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)  
Title

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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