

NAWAZ AHMED  
Form 4  
December 04, 2018

**FORM 4**

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

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).

**STATEMENT OF CHANGES IN 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 \*  
NAWAZ AHMED

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
11001 BREN ROAD EAST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MINNETONKA, MN 55343  
(City) (State) (Zip)

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

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                   |
| Common Stock                    | 11/30/2018                           |                                                    | M                              |                                                                   | 2,380 A \$ 7.88                                                                               | 148,944                                                  | D                                 |
| Common Stock                    | 11/30/2018                           |                                                    | S                              |                                                                   | 2,380 D \$ 11.909 (1)                                                                         | 146,564                                                  | D                                 |
| Common Stock                    | 12/03/2018                           |                                                    | M                              |                                                                   | 1,427 A \$ 7.88                                                                               | 147,991                                                  | D                                 |
| Common Stock                    | 12/03/2018                           |                                                    | S                              |                                                                   | 1,427 D \$ 11.8534 (2)                                                                        | 146,564                                                  | D                                 |
| Common Stock                    | 12/04/2018                           |                                                    | M                              |                                                                   | 9,493 A \$ 7.88                                                                               | 156,057                                                  | D                                 |

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Common Stock      12/04/2018      S      9,493      D      \$ 11.2095      146,564      D      (3)

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy)                | \$ 7.88                                                | 11/30/2018                           |                                                    | M                              | 2,380                                                                                   | <u>(4)</u> 01/27/2019                                    | Common Stock                                                  | 2,380                         |
| Stock Option (right to buy)                | \$ 7.88                                                | 12/03/2018                           |                                                    | M                              | 1,427                                                                                   | <u>(4)</u> 01/27/2019                                    | Common Stock                                                  | 1,427                         |
| Stock Option (right to buy)                | \$ 7.88                                                | 12/04/2018                           |                                                    | M                              | 9,493                                                                                   | <u>(4)</u> 01/27/2019                                    | Common Stock                                                  | 9,493                         |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| NAWAZ AHMED<br>11001 BREN ROAD EAST<br>MINNETONKA, MN 55343 |               | X         |         |       |

## Signatures

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

12/04/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
  - (1) Reflects the weighted average price of 2,380 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on November 30, 2018 with sale prices ranging from \$11.85 to \$11.92 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.
  - (2) Reflects the weighted average price of 1,427 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on December 3, 2018 with sale prices ranging from \$11.85 to \$11.8625 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.
  - (3) Reflects the weighted average price of 9,493 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on December 4, 2018 with sale prices ranging from \$11.03 to \$11.48 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.
  - (4) Fully vested.

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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