

Nyland Jon A.  
Form 4  
February 15, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nyland Jon A.

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)  
9350 EXCELSIOR BLVD, SUITE  
700

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP, Manufacturing Operations

(Street)  
HOPKINS, MN 55343

4. 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

(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	02/13/2019		M		12,500	A	\$ 7.4	55,865.592	D
Common Stock	02/13/2019		M		21,929	A	\$ 9.35	77,794.592	D
Common Stock	02/13/2019		S		34,429	D	\$ 13.2992 (1)	43,365.592	D
Common Stock	02/14/2019		M		5,469	A	\$ 10.32	48,834.592	D
	02/14/2019		S		5,469	D		43,365.592	D

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Common Stock					\$ 13.3262 (2)		
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Common Stock	02/15/2019		M	12,500	A	\$ 10.81	55,865.592	D
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Common Stock	02/15/2019		S	12,500	D	\$ 13.4398 (3)	43,365.592	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.4	02/13/2019		M	12,500	<u>(4)</u>	11/20/2024	Common Stock	12,500
Employee Stock Option (right to buy)	\$ 9.35	02/13/2019		M	21,929	<u>(4)</u>	11/20/2022	Common Stock	21,929
Employee Stock Option (right to buy)	\$ 10.32	02/14/2019		M	5,469	<u>(5)</u>	11/28/2014	Common Stock	5,469
Employee Stock Option (right to	\$ 10.81	02/15/2019		M	12,500	<u>(4)</u>	11/20/2023	Common Stock	12,500

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nyland Jon A. 9350 EXCELSIOR BLVD SUITE 700 HOPKINS, MN 55343			VP, Manufacturing Operations	

## Signatures

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

02/15/2019

\_\_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 34,429 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 13, 2019 with sale prices ranging from \$13.20 to \$13.36 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 5,469 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 14, 2019 with sale prices ranging from \$13.30 to \$13.39 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 12,500 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 15, 2019 with sale prices ranging from \$13.40 to \$13.48 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.

(5) The option vests as to 25% of the shares on November 28, 2018 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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