

Nyland Jon A.
Form 4
February 13, 2019

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 *
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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Manufacturing Operations

HOPKINS, 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 | | | | (A) or (D) | Price |
| Common Stock | 02/11/2019 | | M | | | 22,529 | A | \$ 10.63 | 65,894.592 | D | |
| Common Stock | 02/11/2019 | | S | | | 22,529 | D | \$ 13.2259 (1) | 43,365.592 | D | |
| Common Stock | 02/12/2019 | | M | | | 7,471 | A | \$ 10.63 | 50,836.592 | D | |
| Common Stock | 02/12/2019 | | M | | | 3,071 | A | \$ 9.35 | 53,907.592 | D | |
| | 02/12/2019 | | S | | | 10,542 | D | | 43,365.592 | D | |

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Common Stock \$ 13,226
(2)

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) | \$ 10.63 | 02/11/2019 | | M | 22,529 | <u>(3)</u> 11/22/2021 | Common Stock 22,529 |
| Employee Stock Option (right to buy) | \$ 10.63 | 02/12/2019 | | M | 7,471 | <u>(3)</u> 11/22/2021 | Common Stock 7,471 |
| Employee Stock Option (right to buy) | \$ 9.35 | 02/12/2019 | | M | 3,071 | <u>(3)</u> 11/20/2022 | Common Stock 3,071 |

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

02/13/2019

__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 22,529 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 11, 2019 with sale prices ranging from \$13.15 to \$13.395 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 10,542 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 12, 2019 with sale prices ranging from \$13.20 to \$13.32 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) 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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