

DIGI INTERNATIONAL INC  
Form 8-K  
July 21, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**July 21, 2011**

**Date of report (date of earliest event reported)**

**DIGI INTERNATIONAL INC.**

**(Exact name of registrant as specified in its charter)**

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(State of Incorporation)

(Commission file number)

(I.R.S. Employer Identification No.)

**11001 Bren Road East, Minnetonka, Minnesota**

(Address of principal executive offices)

**(952) 912-3444**

**55343**

(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On July 21, 2011, Digi International Inc. ( "Digi" ) issued a press release regarding Digi's financial results for its third fiscal quarter ended June 30, 2011. A copy of Digi's press release is attached hereto as Exhibit 99.1.

The information contained in this Current Report shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act" ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

The following exhibit is furnished herewith:

- 99.1 Press Release dated July 21, 2011, announcing financial results for the third quarter of fiscal 2011.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned duly authorized.

Date: July 21, 2011

DIGI INTERNATIONAL INC.

By: /s/ Steven E. Snyder  
Steven E. Snyder  
Senior Vice President, Chief Financial Officer and  
Treasurer

EXHIBIT INDEX

| <b>No.</b> | <b>Exhibit</b>  | <b>Manner of Filing</b>     |
|------------|---|-----------------------------|
| 99.1       | Press Release dated July 21, 2011, announcing financial results for the third quarter of fiscal 2011. | Furnished<br>Electronically |