

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

FORM 144  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

OMB APPROVAL	
OMB Number:	3235-0101
Expires:	June 30,2020
Estimated average burden hours per response .....	1.00
SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	
WORK LOCATION	
(e) TELEPHONE NO.	

1(a) NAME OF ISSUER (Please type or print )			(b) IRS IDENT NO.		(c) S.E.C. FILE NO		WORK LOCATION	
DIGI INTERNATIONAL INC.			41-1532464		001-34033			
1(d) ADDRESS OF ISSUER			STREET		CITY		STATE ZIP CODE	
9350 EXCELSIOR BLVD. SUITE 700, HOPKINS MINNESOTA 55343								
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD			(b) RELATIONSHIP TO ISSUER		(c) ADDRESS STREET		CITY STATE ZIP CODE	
DAVID H SAMPSELL			INSIDER		9350 EXCELSIOR BLVD. SUITE 700, HOPKINS MINNESOTA 55343			

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
		Broker-Dealer File Number					
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities		Number of Shares or Other Units To Be Sold (See instr. 3(c))	Aggregate Market Value (See instr. 3(d))	Number of Shares or Other Units Outstanding (See instr. 3(e))	Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	Name of Securities Exchange (See instr. 3(g))
COMMON	E*TRADE SECURITIES LLC. 3 EDISON DRIVE ALPHARETTA, GA 30005		12,500	\$140,625.00	29.0 M	5/19/2020	NASDAQ

INSTRUCTIONS:

1. (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount there of outstanding, as shown by the most recent report or statement published by the issuer  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

*Furnish the following information with respect to the acquisition of the securities to be sold*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
COMMON	5/19/2020	STOCK OPTION EXERCISE	ISSUER	12,500	5/19/2020	CASH

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

## TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
DAVID H SAMPSELL 9350 EXCELSIOR BLVD. SUITE 700, HOPKINS MINNESOTA 55343				

REMARKS:

**INSTRUCTIONS:**

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whom account the securities to which this notice relates are to be sold hereby represents by whose account the securities are to be sold but also as to all other persons included in that definition. In addition, signing this notice that he does not know any material adverse information in regard to the current and information shall be given as to sales by all persons whose sales are required by paragraph (c) of Rule 144 to be prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the aggregated with sales for the account of the person filing this notice.

that person makes such representation as of the plan adoption or instruction date.

DocuSigned by:

David H Sampsell

(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION  
IF RELYING ON RULE 10B5-1

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**