

DIGI INTERNATIONAL INC

Form 8-K

October 08, 2004

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**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**

Date of Report (Date of earliest event reported) October 7, 2004

**Digi International Inc.**

(Exact name of Registrant as specified in its charter)

<b>Delaware</b>	<b>0-17972</b>	<b>41-1532464</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>11001 Bren Road East Minnetonka, Minnesota</b>		<b>55343</b>
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code		<b>(952) 912-3444</b>

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))



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Item 2.02. Results of Operations and Financial Condition.

On October 7, 2004, Digi International Inc. (the Company ) reported updated guidance for the fourth quarter of the 2004 fiscal year and the full fiscal year ended September 30, 2004. See the Company s press release dated October 7, 2004, which is furnished as Exhibit 99 and incorporated by reference in this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

The following Exhibit is being furnished herewith:

99 Press Release dated October 7, 2004.

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SIGNATURES

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

DIGI INTERNATIONAL INC.

Date: October 7, 2004

By /s/ Subramanian Krishnan  
Subramanian Krishnan  
Senior Vice President, Chief Financial  
Officer and Treasurer

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EXHIBIT INDEX

<b>No.</b>	<b>Exhibit</b>	<b>Manner of Filing</b>
99	Press Release dated October 7, 2004.	Filed Electronically