

DIGI INTERNATIONAL INC

Form 8-K

November 02, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K/A  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
November 1, 2007  
Date of report (date of earliest event reported)  
**Digi International Inc.**  
(Exact name of registrant as specified in its charter)**

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware                                    | 0-17972                  | 41-1532464                           |
| (State of Incorporation)                    | (Commission file number) | (I.R.S. Employer Identification No.) |
| 11001 Bren Road East, Minnetonka, Minnesota |                          | 55343                                |
| (Address of principal executive offices)    |                          | (Zip Code)                           |
| Telephone Number: (952) 912-3444            |                          |                                      |

(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))
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Item 2.02 Results of Operations and Financial Condition.

SIGNATURES

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This amended Form 8-K is being furnished by Digi International Inc. (the Company) to expand upon a non-GAAP reconciliation included in the Form 8-K originally submitted on November 1, 2007, announcing the Company's financial results for the fourth quarter of fiscal 2007. In the course of the conference call conducted by the Company on November 1, 2007 discussing the fourth quarter financial results, a representative of the Company made reference to the Company's earnings before taxes, depreciation and amortization (EBTDA) as a percentage of net sales for each of the most recently completed four fiscal quarters of the Company. The Form 8-K as originally submitted contained a reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure for the fourth quarter of fiscal 2007, and each Form 8-K previously submitted by the Company announcing financial results for each of the first, second and third quarters of fiscal 2007 included a comparable reconciliation of this non-GAAP financial measure for that quarter. By this amendment, the Company is presenting in one place reconciliations of this non-GAAP financial measure for each quarter of fiscal 2007 as a convenience to readers.

**Reconciliation of Income before Income Taxes to  
Earnings before Taxes, Depreciation and Amortization, and In-process Research and Development  
(In thousands of dollars and as a percent of Net Sales)**

|   | For the<br>three<br>months<br>ended<br>December<br>31, 2006 | % of<br>net<br>sales | For the<br>three<br>months<br>ended<br>March 31,<br>2007 | % of<br>net<br>sales | For the<br>three<br>months<br>ended<br>June 30,<br>2007 | % of<br>net<br>sales | For the<br>three<br>months<br>ended<br>September<br>30, 2007 | % of<br>net<br>sales |
|---|---|----------------------|--|----------------------|---|----------------------|--|----------------------|
| Net sales   | \$ 41,811   | 100.0%               | \$ 42,855  | 100.0%               | \$ 43,527   | 100.0%               | \$ 45,070  | 100.0%               |
| Income before<br>income taxes   | \$ 5,076  | 12.1%                | \$ 5,473   | 12.8%                | \$ 5,953  | 13.7%                | \$ 7,222   | 16.0%                |
| Depreciation<br>and amortization  | 2,592   | 6.2%                 | 2,538  | 5.9%                 | 2,517   | 5.8%                 | 2,518  | 5.6%                 |
| In-process<br>research and<br>development   |   | 0.0%                 |  | 0.0%                 |   | 0.0%                 |  | 0.0%                 |
| Earnings before<br>taxes,<br>depreciation and<br>amortization,<br>and in-process<br>research and<br>development | \$ 7,668  | 18.3%                | \$ 8,011   | 18.7%                | \$ 8,470  | 19.5%                | \$ 9,740   | 21.6%                |

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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: November 2, 2007

DIGI INTERNATIONAL INC.

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

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