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DIGI INTERNATIONAL INC
Form 8-K/A
April 29, 2002

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

FORM 8-K/A

AMENDMENT NO. 1

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) February 13, 2002

DIGI INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

DELAWARE	0-17972	41-1532464
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

11001 BREN ROAD EAST MINNETONKA, MINNESOTA	55343
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (952) 912-3444

Item 7. Financial Statements and Exhibits.

On February 13, 2002, Digi International Inc. ("Digi") completed its merger with NetSilicon, Inc. ("NetSilicon"). Pursuant to the Agreement and Plan of Merger, dated as of October 30, 2001, among Digi, Dove Sub Inc., a wholly owned subsidiary of Digi ("Dove Sub"), and NetSilicon (the "Merger Agreement"), NetSilicon merged with and into Dove Sub (the "Merger"). Dove Sub, as the surviving corporation in the Merger, will remain a wholly owned subsidiary of

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Digi and has adopted the name "NetSilicon, Inc." in connection with the Merger.

This Current Report on Form 8-K/A includes certain financial information required by Item 7 that was not contained in the Current Report on Form 8-K dated and filed February 22, 2002 (File No. 0-17972) relating to the Merger.

The following information follows or is attached hereto as an exhibit:

- (a) Financial Statements of NetSilicon.

The following information is attached hereto as Exhibit 99.2:

Report of Independent Certified Public Accountants

Consolidated Balance Sheets as of January 31, 2002 and 2001

Consolidated Statements of Operations for the Year Ended January 31, 2002, 2001 and 2000

Consolidated Statements of Stockholders' Equity (Deficit) for the Years Ended January 31, 2002, 2001 and 2000

Consolidated Statements of Cash Flows for the Years Ended January 31, 2002, 2001 and 2000

Notes to Consolidated Financial Statements

- (b) Pro Forma Financial Information.

The following information is attached hereto as Exhibit 99.3:

- (i) NetSilicon

Introduction to Unaudited Pro Forma Combined Condensed Statement of Operations

Unaudited Pro Forma Combined Condensed Statement of Operations for the year ended September 30, 2001

Notes to Unaudited Pro Forma Combined Condensed Financial Statements

- (ii) Digi International Inc.

Introduction to Unaudited Pro Forma Combined Condensed Financial Statements

Unaudited Pro Forma Combined Condensed Balance Sheet as of December 31, 2001

Unaudited Pro Forma Combined Condensed Statement of Operations for the three months ended December 31, 2001

Unaudited Pro Forma Combined Condensed Statement of Operations for the year ended September 30, 2001

Notes to Unaudited Pro Forma Combined Condensed Financial Statements

- (c) Exhibits.

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2 Agreement and Plan of Merger among Digi International Inc., Dove Sub Inc. and NetSilicon, Inc., dated as of October 30, 2001 (incorporated by reference to Annex A to the joint proxy statement/prospectus dated

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January 9, 2002, included in a Registration Statement on Form S-4 filed by Digi International Inc. on January 4, 2002, as amended (Reg. No. 333-74118)).

23 Consent of Independent Certified Public Accountants.

99.1 Press Release dated February 13, 2002 (incorporated by reference to Exhibit 99 to the Registrant's Current Report on Form 8-K dated February 13, 2002 and filed with the Commission on February 22, 2002 (File No. 0-17972)).

99.2 Financial Statements of NetSilicon.

99.3 Pro Forma Financial Information.

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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: April 26, 2002

By /s/ Subramanian Krishnan

Subramanian Krishnan
Senior Vice President,
Chief Financial Officer and Treasurer

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EXHIBIT INDEX

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No. ---	Exhibit -----	Manner of -----
2	Agreement and Plan of Merger among Digi International Inc., Dove Sub Inc. and NetSilicon, Inc., dated as of October 30, 2001 (incorporated by reference to Annex A to the joint proxy statement/prospectus dated January 9, 2002, included in a Registration Statement on Form S-4 filed by Digi International Inc. on January 4, 2002, as amended (Reg. No. 333-74118)).	Incorporated Reference
23	Consent of Independent Certified Public Accountants.	Filed Electronically
99.1	Press Release dated February 13, 2002 (incorporated by reference to Exhibit 99 to the Registrant's Current Report on Form 8-K dated February 13, 2002 and filed with the Commission on February 22, 2002 (File No. 0-17972)).	Incorporated Reference
99.2	Financial Statements of NetSilicon.	Filed Electronically
99.3	Pro Forma Financial Information.	Filed Electronically