

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

---

**SCHEDULE 13G**  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. )

---

Digital Turbine, Inc.  
(Name of Issuer)

---

Common Stock, \$0.0001 par value  
(Title of Class of Securities)

---

25400W102  
(CUSIP Number)

---

January 13, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)
-

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) BRC Partners Opportunity Fund, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  - 0 -
	6	SHARED VOTING POWER  2,009,119
	7	SOLE DISPOSITIVE POWER  - 0 -
	8	SHARED DISPOSITIVE POWER  2,009,119
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,009,119	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.0%	
12	TYPE OF REPORTING PERSON*  PN	

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  B. Riley Capital Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  - 0 -
	6	SHARED VOTING POWER  2,009,119
	7	SOLE DISPOSITIVE POWER  - 0 -
	8	SHARED DISPOSITIVE POWER  2,009,119
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,009,119	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.0%	
12	TYPE OF REPORTING PERSON*  IA	

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  B. Riley Financial, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  - 0 -
	6	SHARED VOTING POWER  850,671
	7	SOLE DISPOSITIVE POWER  - 0 -
	8	SHARED DISPOSITIVE POWER  850,671
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  850,671	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.3%	
12	TYPE OF REPORTING PERSON*  CO	

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  B. Riley & Co., LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  - 0 -
	6	SHARED VOTING POWER  44,955
	7	SOLE DISPOSITIVE POWER  - 0 -
	8	SHARED DISPOSITIVE POWER  44,955
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  44,955	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  Less than 1%	
12	TYPE OF REPORTING PERSON*  BD	

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Robert Antin Children Irrevocable Trust dtd 1/1/01	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  - 0 -
	6	SHARED VOTING POWER  200,000
	7	SOLE DISPOSITIVE POWER  - 0 -
	8	SHARED DISPOSITIVE POWER  200,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  200,000	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  Less than 1%	
12	TYPE OF REPORTING PERSON*  OO	

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Bryant R. Riley	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  204,030
	6	SHARED VOTING POWER  3,104,745
	7	SOLE DISPOSITIVE POWER  204,030
	8	SHARED DISPOSITIVE POWER  3,104,745
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,308,775	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  5.0%	
12	TYPE OF REPORTING PERSON*  IN	

**Item 1(a). Name of Issuer:**

Digital Turbine, Inc., a Delaware corporation (the “Issuer”).

**Item 1(b). Address of Issuer’s Principal Executive Offices:**

1300 Guadalupe Street, Suite #302  
Austin, TX 78701

**Item 2(a). Name of Person Filing:**

BRC Partners Opportunity Fund, L.P., a Delaware limited partnership (“BPOF”)  
B. Riley Capital Management, LLC, a New York limited liability company (“BRCM”)  
B. Riley Financial, Inc., a Delaware corporation (“BRF”)  
B. Riley & Co., LLC, a Delaware limited liability company (“BRC”)  
Robert Antin Children Irrevocable Trust dtd 1/1/01 (“Antin Trust”)  
Bryant R. Riley (“Mr. Riley”)

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The principal business address of each of BPOF, BRCM, BRC, the Antin Trust and Mr. Riley is:  
11100 Santa Monica Blvd. Suite 800  
Los Angeles, CA 90025

The principal place of business of BRF is:  
21860 Burbank Blvd. Suite 300 South  
Woodland Hills, CA 91367

**Item 2(c). Citizenship:**

The citizenship of each of BPOF, BRF, and BRC is Delaware.  
The citizenship of each of BRCM is New York.  
The citizenship of Robert Antin Children Trust is California.  
The citizenship of Mr. Riley is the United States of America.

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.0001 (the “Common Stock”)

**Item 2(e). CUSIP Number:**

25400W102

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable.

(a)  Broker or dealer registered under Section 15 of the Exchange Act.



- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

**(a) Amount beneficially owned:**

As of the close of business on January 20, 2016, BPOF beneficially owned 2,009,119 shares of Common Stock. BRCM, as the investment advisor and general partner of BPOF, may be deemed to beneficially own the 2,009,119 shares of Common Stock directly owned by BPOF. Mr. Riley, as CEO of BRCM and Portfolio Manager of BPOF, may be deemed to beneficially own the 2,009,119 shares of Common Stock directly owned by BRCM.

As of the close of business on January 20, 2016, BRF beneficially owned 850,671 shares of Common Stock. Mr. Riley, as Chairman of BRF may be deemed to beneficially own the 850,671 shares of Common Stock directly owned by BRF.

As of the close of business on January 20, 2016, BRC beneficially owned 44,955 shares of Common Stock. Mr. Riley, as the Chairman of BRC, may be deemed to beneficially own the 44,955 shares of Common Stock directly owned by BRC.

As of the close of business on January 20, 2016, the Antin Trust beneficially owned 200,000 shares of Common Stock. Mr. Riley, as the Trustee of the Antin Trust, may be deemed to beneficially own the 200,000 shares of Common Stock directly owned by the Antin Trust.

As of the close of business on January 20, 2016, Mr. Riley beneficially owned 204,030 shares of Common Stock in his 401(k) plan. By virtue of his relationships with BPOF, BRCM, BRF, BRC and the Antin Trust discussed above, Mr. Riley may also be deemed to beneficially own the 2,009,119 shares of Common Stock beneficially owned by BPOF and BRCM, the 850,671 shares of Common Stock beneficially owned by BRF, the 44,955 shares of Common Stock beneficially owned by BRC, and the 200,000 shares of Common Stock beneficially owned by the Antin Trust.

The foregoing should not be construed as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

**(b) Percent of class:**

The aggregate percentage of Shares reported owned by each Reporting Person is based upon 66,072,271 shares of Common Stock as reported in the Issuer's Form 10-Q for the quarterly period ending November 3, 2015 as filed with the SEC on November 9, 2015.

As of the close of business on January 20, 2016, BPOF and BRCM beneficially owned directly 2,009,119 Shares, BRF beneficially owned directly 850,671 shares, BRC beneficially owned directly 44,955 Shares, the Antin Trust beneficially owned directly 200,000 shares and Mr. Riley beneficially owned directly 204,030 shares, constituting approximately 3.0%, 1.3%, less than 1%, less than 1% and less than 1%, respectively, of the Shares outstanding.

BRCM, as the investment manager and general partner of BPOF may be deemed to beneficially own the 2,009,119 Shares directly beneficially owned in the aggregate by BPOF, constituting approximately 3.0% of the Shares outstanding.

Mr. Riley, as the Portfolio Manager of BPOF, the Chief Executive Officer of BRCM, the Chairman of BRF, the Chairman of BRC, and the Trustee of the Antin Trust may be deemed to beneficially own the 3,104,745 Shares beneficially owned in the aggregate by BPOF, BRCM, BRF, BRC and the Antin Trust constituting approximately 4.7% of the Shares outstanding. Including Mr. Riley's personal ownership, Mr. Riley may be deemed to beneficially own a total of 3,308,775 shares constituting approximately 5.0% of the Shares outstanding.

**(c) Number of shares as to which such person has:**

- (i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

- (ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

- (iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

- (iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [ ]

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 99.1

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certifications.**

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 21, 2016

BRC PARTNERS OPPORTUNITY FUND, LP

By: B. Riley Capital Management, LLC,  
its General Partner

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Chief Executive Officer

B. RILEY CAPITAL MANAGEMENT, LLC

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Chief Executive Officer

B. RILEY FINANCIAL, INC.

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Chairman

B. RILEY & CO., LLC

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Chairman

ROBERT ANTIN CHILDREN IRREVOCABLE TRUST DTD 1/1/01

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Trustee

BRYANT R. RILEY

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Exhibit 99.1

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including additional amendments thereto) with respect to the common stock, \$0.0001 par value per share, of Digital Turbine, Inc., a Delaware corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: January 21, 2016

BRC PARTNERS OPPORTUNITY FUND, LP

By: B. Riley Capital Management, LLC,  
its General Partner

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Chief Executive Officer

B. RILEY CAPITAL MANAGEMENT, LLC

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Chief Executive Officer

B. RILEY FINANCIAL, INC.

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Chairman

B. RILEY & CO., LLC

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Chairman

ROBERT ANTIN CHILDREN IRREVOCABLE TRUST DTD 1/1/01

By: /s/ Bryant R. Riley

Name: Bryant R. Riley

Title: Trustee

BRYANT R. RILEY

By: /s/ Bryant R. Riley

Name: Bryant R. Riley