

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) **August 10, 2015**

Digital Turbine, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-35958
(Commission File Number)

22-2267658
(IRS Employer Identification No.)

1300 Guadalupe Street Suite # 302, Austin TX
(Address of Principal Executive Offices)

78701
(Zip Code)

(512) 387-7717
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a) Effective August 10, 2015, Peter Guber, a director of Digital Turbine, Inc. (the "Company") since August 2007, tendered his resignation from the Company's board of directors.

In conjunction with his resignation, Mr. Guber and the Company entered into a six-month lock-up of his holdings of shares of the Company's common stock ("Shares") and any securities convertible into or exercisable or exchangeable for Shares. The Company has the right to maintain the lock up for up to 180 days after the effective date of his resignation, subject to exceptions for gifts and a "most favored nations" clause. This summary of the lock-up agreement is subject to the actual terms of the agreement, a copy of which will be contained in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ending September 30, 2015.

On August 14, 2015, the Company issued a press release announcing Mr. Guber's resignation. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 14, 2015.

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.

Dated: August 14, 2015

Digital Turbine, Inc.

By: /s/ Andrew Schleimer

Andrew Schleimer

Executive Vice President, Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated August 14, 2015.



Peter Guber Retires From Digital Turbine Board of Directors

Agrees to Six Month Lock-up of Holdings

Austin, TX – August 14, 2015 – Digital Turbine, Inc. (Nasdaq: APPS), the Company empowering operators and Original Equipment Manufacturers (“OEMs”) around the globe with end-to-end mobile solutions, today announced that Peter Guber has retired from its board of directors in conjunction with his resignation from his other public company board. Mr. Guber had been a director since August 2007, and served as chairman of the board until January 2015. His resignation was effective August 10, 2015. As part of his resignation, Mr. Guber has agreed to a six-month lock-up of his holdings of Digital Turbine common stock.

“Peter has played an invaluable role on our board over the last eight years with his world-class media and entertainment experience helping to guide us through a critical period of formation and transformation for Digital Turbine,” said Bill Stone, CEO. “We are grateful for his guidance and steadfast presence, and we wish him well in his future endeavors.”

Mr. Guber stated, “Because of my increasing involvement in my various business interests, I regret that I must resign as a director of Digital Turbine. I am very proud of the progress made by Digital Turbine during the last several years. I am enthusiastic and supportive of the company’s strategy and look forward to its continued growth.”

The board will seek a new independent director with industry expertise to replace Mr. Guber.

About Digital Turbine, Inc.

Digital Turbine works at the convergence of media and mobile communications, delivering end-to-end products and solutions for mobile operators, app advertisers, device OEMs and other third parties to enable them to effectively monetize mobile content and acquire higher value user acquisition. The company’s products include DT Ignite™, a mobile device management solution with targeted app distribution capabilities, DT IQ™, a customized user experience and app discovery tool, DT Marketplace™, an application and content store, and DT Pay™, a content management and mobile payment solution, DT Media, an advertiser solution for unique and exclusive carrier inventory, and Appia, a leading worldwide mobile user acquisition network. Digital Turbine has delivered more than 100 million app installs for hundreds of advertisers. In addition, more than 31 million customers use Digital Turbine’s solutions each month across more than 20 global operators. Headquartered in Austin, Texas with global offices in Durham, Berlin, Singapore, Sydney and Tel Aviv. For additional information visit www.digitalturbine.com or connect with Digital Turbine on Twitter at @DigitalTurbine.

For more information, contact:

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SOURCE Digital Turbine, Inc.
