

**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) **January 25, 2016**

**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.**

(d) On January 26, 2016, the board of directors of Digital Turbine, Inc. (the "Company") appointed Mohan S. Gyani as a director. Mr. Gyani was also appointed to the Compensation Committee of the board of directors.

Mr. Gyani, 64, is a private investor and beginning in 2005, has served in various capacities, the most recent of which is vice chairman, at Mobileum Inc., which designs and develops roaming services and telco big data analytics solutions to mobile network operators in the United States and internationally. From 2000 to 2003, Mr. Gyani served as president and chief executive officer of AT&T Wireless Mobility Services, Inc., a telecommunications company, and as senior advisor to the chairman and chief executive officer through 2004. From 1995 to 1999, Mr. Gyani was executive vice president and chief financial officer of AirTouch Communications, Inc., a wireless telephone service provider. Upon the acquisition of AirTouch by Vodafone, Mr. Gyani served as executive Director on the Board of Vodafone AirTouch and as its head of strategy and M&A until July 1999. Prior to AirTouch Communications, Mr. Gyani spent 15 years with Pacific Telesis Group, Inc., parent of Pacific Bell, a telecommunications company, where he held various financial and operational positions. Currently, Mr. Gyani serves on the boards of directors of Ruckus Wireless, Inc. (NYSE: RKUS), a Wi-Fi technology company, and Blackhawk Network Holdings, Inc. (NASDAQ: HAWK), a provider of prepaid payments products. He also serves on the board of directors of IDEA Cellular, a wireless service provider, and MUFU Union Bank, N.A and its financial holding company, MUFU Americas Holdings Corporation, as well as the boards of other private companies that are in the wireless mobile space. Previously, from March 2011 to July 2015, Mr. Gyani served as a director of Audience, Inc., a provider of intelligent voice and audio solutions, and as chairman from August 2011 to July 2015; from June 2007 to June 2010, he served on the board of directors of Mobile Telesystems, Inc., a cell phone operator; from March 2002 to August 2013, he served on the board of directors of Keynote Systems, Inc., a mobile and web cloud testing and monitoring company; and from October 2004 to February 2015, he served on the board of directors of Safeway, Inc., a retail food and drug company. Mr. Gyani holds a B.A. and an M.B.A. from San Francisco State University. The board of directors appointed Mr. Gyani to serve as a director based on the entirety of his experience and skills, although the board noted specifically his broad knowledge of the wireless industry, extensive industry relationships, and deep experience serving on public and private company boards.

In connection with his appointment to the board of directors, Mr. Gynai received a grant of 75,000 options that vest monthly over a three-year period. Mr. Gyani's compensation for services as a non-employee director will be consistent with that of the Company's other non-employee directors.

There are no transactions, or proposed transactions, to which the Company is or was to be a party and in which Mr. Gyani had a direct or indirect material interest that are required to be disclosed under Item 404(a) of Regulation S-K, nor are there any family relationships among Mr. Gyani and any other directors or officers of the Company.

On January 25, 2016, Jud Bowman notified the Company of his intent to resign from the board of directors effective immediately. Mr. Bowman's resignation did not involve any disagreement with the Company.

A copy of the press release regarding the above is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Press release dated January 27, 2016

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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.

Dated: January 27, 2016

Digital Turbine, Inc.

By: /s/ Andrew Schleimer  
Andrew Schleimer  
Executive Vice President, Chief Financial Officer

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**Digital Turbine Appoints Wireless Industry Veteran and Former CEO of AT&T Wireless Mobility Services Mohan Gyani to Board of Directors**

**Austin, TX – January 27, 2016 – Digital Turbine, Inc. (Nasdaq: APPS)**, a global mobile software company working to deliver the right app to the right person at the right time, today announced the appointment of Mohan Gyani as an independent director, replacing Jud Bowman following his appointment as President and CEO of Sift Media, Inc., in which Digital Turbine holds a stake. Mr. Gyani will also serve on the company’s Compensation Committee. Mr. Gyani was selected to serve based on his broad knowledge of the wireless industry, extensive industry relationships, and deep experience serving on public and private company boards.

“Mohan’s more than 30 years of global experience across the telecom and wireless industries will add a valuable perspective to our Board of Directors,” said Rob Deutschman, Chairman of Digital Turbine. “As mobile operators and OEMs expand their participation in the explosive growth of applications, Mohan’s experience and counsel will be invaluable in helping Digital Turbine to capitalize on this enormous opportunity.”

“In my career, I have concentrated on leading businesses into new frontiers by anticipating the impact of technology shifts and by being prepared to deliver on the fundamental changes these would have on customers’ needs,” said Mohan Gyani. “The growth in mobile applications is dramatically changing how consumers live their lives, especially considering the massive adoption of smartphones and tablets. In Digital Turbine, I see an industry leader that is at the intersection of this trend, connecting the mobile operators and OEMs to application providers through their proprietary software. I look forward to working with the board and management team to make this vision a reality.”

Concluded Mr. Deutschman, “We also thank Jud for his considerable contributions to Digital Turbine as a member of the board. Given the demands of his time at Sift, we mutually agreed that this is the right time to effect a transition. We wish him every success in his new endeavor.”

“I want to thank Rob and the other members of the board and management team for the opportunity to serve on the Digital Turbine board,” said Jud Bowman. “As the CEO of Sift Media, our Sift investors thought it best that I focus 100% of my efforts on our new venture. I continue to be a large Digital Turbine shareholder and remain fully supportive of the company’s strategy and prospects. I look forward to collaborating with Digital Turbine through its board membership and meaningful interest in my new venture.”

Mr. Gyani is a private investor and an advisor at Primera Capital, a venture capital firm that helps build sustainable, successful companies that focus on innovative products, services and technologies. His career includes serving as the President and Chief Executive Officer of AT&T Wireless Mobility Services from 2000 until his retirement from that company in 2003, and as a senior advisor to the Chairman and Chief Executive Officer of AT&T Wireless through December 2004. From 1995 through 1999, he was the Executive Vice President and Chief Financial Officer of AirTouch Communications, a wireless telephone services provider. Upon the acquisition of AirTouch by Vodafone, Mr. Gyani served as executive Director on the board of Vodafone AirTouch and as its head of strategy and M&A until July 1999. Prior to AirTouch Communications, Mr. Gyani spent 15 years with Pacific Telesis Group, Inc., parent of Pacific Bell, a telecommunications company, where he held various financial and operational positions.

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Mr. Gyani currently serves as Vice Chairman of Mobileum, Inc., which designs and develops roaming services and telco big data analytics solutions to mobile network operators in the United States and internationally, and is currently a member of the boards of Ruckus Wireless, Inc. (NYSE: RKUS), a Wi-Fi technology company; Blackhawk Network Holdings, Inc. (Nasdaq: Hawk), a provider of prepaid payments products; IDEA Cellular, a wireless service provider and MUFU Union Bank, N.A and its financial holding company, MUFU Americas Holdings Corporation, as well as the boards of other private companies that are in the wireless mobile space. Mr. Gyani has also held board positions at Mobile Telesystems (MTS), a cell phone operator from June 2007 to June 2010. From March 2002 to August 2013, he served on the board of directors of Keynote Systems, Inc., a mobile and web cloud testing and monitoring company, and from October 2004 to February 2015, he served on the board of directors of Safeway, Inc., a retail food and drug company. Mr. Gyani holds a Bachelor of Arts in Business and a Masters in Business Administration in Finance from San Francisco State University.

#### **About Digital Turbine**

Digital Turbine works at the convergence of media and mobile communications, delivering end-to-end products and solutions for mobile operators, device OEMs, app advertisers and publishers, that enable efficient user acquisition, app management and monetization opportunities. The company's products include Ignite™, a mobile device management solution with targeted app distribution capabilities, Discover™, a customized user experience and app discovery tool, Marketplace™, an application and content store, and Pay™, a content management and mobile payment solution. Digital Turbine Media encompasses a leading independent user acquisition network as well as an advertiser solution for unique and exclusive carrier inventory. Digital Turbine has delivered more than 130 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. The company is headquartered in Austin, Texas with global offices in Durham, Berlin, San Francisco, Singapore, Sydney and Tel Aviv. For additional information visit <http://www.digitalturbine.com/> or connect with Digital Turbine on Twitter at @DigitalTurbine.

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