

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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):

June 20, 2019

**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.)
111 Nueces Street, Austin, TX (Address of principal executive offices)		78701 (Zip Code)
Registrant's telephone number, including area code		512 387 7717

(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))

Securities registered pursuant to Section 12(b) of the Act.

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock	APPS	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(d) On June 20, 2019, the board of directors of Digital Turbine, Inc. (the "Company") appointed Michelle M. Sterling as a director, effective June 20, 2019.

Michelle M. Sterling joined Qualcomm, Inc. ("Qualcomm") [NASDAQ: QCOM] in 1994 and has been Executive Vice President of Human Resources at Qualcomm since 2015. Previously, she was SVP, Human Resources at Qualcomm. Throughout her 24-year tenure with Qualcomm, Ms. Sterling has supported Qualcomm's strategies in complex transactions including joint ventures and divestitures. Ms. Sterling currently has direct responsibility for more than 33,000 Qualcomm employees worldwide and serves as a member of Qualcomm's executive committee. She currently serves on the executive committee and board of directors of San Diego Regional Economic Development Corporation, and previously was a board member for Girl Scouts San Diego, chair of the board of directors of Serving Seniors, vice-chair of the board of directors and chair of the advisory council of Occupational Training Services, and chair of the corporate board of directors for the San Diego Workforce Partnership. Ms. Sterling received the Tribute to Women in Industry (TWIN) award from the YWCA of San Diego County in 2002. Ms. Sterling was also honored as one of the Top 50 Women in Technology by San Diego Business Journal in 2019. Ms. Sterling holds a B.S. in Business Management from the University of Redlands. The board of directors appointed Ms. Sterling to serve as a director based on the entirety of her experience and skills, although the board noted specifically her wide-ranging technology experience, knowledge, and understanding of global organizational structures.

In connection with her appointment to the board of directors, Ms. Sterling will receive substantially the same equity and cash compensation for services as the Company provides to other non-employee director, including for committee service. The Company reviews and may change its compensation for directors from time to time, however the compensation for directors that is currently in effect is disclosed in the Company's definitive proxy statement filed July 30, 2018.

There are no transactions, or proposed transactions, to which the Company is or was to be a party and in which Ms. Sterling 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 Ms. Sterling and any other directors or officers of 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 June 21, 2019](#)

**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 hereunto duly authorized.

Dated: June 21, 2019

**Digital Turbine, Inc.**

/s/ Barrett Garrison

By: Barrett Garrison

Its: Executive Vice President, Chief Financial Officer



## Digital Turbine Appoints Michelle Sterling to its Board of Directors

### Qualcomm Executive Officer to Join Board in June

**Austin, TX – June 21, 2019** – Digital Turbine, Inc. (Nasdaq: APPS) today announced the appointment of Michelle Sterling, EVP of Human Resources at Qualcomm, Incorporated, as an independent director to its board effective June 20, 2019. Ms. Sterling was selected to serve based on her accomplished track record and proven leadership acumen across numerous functional areas during her 24-year tenure at Qualcomm. In addition to performing in her current role as EVP of Human Resources, Ms. Sterling has valuable experience in complex transactions including acquisitions joint ventures and divestitures.

Ms. Sterling joined Qualcomm in 1994 and during her tenure, she has provided vital HR leadership to nearly all areas of the company. She currently has direct responsibility for more than 33,000 Qualcomm employees worldwide and serves as a member of Qualcomm’s executive committee.

“Michelle is an extremely accomplished executive who contributes a wealth of industry experience and expertise to our Board of Directors,” said Rob Deutschman, Chairman of Digital Turbine. “As Digital Turbine enters its next phase of meaningful growth with additional partners and platform features, Michelle’s wide-ranging technology experience, knowledge, and understanding of how to structure global organizations to scale can prove an invaluable asset to help the company more effectively capitalize on this enormous opportunity.”

“It’s an exciting time to join Digital Turbine. I’ve been very impressed with the evolving growth story and look forward to contributing toward, and helping to shape the trajectory of, the next phase of growth. I certainly appreciate the value of this unique platform offering. I look forward to helping the Digital Turbine team shape the future of the company that most efficiently capitalizes on the immense global opportunity in front of it.”

### Michelle Sterling Background

Michelle Sterling is executive vice president of human resources for Qualcomm Incorporated. In this role, Sterling has direct responsibility for all human resources functions at Qualcomm including: learning and development, organization planning, compensation, benefits, employee relations, corporate social responsibility, staffing, employee communications, global inclusion and diversity, security, real estate and facilities for over 33,000 employees worldwide. Sterling also serves as a member of Qualcomm’s executive committee.

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Sterling is currently on the Executive Committee and Board of San Diego Regional Economic Development Corporation. Her previous board service includes serving as a Board member for Girl Scouts San Diego; chair of the Board of Directors, Serving Seniors, vice chair of the Board of Directors for Occupational Training Services (OTS); chair of the Advisory Council for OTS; and chair of the Corporate Board of Directors for the San Diego Workforce Partnership. She was also awarded the TWIN (Tribute to Women in Industry) award by the YWCA and honored as one of the Top 50 Women in Technology by San Diego Business Journal. Sterling holds a bachelor's degree in Business Management from the University of Redlands.

**About Digital Turbine**

Digital Turbine innovates at the convergence of media and mobile communications, connecting top mobile operators, OEMs and publishers with app developers and advertisers worldwide. Its comprehensive Mobile Delivery Platform powers frictionless user acquisition and engagement, operational efficiency and monetization opportunities. Digital Turbine's technology platform has been adopted by more than 30 mobile operators and OEMs worldwide, and has delivered more than two billion app preloads for tens of thousands advertising campaigns. The company is headquartered in Austin, Texas, with global offices in Durham, Mumbai, San Francisco, Singapore and Tel Aviv. For additional information visit [www.digitalturbine.com](http://www.digitalturbine.com).

**For more information, contact:**

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