

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * GUBER PETER		2. Issuer Name and Ticker or Trading Symbol Digital Turbine, Inc. [APPS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2015		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
1300 GUADALUPE STREET, SUITE 302			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street)			(City)		(State)
AUSTIN, TX 78701			(Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/27/2015		X		666,667	A	\$ 1.25	3,999,810	I	See footnote 2.
Common Stock	04/27/2015		S(1)		214,432	D	\$ 3.886	3,785,378 (2)	I	See footnote 2.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrant (right to buy)	\$ 1.25	04/27/2015		X		666,667	06/21/2010	06/21/2015	Common Stock	666,667	\$ 0	0	I (3)	See footnote 3.
Common Stock Warrant (right to buy)	\$ 3.50						04/12/2014	04/12/2018	Common Stock	35,714		35,714	I (3)	See footnote 3.
Employee stock options (right to buy)	\$ 13.75						06/18/2008	06/18/2018	Common Stock	100,000		100,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUBER PETER 1300 GUADALUPE STREET SUITE 302 AUSTIN, TX 78701	X			
GUBER FAMILY TRUST 1300 GUADALUPE STREET SUITE 302 AUSTIN, TX 78701	X			

## Signatures

/s/ Peter Guber <small>Signature of Reporting Person</small>		04/28/2015 <small>Date</small>
/s/ Peter Guber, Trustee of the Guber Family Trust <small>Signature of Reporting Person</small>		04/28/2015 <small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- In his capacity as a trustee of the Guber Family Trust (the "Trust"), Peter Guber exercised a warrant to purchase 666,667 shares of Issuer's common stock at a purchase price of \$1.25 per share and paid the exercise price on a cashless basis. Issuer withheld 214,432 warrant shares to pay the exercise price and issued the remaining 452,235 shares to the Trust. Issuer also paid \$2.41 to the Trust in lieu of a fractional share.
- (1) Beneficial ownership: 212,800 shares are held by Peter Guber and 3,572,678 shares are held by the Trust of which Mr. Guber is a trustee. Mr. Guber disclaims beneficial ownership of shares held by the Trust except to the extent of his pecuniary interest therein.
  - (2) Warrants owned by the Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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