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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person * <u>GARRISON J. BARRETT</u>  (Last) (First) (Middle)  110 SAN ANTONIO STREET SUITE 160  (Street) AUSTIN TX 78701  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Digital Turbine, Inc. [ APPS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title below) Other (specify below)  <u>Executive Vice President, CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/22/2023		A		43,524 <sup>(1)(2)</sup>	A	\$0	405,412	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (right to buy) <sup>(3)(4)</sup>	\$14.36	05/22/2023		A		64,291		05/22/2024	05/23/2033	Common Stock	64,291	\$0	64,291	D	
Performance Stock Units <sup>(5)</sup>	\$0	05/22/2023		A		87,047 <sup>(6)</sup>		05/22/2024	<sup>(7)</sup>	Common Stock	87,047 <sup>(6)</sup>	\$0	87,407 <sup>(6)</sup>	D	
Performance Stock Units <sup>(5)</sup>	\$0	05/22/2023		A		34,819 <sup>(8)</sup>		05/22/2026	<sup>(7)</sup>	Common Stock	34,819 <sup>(8)</sup>	\$0	34,819 <sup>(8)</sup>	D	

**Explanation of Responses:**

- Restricted Stock Units ("RSUs") granted pursuant to Issuer's 2020 Equity Incentive Plan.
- RSUs vest over four years. One-fourth of the RSUs vest on the first anniversary of the grant date (i.e., the date indicated). The balance vest proportionately each quarter over the remaining three years.
- Employee stock options (right to buy)("Options") granted pursuant to Issuer's 2020 Equity Incentive Plan.
- Options vest over four years. One-fourth of the options vest on the first anniversary of the grant date (i.e., the date indicated). The balance vest proportionately each quarter over the remaining three years.
- Performance Stock Units ("PSUs") granted pursuant to Issuer's 2020 Equity Incentive Plan.
- This is a target only. The value of PSUs is tied to satisfaction of certain performance criteria (other than the price of Issuer's common stock) determined after the close of FY2026. Reporting Person may acquire shares of Issuer's common stock to the extent that the performance criteria are satisfied. The actual number of shares ultimately deliverable ranges from -0- to 174,094 (subject to any subsequent stock splits and the like).
- Not applicable
- This is a target only. The value of PSUs is tied to satisfaction of certain performance criteria (other than the price of Issuer's common stock) determined after the close of FY2026. Reporting Person may acquire shares of Issuer's common stock to the extent that the performance criteria are satisfied. The actual number of shares ultimately deliverable ranges from -0- to 69,638 (subject to any subsequent stock splits and the like).

**Remarks:**

/s/ Barrett Garrison 05/25/2023  
 \*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.