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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>STONE WILLIAM GORDON III</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year) 05/25/2023		

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	05/22/2023		A		106,198 ⁽¹⁾⁽²⁾	A	\$0	1,717,248	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
Employee Stock Options (right to buy) ⁽³⁾⁽⁴⁾	\$14.36	05/22/2023		A		156,893		05/22/2024 ⁽⁴⁾	05/25/2033	Common Stock	156,893	\$14.36	156,893	D	
Performance Stock Units ⁽⁵⁾	\$0	05/22/2023		A		212,396 ⁽⁶⁾		05/22/2026	⁽⁷⁾	Common Stock	212,396 ⁽⁶⁾	\$0	212,396 ⁽⁶⁾	D	

Explanation of Responses:

- 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 during the remaining three years.
- Restricted Stock Units ("RSUs") granted pursuant to Issuer's 2020 Equity Incentive Plan.
- Employee stock options (right to buy)("Options") granted pursuant to Issuer's 2020 Equity Incentive Plan.
- Options vest over four years. 25% of the Options vest on the first anniversary of the grant date (i.e., the date indicated), and the balance vests 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 236,909 (subject to any subsequent stock splits and the like).
- Not applicable

Remarks:

On May 22, 2023, the reporting person was granted a combination of equity awards under the Company's 2020 Equity Incentive Plan (the "Plan") comprised of stock options, time-vesting restricted stock units, performance-vesting restricted stock units based on certain performance metrics, and performance-vesting restricted stock units based on certain other performance metrics. Although the aggregate number of shares underlying such awards could theoretically exceed the annual 500,000 share limit under the Plan if the Company achieved certain performance targets, the Plan provides that any award that includes shares in excess of the Plan's limitations shall be void with respect to such excess shares. This amendment to Form 4 is being filed to amend and restate the entire original Form 4 filing to reflect such voiding of PSUs under the terms of the Plan.

/s/ William Gordon Stone III 09/19/2023

** 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.