

Bauer Roy A.  
Form 4  
February 23, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bauer Roy A.

(Last) (First) (Middle)  
N6654 STATE HWY 25  
  
(Street)

DURAND, WI 54736

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Digitiliti Inc [digi.pk]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 09/30/2009                           |  | A <sup>(1)</sup>               | V   | 546,875   | A  | \$ 0.2                            |
| Common Stock                    | 12/31/2009                           |  | A <sup>(2)</sup>               | V   | 109,374   | A  | \$ 0.2                            |

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

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SEC 1474  
(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Warrants                                   | \$ 0.2   | 10/31/2009                           |  | A <sup>(3)</sup>               | 500,000   | 10/31/2009 10/31/2014                                    | Common Stock 500,000  |
| Options <sup>(4)</sup>                     | \$ 0.385   |                                      |  |                                |   | 02/06/2009 02/06/2019                                    | Common Stock 225,000  |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| Bauer Roy A.<br>N6654 STATE HWY 25<br>DURAND, WI 54736 | X             |           | President |       |

## Signatures

Roy A. Bauer                      02/23/2010  
 \_\_Signature of                      Date  
 Reporting Person

## 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).
- (1) These shares were acquired in lieu of cash reflecting the payment of \$109,375.05 in accrued wages due to Mr. Bauer by the Company as of September 30, 2009.
- (2) These shares were acquired in lieu of cash reflecting the payment of \$21,847.80 in accrued wages due to Mr. Bauer by the Company for the months of October, November and December, 2009.
- (3) On October 30, 2009, the Board of Directors approved that Mr. Bauer be given a signing bonus of 500,000 Warrants at \$0.20 per Warrant effective February 9, 2009.
- (4) On February 6, 2009, the Board of Directors of the Company granted Mr. Bauer the option to acquire 225,000 shares, with a three year vesting, at an exercise price of \$0.385 per share, with a ten year term, as previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.