Scheetz Jack B. Form 3 July 08, 2011

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

**SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Digitiliti Inc [DIGI.PK] Scheetz Jack B. (Month/Day/Year) 06/29/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 266 EAST 7TH STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner \_X\_\_ Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person (give title below) (specify below) ST. PAUL, MNÂ 55075 Form filed by More than One Interim President & CEO Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock, par value \$0.001 275,000 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$ 

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
			(Instr. 4)		Price of Derivativ	Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative	Security:	
					Security	Direct (D)	
						or Indirect	

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				Shares		(I) (Instr. 5)	
Warrant (Right to Buy)	02/28/2011	02/28/2016	Common Stock	137,500	\$ 0.3	D	Â
Secured Convertible Promissory Note (Right	02/28/2011	08/01/2012	Common Stock	<u>(2)</u>	\$ 0.2	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>Fg</b>	Director 10% Owner		Officer	Other		
Scheetz Jack B. 266 EAST 7TH STREET ST. PAUL Â MNÂ 55075	ÂΧ	Â	Interim President & CEO	Â		

## **Signatures**

Jack B. Scheetz 07/08/2011

\*\*Signature of Date Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Mr. Scheetz purchased the promissory note in the principal amount of \$55,000 and the warrant under the Convertible Promissory Note (1) and Warrant Purchase Agreement dated February 28, 2011. The note is convertible into common shares at the option of the holder at any time prior to maturity.
- (2) The number of shares is dependent on the outstanding principal balance on the note plus accred but unpaid interest on the note at the time of conversion.

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.

Reporting Owners 2