

Digitiliti Inc
Form DEFA14A
September 03, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. ___)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

DIGITILITI, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Digitiliti, Inc.
Important Notice
Regarding the Availability of Proxy Materials for the Shareholder Meeting
to be held on October 14, 2010.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in these materials before voting.

The Proxy Statement and Annual Report are available at: www.digitiliti.com/proxy2010

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before October 1, 2010 to facilitate timely delivery.

Meeting Information

Meeting Type:	Annual Meeting
Meeting Date:	October 14, 2010
Meeting Time:	1:00 P.M.
Meeting Location:	Digitiliti, Inc. 266 East 7th Street, 4th floor St. Paul, Minnesota 55101

If you need directions for attending the meeting and voting in person, please send an email request to: Proxy2010@digitiliti.com

How to Access the Proxy Materials

The Proxy Materials are available to VIEW or RECEIVE:

- | | | | |
|-----------------------|-----------------------------|--------------------|---------------|
| 1. 10-K Annual Report | 2. Notice of Annual Meeting | 3. Proxy Statement | 4. Proxy Card |
|-----------------------|-----------------------------|--------------------|---------------|

To View Online, Visit: www.digitiliti.com/proxy2010

TO ORDER A PAPER OR E-MAIL COPY OF THESE MATERIALS:

1. Call our toll-free number at (888) 292-3396
2. Visit our website at www.digitiliti.com/proxy2010
3. Send us an email at proxy2010@digitiliti.com Please clearly identify the reports you are requesting and the name and address or email address to which the material should be sent.

See the reverse side of this notice to obtain voting instructions

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person. By Attending the Annual Meeting

OR

Vote By Mail. By Downloading the Proxy Card at: www.digitiliti.com/proxy2010 then print and mail it.

Note: Registered Stockholders will receive a Proxy Card and return envelope by mail at least ten days following this Notice.

Voting Items

Proposal No. 1:

The Board of Directors recommends that you vote For the following director nominees.

To elect the following to the Board of Directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified:

- 01) Roy A. Bauer
- 02) Kedar R. Belhe
- 03) Karen Gilles Larson
- 04) R.M. Rickenbach
- 05) Benno G. Sand

The Board of Directors recommends you vote FOR the following proposal(s):

Proposal No. 2:

To approve the 2010 long-term incentive plan.

Proposal No. 3:

To approve an amendment to our Certificate of Incorporation to increase the number of authorized shares from 110,000,000 to 135,000,000 shares and allocate the additional shares as common stock.

Proposal No. 4:

To ratify the appointment of Malone and Bailey, LP to serve as independent registered public accounting firm for the year ending December 31, 2010.

Note: To transact such other business as may properly come before the annual meeting and any and all adjournments or postponements thereof.