Scheetz Jack B.
Form 3
July 08, 2011

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF 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 *
Â Scheetz Jack B.
(Last) (First) (Middle)

266 EAST 7TH STREET
(Street)

ST. PAUL,Â MNÂ 55075
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/29/2011

3. Issuer Name **and** Ticker or Trading Symbol
Digitiliti Inc [DIGI.PK]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Interim President & CEO

5. If Amendment, Date 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.001	275,000	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Warrant (Right to Buy) (1)	02/28/2011	02/28/2016	Common Stock	137,500	$ 0.3	D	Â
Secured Convertible Promissory Note (Right to Convert) (1)	02/28/2011	08/01/2012	Common Stock	(2)	$ 0.2	D	Â

Reporting Owners

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

Signatures

Jack B. Scheetz	07/08/2011
**Signature of Reporting Person	Date

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).

(1) Mr. Scheetz purchased the promissory note in the principal amount of $55,000 and the warrant under the Convertible Promissory Note 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.
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