

Digitiliti Inc  
Form NT 10-K  
March 31, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

SEC FILE NUMBER 000-53235

CUSIP NUMBER 253895 10 6

(Check One)  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form N-SAR  Form N-CSR

For the Period Ended December 31, 2008.

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended \_\_\_\_\_

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I - REGISTRANT INFORMATION**

Full Name of Registrant:	Digitiliti, Inc.
Former Name if Applicable:	N/A
Address of Principal	266 East 7 <sup>th</sup> Street, 4 <sup>th</sup> Floor
Executive Office:	St. Paul, Minnesota 55101

**PART II - RULES 12b-25 (b) and (c)**

If the subject report could not be filed without unreasonable effort or expense, and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date.

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.



**PART III - NARRATIVE**

The Company is in the process of completing its audited financial statements, and believes that the subject Annual Report will be available for filing on or before April 15, 2009.

**PART IV - OTHER INFORMATION**

(1) Name and address of person to contact in regard to this notification:

Leonard W. Burningham, Esq.

455 East 500 South, Suite 205

Salt Lake City, Utah 84111

Telephone: (801) 363-7411

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the Registrant was required to file such report(s) been filed?

If the answer is no, identify report(s).  Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

DIGITILITI, INC. has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

*Date: March 30, 2009*

*By: /s/Roy A. Bauer  
Roy A. Bauer, President*