

Clement Craig Kendall
Form 4/A
April 25, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clement Craig Kendall

(Last) (First) (Middle)

626 JESSAMINE ST.

(Street)

SAN ANTONIO, TX 78209

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Digerati Technologies, Inc. [DTGI]

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

06/29/2017

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

04/18/2018

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, \$.001 par value per share | 06/29/2017 | | A | | 152,941 | A | \$ 0.26 | 552,345 | D |
| Common Stock, \$.001 par value per share | 12/01/2017 | | A | | 154,286 | A | \$ 0.35 | 706,631 | D |
| Common Stock, | 01/11/2018 | | S | | 26,000 | D | \$ 0.55 | 680,631 | D |

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| | | | | | | | | |
|--|------------|---|---------|---|------------|--------------------|---|--|
| Common Stock, \$.001 par value per share | | | | | | | | |
| Common Stock, \$.001 par value per share | 01/23/2018 | A | 208,539 | A | \$ 0.14 | 889,170 | D | |
| Common Stock, \$.001 par value per share | 02/20/2018 | S | 21,500 | D | \$ 0.44 | 867,670 | D | |
| Common Stock, \$.001 par value per share | 02/22/2018 | S | 7,500 | D | \$ 0.42 | 860,170 | D | |
| Common Stock, \$.001 par value per share | 03/23/2018 | S | 7,250 | D | \$ 0.38 | 852,920 | D | |
| Common Stock, \$.001 par value per share | 03/26/2018 | S | 2,300 | D | \$ 0.38 | 850,620 | D | |
| Common Stock, \$.001 par value per share | 03/27/2018 | S | 20,100 | D | \$ 0.35 | 830,520 | D | |
| Common Stock, \$.001 par value per share | 03/28/2018 | S | 6,000 | D | \$ 0.36 | 824,520 <u>(1)</u> | D | |
| Common Stock, \$.001 par value per share | | | | | | 395,784 <u>(1)</u> | I | CEO of Flagship Oil & Gas Corp. |

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 |
| Option to purchase common stock | \$ 0.35 | 12/01/2017 | | A | | 300,000 | | 12/01/2017 | 12/01/2022 | Common Stock, \$.001 par value per share | 300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Clement Craig Kendall 626 JESSAMINE ST. SAN ANTONIO, TX 78209 | X | X | | |

Signatures

/s/ Craig K. Clement 04/25/2018

**Signature of Reporting Person

Date

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).

The beneficial ownership is 1,820,304 shares of common stock, comprised of 824,520 shares of common stock owned of record, 600,000 (1) shares of common stock underlying currently exercisable warrants, and 395,784 shares of common stock owned by Flagship Oil & Gas Corp., an affiliate of Mr. Clement.

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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