

Digerati Technologies, Inc.  
Form 10-Q/A  
April 26, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended January 31, 2019

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 001-15687

**DIGERATI TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

**74-2849995**

(State or Other Jurisdiction of

(IRS Employer Identification No.)

Incorporation or Organization)

**1600 NE Loop 410, Suite 126**

**San Antonio, Texas**

**78209**

Address of Principal Executive Offices Zip Code

**(210) 614-7240**

Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's Common Stock, \$0.001 par value per share, as of March 18, 2019, was 18,029,798.

## **EXPLANATORY NOTE**

We are filing this Amendment No. 1 on Form 10-Q/A (this “Amendment”) to the Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2019 (the “Form 10-Q”) originally filed on March 18, 2019 (“Original Filing Date”) of Digerati Technologies, Inc. ("Digerati") for the purpose of amending and restating in its entirety Part I, Item 4. to amend the conclusion regarding the adequacy of Digerati's disclosure controls and procedures as of January 31, 2019.

No other changes have been made to the Form 10-Q. This Amendment speaks as of the Original Filing Date and does not reflect events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way the disclosures made in the Form 10-Q. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Filing.

**INDEX**

**PART I**

Item 4. Controls and Procedures 1

**SIGNATURES** 2

ii

## **Part I**

### **Item 4. Controls and Procedures.**

#### ***(a) Evaluation of Disclosure Controls and Procedures***

In connection with the preparation of this quarterly report on Form 10-Q for the quarter ended January 31, 2019, our Principal Executive Officer ("PEO") and Principal Financial Officer ("PFO") evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our PEO and PFO concluded that our disclosure controls and procedures as of the end of the period covered by this report were not effective such that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our Chief Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

#### ***(b) Changes in Internal Controls over Financial Reporting***

There were no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as there has been no implementation to date of processes and/or procedures to remedy internal control weaknesses and deficiencies.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**DIGERATI TECHNOLOGIES, INC.**  
(Registrant)

Date: April 26, 2019 By: /s/ Arthur L. Smith  
Arthur L. Smith

Name: President and

Title Chief Executive Officer

(Duly Authorized Officer and Principal Executive Officer)

Date: April 26, 2019 By: /s/ Antonio Estrada Jr.  
Antonio Estrada Jr.

Name:  
Chief Financial Officer

Title  
(Duly Authorized Officer and Principal Financial Officer)