

Clement Craig Kendall  
 Form 4  
 April 18, 2018

# FORM 4

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

OMB APPROVAL

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## 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

(Print or Type Responses)

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

(Last) (First) (Middle)

626 JESSAMINE STREET

(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)

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 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                           |
| Common Stock, \$.001 par value per share | 12/01/2017                           |  | A                              |   | 154,286   | A  | \$ 0.35                           |
| Common Stock,                            | 01/11/2018                           |  | S                              |   | 26,000  | D  | \$ 0.55                           |

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|  |            |   |         |   |         |                        |   |                                 |
|--|------------|---|---------|---|---------|------------------------|---|---------------------------------|
| 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 | 03/26/2018 | S | 2,300   | D | \$ 0.38 | 857,870 <sup>(1)</sup> | D |                                 |
| Common Stock, \$.001 par value per share |            |   |         |   |         | 395,784 <sup>(1)</sup> | 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 required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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<br>626 JESSAMINE STREET<br>SAN ANTONIO, TX 78209 | X             | X         |         |       |

## Signatures

/s/ Craig K. Clement  
04/18/2018

\*\*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 1,853,654 shares of common stock, comprised of 857,870 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.