

Clement Craig Kendall
 Form 4/A
 April 25, 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 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
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	03/23/2018	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 ⁽¹⁾	D	
Common Stock, \$.001 par value per share						395,784 ⁽¹⁾	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

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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. 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.