

Flagship Oil &amp; Gas Corp.

Form 4

April 18, 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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Flagship Oil & Gas Corp.

(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)  
08/11/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 | 08/11/2017                           |                                                    | J <sup>(1)</sup>               |                                                                   | 270,000 | D          | <u>(1)</u> | 2,373,048                                                                                     | D                                                        |                                                       |
| Common Stock, \$.001 par value per share | 08/21/2017                           |                                                    | J <sup>(1)</sup>               |                                                                   | 260,000 | D          | <u>(1)</u> | 2,113,048                                                                                     | D                                                        |                                                       |
| Common Stock,                            | 08/24/2017                           |                                                    | J <sup>(1)</sup>               |                                                                   | 170,667 | D          | <u>(1)</u> | 1,942,381                                                                                     | D                                                        |                                                       |

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\$.001 par  
value per  
share

Common  
Stock,

|                                  |            |                  |        |   |     |           |   |
|----------------------------------|------------|------------------|--------|---|-----|-----------|---|
| \$.001 par<br>value per<br>share | 09/11/2017 | J <sup>(1)</sup> | 50,995 | D | (1) | 1,891,386 | D |
|----------------------------------|------------|------------------|--------|---|-----|-----------|---|

Common  
Stock,

|                                  |            |                  |           |   |     |         |   |
|----------------------------------|------------|------------------|-----------|---|-----|---------|---|
| \$.001 par<br>value per<br>share | 11/06/2017 | J <sup>(1)</sup> | 1,007,732 | D | (1) | 883,654 | D |
|----------------------------------|------------|------------------|-----------|---|-----|---------|---|

Common  
Stock,

|                                  |            |                  |         |   |     |         |   |
|----------------------------------|------------|------------------|---------|---|-----|---------|---|
| \$.001 par<br>value per<br>share | 11/08/2017 | J <sup>(1)</sup> | 135,717 | D | (1) | 747,937 | D |
|----------------------------------|------------|------------------|---------|---|-----|---------|---|

Common  
Stock,

|                                  |            |                  |        |   |     |         |   |
|----------------------------------|------------|------------------|--------|---|-----|---------|---|
| \$.001 par<br>value per<br>share | 11/09/2017 | J <sup>(1)</sup> | 11,874 | D | (1) | 736,063 | D |
|----------------------------------|------------|------------------|--------|---|-----|---------|---|

Common  
Stock,

|                                  |            |                  |        |   |     |         |   |
|----------------------------------|------------|------------------|--------|---|-----|---------|---|
| \$.001 par<br>value per<br>share | 12/28/2017 | J <sup>(1)</sup> | 37,158 | D | (1) | 698,905 | D |
|----------------------------------|------------|------------------|--------|---|-----|---------|---|

Common  
Stock,

|                                  |            |                  |         |   |     |         |   |
|----------------------------------|------------|------------------|---------|---|-----|---------|---|
| \$.001 par<br>value per<br>share | 12/28/2017 | J <sup>(1)</sup> | 303,121 | D | (1) | 395,784 | D |
|----------------------------------|------------|------------------|---------|---|-----|---------|---|

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

|                                                     |                                                        |                                         |                                                             |                                      |                                                                                |                                                                |                                                                     |
|-----------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| Security                                   | (Instr. 3, 4, and 5) |   |            |      | Date Exercisable | Expiration Date       | Title                                    | Amount Number Shares |
|--------------------------------------------|----------------------|---|------------|------|------------------|-----------------------|------------------------------------------|----------------------|
|                                            | Code                 | V | (A)        | (D)  |                  |                       |                                          |                      |
| Warrant to purchase shares of common stock | (1)                  |   | 10/04/2017 | J(1) | 300,000          | 01/01/2015 01/16/2020 | Common Stock, \$.001 par value per share | 300,000              |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                           | Director      | 10% Owner | Officer | Other |
| Flagship Oil & Gas Corp.<br>626 JESSAMINE STREET<br>SAN ANTONIO, TX 78209 |               |           | 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).
- (1) With respect to each of the above transactions, on the date set forth, Flagship Oil & Gas Corp. distributed the securities to the equity holders of Flagship Oil & Gas as a dividend payment.

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.