Digerati Technologies, Inc.
Form 4
February 12, 2015

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESTRADA ANTONIO JR

(Last) (First) (Middle)

3463 MAGIC DRIVE, SUITE 355

(Street)

SAN ANTONIO, TX 78229

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Digerati Technologies, Inc. [DTGI]

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Financial Officer

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	01/21/2015		A(1)		137,143	A	$ 0.24	199,443	D	

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

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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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Numb Share
Option to purchase common stock	$ 4.6	04/04/2014		J[(2)]			3,017	07/16/2009	09/29/2015	Common Stock, $.001 par value per share	3,0
Option to purchase common stock	$ 4.6	04/04/2014		J[(2)]			4,130	07/16/2009	10/03/2015	Common Stock, $.001 par value per share	4,1
Option to purchase common stock	$ 4.6	04/04/2014		J[(2)]			2,174	07/16/2009	09/25/2016	Common Stock, $.001 par value per share	2,1
Option to purchase common stock	$ 4.6	04/04/2014		J[(2)]			3,261	07/16/2009	08/15/2017	Common Stock, $.001 par value per share	3,2
Option to purchase common stock	$ 5.18	04/04/2014		J[(2)]			5,652	02/08/2011	02/01/2018	Common Stock, $.001 par value per share	5,6
Option to purchase common stock	$ 5.75	04/04/2014		J[(2)]			8,261	04/06/2012	04/06/2019	Common Stock, $.001 par value per share	8,2
Convertible Preferred Stock	$ 0	04/04/2014		J[(2)]			175,000	12/30/2012	12/30/2012	Common Stock, $.001 par value per share	175

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESTRADA ANTONIO JR 3463 MAGIC DRIVE, SUITE 355 SAN ANTONIO, TX 78229			Chief Financial Officer	

Signatures

/s/ Antonio Estrada Jr.	02/12/2015
**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) Grant pursuant to 2005 Incentive Compensation Plan.

(2) Pursuant to the terms of the Agreed Order Confirming Joint Plan of Reorganization Filed by Plan Proponents entered in Registrant's bankruptcy proceeding, all outstanding shares of the Company's preferred stock, warrants, options, conversion rights and other rights to acquire shares of common stock and all "super voting" shares were cancelled on April 4, 2014.

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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