Flagship Oil & Gas Corp.
Form 4
April 18, 2018

# 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 *
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(1) | | 270,000 | D | (1) | 2,373,048 | D | |
| Common Stock, $.001 par value per share | 08/21/2017 | | J(1) | | 260,000 | D | (1) | 2,113,048 | D | |
| Common Stock, | 08/24/2017 | | J(1) | | 170,667 | D | (1) | 1,942,381 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| $.001 par value per share | | | | | | | | |
| Common Stock, $.001 par value per share | 09/11/2017 | | J(1) | 50,995 | D | (1) | 1,891,386 | D |
| Common Stock, $.001 par value per share | 11/06/2017 | | J(1) | 1,007,732 | D | (1) | 883,654 | D |
| Common Stock, $.001 par value per share | 11/08/2017 | | J(1) | 135,717 | D | (1) | 747,937 | D |
| Common Stock, $.001 par value per share | 11/09/2017 | | J(1) | 11,874 | D | (1) | 736,063 | D |
| Common Stock, $.001 par value per share | 12/28/2017 | | J(1) | 37,158 | D | (1) | 698,905 | D |
| Common Stock, $.001 par value per share | 12/28/2017 | | J(1) | 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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**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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|---|---|---|

| Security | | | (Instr. 3, 4, and 5) | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| 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 | 300,00 |

# 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.
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