

Digerati Technologies, Inc.
Form SC 13D
February 17, 2015

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. _____)***

DIGERATI TECHNOLOGIES, INC.

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

25375L206

(CUSIP Number)

Flagship Oil and Gas Corp.

626 Jessamine Street
San Antonio, TX 78209

(210) 446-5188

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 13, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF
REPORTING
PERSONS I.R.S.
¹ IDENTIFICATION
NOS. OF ABOVE
PERSONS
(ENTITIES ONLY)

Flagship Oil and
Gas Corp.
CHECK THE
APPROPRIATE
BOX IF A
² MEMBER OF A
GROUP
(see instructions)
(a)
(b)

³
SEC USE ONLY

SOURCE OF
⁴ FUNDS (see
instructions)

WC
CHECK BOX IF
DISCLOSURE OF
LEGAL
⁵ PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) or 2(e)

⁶ CITIZENSHIP OR
PLACE OF
ORGANIZATION

Texas

SOLE VOTING POWER

7

NUMBER OF 2,943,048
SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0
EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 2,943,048
WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY
EACH
REPORTING
PERSON

2,943,048
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
12 ROW (11)
EXCLUDES
CERTAIN
SHARES
(see instructions)

13 PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (11)

54.4%
TYPE OF
REPORTING
PERSON (see
14 instructions)

CO

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NAMES OF
REPORTING
1 PERSONS I.R.S.
IDENTIFICATION
NOS. OF ABOVE
PERSONS
(ENTITIES ONLY)

Craig K. Clement
CHECK THE
APPROPRIATE
BOX IF A
2 MEMBER OF A
GROUP
(see instructions)
(a)
(b)

3
SEC USE ONLY

SOURCE OF
4 FUNDS (see
instructions)

OO
CHECK BOX IF
DISCLOSURE OF
LEGAL
5 PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States of
America

SOLE VOTING POWER

7

NUMBER OF 2,943,148
SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0
EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 2,943,148
WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY
EACH
REPORTING
PERSON

2,943,148
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
12 ROW (11)
EXCLUDES
CERTAIN
SHARES
(see instructions)

13 PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN

ROW (11)

54.4%
TYPE OF
REPORTING
PERSON (see
14. instructions)

IN

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Item 1. Security and Issuer.

This Schedule 13D relates to shares of common stock, par value \$.001 per share ("Common Stock"), of Digerati Technologies, Inc., a Nevada corporation (the "Issuer"). The principal office of the Issuer is 3463 Magic Drive, Suite 355, San Antonio, TX 78229.

Item 2. Identity and Background.

This Schedule 13D is filed jointly by Flagship Oil and Gas Corp., a Texas corporation ("Flagship"), and Craig K. Clement (together, the "Reporting Persons").

The agreement between the Reporting Persons relating to the joint filing of this Schedule 13D is attached as Exhibit 99.1. Information in this Schedule 13D with respect to each of the Reporting Persons is given solely by that particular Reporting Person, and the other Reporting Person has no responsibility for the accuracy or completeness of information with respect to the other Reporting Person.

Flagship is in the business of acquiring and operating producing oil and gas properties. Mr. Clement is the Chief Executive Officer of Flagship and is a citizen of the United States of America. The principal business address for all Reporting Persons is 626 Jessamine Street, San Antonio, TX 78209.

Craig K. Clement has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and was not, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source or Amount of Funds or Other Consideration.

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On January 13, 2015, the Issuer issued 363,636 shares of Common Stock to Flagship for payment of the principal of and accrued interest on the following promissory notes payable to Flagship on the dates indicated:

Promissory Note dated October 31, 2014 in the original principal amount of \$10,000.00 plus interest at the rate of 7.0% per annum due January 5, 2015;

Promissory Note dated November 7, 2014 in the original principal amount of \$10,000.00 plus interest at the rate of 7.0% per annum due January 5, 2015;

Promissory Note dated November 14, 2014 in the original principal amount of \$10,000.00 plus interest at the rate of 7.0% per annum due January 5, 2015; and

Promissory Note dated November 24, 2014 in the original principal amount of \$10,000.00 plus interest at the rate of 7.0% per annum due January 5, 2015.

On January 19, 2015, the Company issued to Flagship 2,279,412 shares of the Common Stock and a warrant for the purchase of an additional 300,000 shares of Common Stock at \$0.136 per share for five years (the "Warrant"). In consideration for these shares and the Warrant, the Company received a promissory note in the original principal amount of \$310,000.00 plus interest at the rate of 7.0% per annum, payable in installments of \$40,000.00 plus accrued interest on January 31, 2015; \$60,000.00 plus accrued interest on February 13, 2015; and \$210,000.00 plus accrued interest on March 6, 2015.

In or about June 2000, Craig K. Clement, on his own behalf, purchased 100 shares of Common Stock pursuant to a stock option granted to him by the Issuer at \$0.30 per share.

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Item 4. Purpose of Transaction.

The information set forth in Item 3 is incorporated by reference into this Item 4.

Except as set forth in this Schedule 13D, the Reporting Persons do not have any present plans, arrangements or understandings that relate to or would result in any of the actions specified in clauses (a) through (j) of the instructions to this Item 4.

Item 5. Interest in Securities of the Issuer.

The information set forth in Item 1 is incorporated by reference into this Item 5.

As of the date of this Schedule 13D, Flagship is the record holder of 2,643,048 shares (the "Flagship Shares") of Common Stock and the Warrant to purchase 300,000 shares (the "Warrant Shares") of Common Stock. The Flagship Shares and the Warrant Shares, in the aggregate, constitute 54.4% of the issued and outstanding shares of Common Stock. This percentage is based on 5,113,030 shares of Common Stock outstanding of the Issuer plus the underlying Warrant Shares pursuant to Rule 13d-3(d)(1)(i)(A) under the Securities Exchange Act of 1934, as amended. The Reporting Persons received the number of shares of Common Stock outstanding from the Issuer. Flagship has sole power to vote or to direct the vote of the Flagship Shares and, if purchased, the Warrant Shares and the sole power to dispose or direct the disposition of the Flagship Shares, the Warrant and, if purchased, the Warrant Shares.

As of the date of this Schedule 13D, Craig K. Clement is the record holder of 100 shares (the "Clement Shares") of Common Stock. Mr. Clement, in his individual capacity, has the sole power to vote or to direct the vote of the Clement Shares and the sole power to dispose or direct the disposition of the Clement Shares. Mr. Clement, in his capacity as Chief Executive Officer of Flagship, also has the sole power to vote or to direct the vote of the Flagship Shares and, if purchased, the Warrant Shares and the sole power to dispose or direct the disposition of the Flagship Shares, the Warrant and, if purchased, the Warrant Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Items 3 and 4 is incorporated by reference into this Item 6. Except as described in Items 3 and 4, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise), including but not limited to transfer or voting of any of the securities, finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profit, division of profits or loss, or the giving or withholding of proxies, between either of the Reporting Persons and any other person with respect to any securities of the Issuer.

Item 7. Material to Be Filed as Exhibits.

The following document is filed as an exhibit to this Schedule 13D:

Exhibit 99.1 – Joint Filing Agreement

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

FLAGSHIP OIL AND GAS
CORP.

By: /s/ Craig K. Clement
Craig K. Clement
Chief Executive Officer

/s/ Craig K. Clement
Craig K. Clement