

Digerati Technologies, Inc.  
Form 10-K/A  
November 15, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-K/A**

(mark one)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended July 31, 2012

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-15687

**DIGERATI TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Nevada**

(State or Other Jurisdiction of Incorporation or Organization)

**74-2849995**

(IRS Employer Identification No.)

3463 Magic Drive, Suite 202

**San Antonio, Texas**

**78229**

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(210) 614-7240**

Securities registered pursuant to Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12(g) of the Act:

**Common Stock, Par Value \$0.001 Per Share**

(Title of Class)

Indicate by check mark if the registrant is a well-know seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)   
Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the issuer was \$1,499,483 based on the closing price of \$0.01 per share on January 31, 2012, as reported on the over-the-counter bulletin board. There were 149,948,268 shares of issuer's Common Stock outstanding as of November 12, 2012.

**Explanatory Note**

Digerati Technologies, Inc. (“the Company”) is filing this Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) to the Company’s Annual Report on Form 10-K for the year ended July 31, 2012, filed with the Securities and Exchange Commission on November 13, 2012. Amendment No. 1 is being filed to report that the Company is relying on Securities Exchange Act of 1934 Release No. 68224, November 14, 2012, granting exemptions from specified provisions of the Exchange Act and certain rules thereunder.

The Form 10-K was due November 29, 2012 and was filed late because the company was unable to file its annual report on Form 10-K for the period ended July 31, 2012, within the prescribed time period, because this filing required additional time to complete and incorporate in the Form 10-K which was filed within the permitted extension time period.

This Amendment does not reflect events that have occurred after the filing of the initial Form 10-K, and does not modify or update the disclosure therein in any way other than as required to reflect the matters set forth herein. Pursuant to Rule 12b-25 of the Securities Exchange Act of 1934, currently dated certifications from our principal executive and principal financial officer are filed, as required by Section 302 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**DIGERATI TECHNOLOGIES, INC.**

Date: November 15, 2012 By: /s/ Arthur L. Smith  
Arthur L. Smith  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacity and on the dates indicated.

| <b><u>Signature</u></b>                        | <b><u>Title</u></b>                      | <b><u>Date</u></b> |
|--|--|--------------------|
| /s/ Arthur L. Smith<br>Arthur L. Smith         | Principal Executive Officer and Director | November 15, 2012  |
| /s/ Antonio Estrada Jr.<br>Antonio Estrada Jr. | Principal Accounting Officer             | November 15, 2012  |
| <u>/s/ John R. Fleming</u><br>John R. Fleming  | Director                                 | November 15, 2012  |
| /s/ Murry R. Nye<br>Murray R. Nye              | Director                                 | November 15, 2012  |