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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 15, 2014**

**Digerati Technologies, Inc.**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or Other Jurisdiction of Incorporation)

**001-15687**

(Commission File Number)

**74-2849995**

(IRS Employer Identification No.)

**3463 Magic Drive, Suite 355**  
**San Antonio, Texas**

(Addresses of principal executive offices)

**78229**

(Zip Code)

Registrant's telephone number, including area code: **(210) 614-7240**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 — Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The following directors of Digerati Technologies, Inc. (the "Company") did not stand for re-election at the Company's Annual Meeting of Shareholders on September 15, 2014:

James J. Davis  
William E. McIlwain  
Arthur L. Smith

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held an Annual Meeting of Shareholders on September 15, 2014. A total of 1,469,411 shares (74.3% of the total shares outstanding) were represented in person or by proxy. The voting totals were:

Election of Directors

| Nominee             | For     | Withheld |
|---------------------|---------|----------|
| Craig K. Clement    | 483,743 | 58,464   |
| Maxwell A. Polinsky | 483,743 | 58,464   |

Approval of Executive Compensation

| For     | Against | Abstain |
|---------|---------|---------|
| 455,927 | 61,580  | 24,700  |

Frequency of Vote on Executive Compensation

| 1 Year  | 2 Year | 3 Year  | Abstain |
|---------|--------|---------|---------|
| 100,304 | 8,707  | 422,916 | 10,280  |

Ratification of LLB & Associates Ltd., LLP as the Company's independent accountant for the year ending July 31, 2014

| For       | Against | Abstain |
|-----------|---------|---------|
| 1,176,965 | 284,314 | 8,132   |

Based upon the non-binding advisory vote of the shareholders, the Company intends to include a vote on the compensation of executives every three years.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Digerati Technologies, Inc.**

By: /s/Arthur L. Smith

Name: Arthur L. Smith

Title: Chief Executive Officer

Dated: September 19, 2014