

DIGERATI TECHNOLOGIES, INC.

FORM S-8 (Securities Registration: Employee Benefit Plan)

Filed 09/13/23

Address	8023 VANTAGE DRIVE SUITE 660 SAN ANTONIO, TX, 78230
Telephone	(210) 614-7240
CIK	0001014052
Symbol	DTGI
SIC Code	7374 - Services-Computer Processing and Data Preparation
Industry	Integrated Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	07/31

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DIGERATI TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

74-2849995

(I.R.S. Employer
Identification No.)

8023 Vantage Dr, Suite 660
San Antonio, Texas 78230
(210) 614-7240

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

Digerati Technologies, Inc. 2015 Equity Compensation Plan
(Full title of the plans)

Arthur L. Smith
President and Chief Executive Officer
Digerati Technologies, Inc.
8023 Vantage Dr, Suite 660
San Antonio, Texas 78230
(210) 614-7240

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Joseph M. Lucosky, Esq.
Lucosky Brookman LLP
101 Wood Avenue South, 5th Floor
Woodbridge, New Jersey 08830
Tel. No.: (732) 395-4400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional 7,500,000 shares of common stock, par value \$0.001 per share (the “Common Stock”), of Digerati Technologies, Inc. (the “Company”), issuable under the employee benefit plan named the Digerati Technologies, Inc. 2015 Equity Compensation Plan (the “Plan”) for which a registration statement of the Company on Form S-8 (File Nos. 333-208089) is effective.

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statements are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

Item 8. EXHIBITS.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File Number	Filing Date	Exhibit	
3.1	Second Amended and Restated Articles of Incorporation of Digerati Technologies, Inc.	8-K	001-15687	04-29-2021	3.1	
3.2	Second Amended and Restated Bylaws	8-K	001-15687	01-21-2015	3.1	
4.1	Digerati Technologies, Inc. 2015 Equity Compensation Plan	S-8	333-208089	11-17-2015	4.1	
4.2	Amendment to the Digerati Technologies, Inc. 2015 Equity Compensation Plan.	8-K	001-15687	09-12-2023	10.2	
5.1	Opinion of Lucosky Brookman LLP				*	
23.1	Consent of MaloneBailey LLP				*	
23.2	Consent of Lucosky Brookman, LLP (included in Exhibit 5.1)				*	
24.1	Power of Attorney (included on signature page to this Registration Statement)				*	
107	Filing Fee Table				*	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on this 13th day of September, 2023.

DIGERATI TECHNOLOGIES, INC.

By /s/ Arthur L. Smith
Arthur L. Smith
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Arthur L. Smith and Antonio Estrada Jr. as his true and lawful attorney-in-fact and agent, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Arthur L. Smith</u> Arthur L. Smith	President and Chief Executive Officer (Principal Executive Officer)	September 13, 2023
<u>/s/ Antonio Estrada Jr.</u> Antonio Estrada Jr.	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 13, 2023
<u>/s/ Craig K. Clement</u> Craig K. Clement	Director	September 13, 2023
<u>/s/ Maxwell A. Polinsky</u> Maxwell A. Polinsky	Director	September 13, 2023



September 13, 2023

LUCOSKY BROOKMAN LLP

101 Wood Avenue South
5th Floor
Woodbridge, NJ 08830

T - (732) 395-4400
F - (732) 395-4401

111 Broadway
Suite 807
New York, NY 10006

T - (212) 332-8160
F - (212) 332-8161

www.lucbro.com

Digerati Technologies, Inc.
8023 Vantage Dr., Suite 660
San Antonio, Texas 78230

RE: Digerati Technologies, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Digerati Technologies, Inc., a Nevada corporation (the "Company"), in connection with a registration statement on Form S-8 (the "Registration Statement") to be filed on September 13, 2023 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 7,500,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), to be issued by the Company pursuant to the Digerati Technologies, Inc. 2015 Equity Incentive Plan, as amended (the "Plan").

We have participated in the preparation of the Registration Statement and have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinion expressed below.

In rendering the opinion expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. In addition, we have assumed and have not verified the accuracy as to factual matters of each document we have reviewed.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that the Shares have been duly authorized by all necessary corporate action of the Company and, when issued in accordance with the terms of the Plan, at prices not less than the par value thereof, will be validly issued, fully paid and non-assessable.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the state of Nevada.

We hereby consent to the use of this opinion as a part (Exhibit 5.1) of the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission thereunder. The opinion expressed herein is rendered on and as of the date hereof, and we assume no obligation to advise you, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date hereof that might affect the opinion expressed herein.

Very truly yours,

/s/ Lucosky Brookman LLP

Lucosky Brookman LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 31, 2022 with respect to the audited consolidated financial statements of Digerati Technologies, Inc. and its subsidiaries for the year ended July 31, 2022. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ MaloneBailey, LLP
www.malonebailey.com
Houston, Texas
September 13, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

DIGERATI TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾ (2)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	457(c) and 457(h)	7,500,000	\$ 0.0398 ⁽³⁾	\$ 298,500	\$110.20 per \$1,000,000	\$ 32.90
Total Offering Amounts					\$ 298,500		\$ 32.90
Total Fee Offsets							-
Net Fee Due							\$ 32.90

- (1) Represents shares of common stock, par value \$0.001 (the “Common Stock”), of Digerati Technologies, Inc. issuable under the Digerati Technologies, Inc. 2015 Equity Incentive Plan, as amended (the “Plan”).
- (2) Also registered hereby are such additional and indeterminate number of shares of Common Stock as may be issuable under the Plan by reason of any stock split, stock dividend, recapitalization, combination of shares, exchange of shares, or other similar change affecting the outstanding Common Stock.
- (3) Estimated solely for the purpose of calculating the registration fee which was computed in accordance with Rule 457(c) and Rule 457(h)(1) under the Securities Act of 1933, as amended (the “Securities Act”), on the basis of the average of the high (\$0.0431) and low (\$0.0365) sales prices per share of the Common Stock as reported on the OTCQB on September 13, 2023.