

Digerati Technologies, Inc.  
Form 8-K  
September 19, 2014

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)

|                          |                                   |
|--------------------------|-----------------------------------|
| <b>001-15687</b>         | <b>74-2849995</b>                 |
| (Commission File Number) | (IRS Employer Identification No.) |

|                                            |              |
|--------------------------------------------|--------------|
| <b>3463 Magic Drive, Suite 355</b>         | <b>78229</b> |
| <b>San Antonio, Texas</b>                  |              |
| (Addresses of principal executive offices) | (Zip Code)   |

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

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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))

## 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

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