

Dishon Terry

Form 3

December 06, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Dishon Terry

(Last)

(First)

(Middle)

15242 39TH LANE NW

(Street)

WILLISTON, ND 58801

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/26/2012

3. Issuer Name and Ticker or Trading Symbol
Digerati Technologies, Inc. [DTGID]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Convertible Preferred Stock	12/30/2012 ⁽¹⁾	12/30/2012	Common Stock	2,000,000 ⁽²⁾	\$ 0	D	Â
Convertible Preferred Stock	12/30/2012 ⁽¹⁾	12/30/2012	Common Stock	4,000,000 ⁽³⁾	\$ 0	I	Member of Riverfront Capital, LLC ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dishon Terry 15242 39TH LANE NW WILLISTON, ND 58801	Â	Â X	Â	Â

Signatures

Terry Dishon 12/06/2012

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This date is approximately 12/30/2012. Preferred stock is convertible automatically to Common stock on effective date of Schedule 14C.
- (2) Reporting owner has a direct contractual right to acquire common stock (2,000,000).
- (3) Reporting owner has a direct contractual right to acquire common stock (4,000,000).
- (4) The 4,000,000 shares mentioned are issued to Riverfront Capital, LLC. Terry Dishon is indirectly acquiring these 4,000,000 shares of Common Stock, as he is the member of Riverfront Capital, LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.