

Digerati Technologies, Inc.
Form S-8 POS
November 10, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT No. 1
FORM S-8 REGISTRATIONS STATEMENT NOS.
333-94439
333-116666
333-130313
333-146228
333-172433**

UNDER THE SECURITIES ACT OF 1933

DIGERATI TECHNOLOGIES, INC.
(Successor to American Telesource International, Inc. and ATSI Communications, 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 355,

San Antonio, Texas
(Address of Principal Executive Offices)

78229
(Zip Code)

American
Telesource
International, Inc.
1998 Stock
Option Plan

ATSI
Communications,
Inc. 2004 Stock
Compensation
Plan

ATSI
Communications,
Inc. 2005 Stock
Compensation
Plan
(Full title of the
plans)

Arthur L. Smith

3463 Magic
Drive, Suite 355

San Antonio,
Texas 78229

With a Copy to

Caroline C. Pace

**Kane Russell
Coleman &
Logan PC**

**5051 Westheimer
Road, 10th Floor**

Houston, TX
77056
(Name and
address of agent
for service)

(210) 614-7240
(Telephone
number, including
area code, of
agent for service)

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

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Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

DEREGISTRATION OF UNSOLD SECURITIES

These Post-Effective Amendments, filed by Digerati Technologies, Inc. (the “Registrant”), as successor in interest to American Telesource International, Inc. and ATSI Communications, Inc., deregister all securities remaining unissued under the following Registration Statements on Form S-8 (each, a “Registration Statement” and, collectively, the “Registration Statements”) filed with the Securities and Exchange Commission (the “Commission”):

Registration Statement on Form S-8 (No. 333-94439), covering 2,000,000 shares of the common stock, \$0.001 par value per share of American Telesource International, Inc., filed with the Commission on January 11, 2000.

Registration Statement on Form S-8 (No. 333-116666), covering 7,500,000 shares of the common stock, \$0.001 par value per share of ATSI Communications, Inc. and an indeterminate number of interests in the ATSI Communications, Inc. 2004 Stock Compensation Plan, filed with the Commission on June 18, 2004.

Registration Statement on Form S-8 (No. 333-130313), covering 7,500,000 shares of the common stock, \$0.001 par value per share of ATSI Communications, Inc. and an indeterminate number of interests in the ATSI Communications, Inc. 2005 Stock Compensation Plan, filed with the Commission on December 15, 2005.

Registration Statement on Form S-8 (No. 333-146228), covering 10,000,000 shares of the common stock, \$0.001 par value per share of ATSI Communications, Inc. and an indeterminate number of interests in the ATSI Communications, Inc. 2005 Stock Compensation Plan, filed with the Commission on September 21, 2007.

Registration Statement on Form S-8 (No. 333-172433), covering 12,500,000 shares of the common stock, \$0.001 par value per share of ATSI Communications, Inc. and an indeterminate number of interests in the ATSI Communications, Inc. 2005 Stock Compensation Plan, filed with the Commission on February 25, 2011.

Pursuant to an Agreed Order Confirming Joint Plan of Reorganization Filed by Plan Proponents (the “Order”) confirming the Plan Proponents’ Joint Chapter 11 Plan of Reorganization as Modified on the Record on April 4, 2014, all outstanding options granted pursuant to the American Telesource International, Inc. 1998 Stock Option Plan, the ATSI Communications, Inc. 2004 Stock Compensation Plan and the ATSI Communications, Inc. 2005 Stock Compensation Plan (the “Plans”) have been cancelled and the offerings pursuant to the Registration Statements have been terminated. In accordance with the undertakings made by the Registrant and its predecessors in interest in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities

that remain unsold at the termination of the offerings, the Registrant hereby removes from registration all shares registered under the Registration Statements but not sold under the Plans.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, and the State of Texas, on November 10, 2015.

DIGERATI TECHNOLOGIES, INC.

By: */s/ Arthur L. Smith*

Arthur L. Smith

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on November 10, 2015.

/s/ Arthur L. Smith

Arthur L. Smith

(Principal Executive Officer)

/s/ Antonio Estrada Jr.

Antonio Estrada Jr.

(Principal Financial and Accounting Officer)

/s/ Craig K. Clement

Craig K. Clement

Director

/s/ Maxwell A. Polinsky

Maxwell A. Polinsky

Director