

**QUARTERLY DISCLOSURE STATEMENT OF:
VGTel, INC.
FOR THE QUARTER ENDED DECEMBER 31, 2018**

1) Name of the issuer and its predecessors (if any)

VGTel, Inc. (the “Company”)

2) Address of the issuer’s principal executive offices

VGTel, Inc.
1750 N. Collins Blvd, Suite 208
Richardson, TX 75080

Website: www.vgtelinc.com

IR Contact: N/A

3) Security Information

Trading Symbol: VGTL

Exact title and class of securities outstanding:

Common Stock

CUSIP: 925543 100

Par or Stated Value: \$0.0001

Total shares authorized:	2,000,000,000	as of: December 31, 2018
Total shares outstanding	514,572,087	as of: December 31, 2018

Preferred Stock

Par or Stated Value: 0.001

Preferred shares Authorized:	10,000,000	
Preferred shares outstanding	1,000	as of: December 31, 2018
Transfer Agent		

Securities Transfer Corporation
2901 N. Dallas Parkway, Suite 380
Plano, TX 75093
(469) 633-0101

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

4) Issuance History

The Company is authorized to issue 2,000,000,000 shares of common stock, par value \$0.0001 per share and 10,000,000 shares of preferred stock, par value \$0.001. We had a total of 514,572,087 common shares and 1,000 preferred shares issued and outstanding as of December 31, 2018.

COMMON STOCK

For the 12 Months Ending March 31, 2015:

The company issued a total of 42,461,043 shares of common stock in order to satisfy conversions of both principal and accrued interest under various convertible promissory notes during the 12-months ending March, 31, 2015. These shares of common stock were issued in reliance on the exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933 (the "Securities Act").

For the 12 Months Ending March 31, 2016:

The company issued a total of 143,023,726 shares of common stock in order to satisfy conversions of both principal and accrued interest under various convertible promissory notes during the 12-months ending March, 31, 2016. These shares of common stock were issued in reliance on the exemption from registration provided by Section 4(a)(2) under the Securities Act.

For the 12 Months Ending March 31, 2017:

The company issued a total of 62,000,000 shares of common stock in order to satisfy conversions of both principal and accrued interest under various convertible promissory notes during the 12-months ending March, 31, 2017. These shares of common stock were issued in reliance on the exemption from registration provided by Section 4(a)(2) under the Securities Act. The specific issuances are as follows:

On May 4, 2016, we issued 20,000,000 shares of common stock converting \$3,175.20 in principal amounts of loans and accrued interest.

On May 13, 2016, we issued 20,000,000 shares of common stock converting \$3,175.20 in principal amounts of loans and accrued interest.

On May 24, 2016, we issued 22,000,000 shares of common stock converting \$3,454.40 in principal amounts of loans and accrued interest.

For the 12 Months Ending March 31, 2018:

The company issued a total of 198,906,666 shares of common stock in order to satisfy conversions of both principal and accrued interest under various convertible promissory notes during the 12-months ending March, 31, 2018. These shares of common stock were issued in reliance on the exemption from registration provided by Section 4(a)(2) under the Securities Act. The specific issuances are as follows:

On February 14, 2018, we issued 13,450,000 shares of common stock converting \$3,362.50 in principal amounts of loans and accrued interest.

On February 16, 2018, we issued 14,100,000 shares of common stock converting \$3,525.00 in principal amounts of loans and accrued interest.

On February 21, 2018, we issued 26,696,833 shares of common stock converting \$8,543.00 in principal amounts of loans and accrued interest.

On February 22, 2018, we issued 14,800,000 shares of common stock converting \$2,466.70 in principal amounts of loans and accrued interest.

On February 26, 2018, we issued 16,900,000 shares of common stock converting \$2,816.70 in principal amounts of loans and accrued interest.

On March 1, 2018, we issued 17,700,000 shares of common stock converting \$2,950.10 in principal amounts of loans and accrued interest.

On March 5, 2018, we issued 18,600,000 shares of common stock converting \$3,100.10 in principal amounts of loans and accrued interest.

On March 8, 2018, we issued 19,500,000 shares of common stock converting \$3,250.70 in principal amounts of loans and accrued interest.

On March 15, 2018, we issued 14,950,000 shares of common stock converting \$2,496.70 in principal amounts of loans and accrued interest.

On March 20, 2018, we issued 42,209,833 shares of common stock converting \$5,065.20 in principal amounts of loans and accrued interest.

For Quarter Ending June 30, 2018:

The company issued a total of 46,000,000 shares of common stock in order to satisfy conversions of both principal and accrued interest under various convertible promissory notes during the 3 months ending June 30, 2018. These shares of common stock were issued in reliance on the exemption from registration provided by Section 4(a)(2) under the Securities Act. The specific issuances are as follows:

On April 3, 2018, we issued 46,000,000 shares of common stock converting \$4,600 in principal amounts of loans and accrued interest.

For Quarter Ending September 30, 2018:

None

For Quarter Ending December 31, 2018:

None

PREFERRED STOCK

On July 6, 2015, the Company created a Certificate of Designation that authorized the issuance of up to one thousand (1,000) shares of a new series designated "Series A Preferred Stock" and established the

rights, preferences and limitations thereof. The Series A Preferred Stock have a stated value of \$100,000 upon issuance and carry voting power equal to 51 percent of the total voting power of all classes of stock. On June 28, 2017, the Company issued all 1,000 shares of its Series A Preferred Stock and is currently issued and outstanding as of December 31, 2018.

5) Financial Statements

The financial statements have been prepared in house for the quarter ending December 31, 2018. These Financial Statements are filed with OTC Markets on their public website and are incorporated herein by reference.

6) Describe the Issuer's Business, Products and Services

A. A description of the issuer's business operations;

The Company had attempted to focus on becoming a participant in multi-platform entertainment with an emphasis on capitalizing on the increasing demand for ultra-high definition (UHD) or 4K content. Our efforts were focused on building and operating scanning laboratories where the company will scan (convert) existing 16mm, 35mm and even 70mm content to UHD 4K and 8K formats. These converted movies will be licensed to a growing market of UHD exhibitors, which include giant screen theaters, commercial broadcast channels and other media platforms. To date, we have converted the following four films: Adrenaline Rush, Alaska: Spirit of the Wild, Amazing Journeys, and Bears and they are all currently being distributed for UHD broadcast in which we receive licensing fees for these conversions.

Though the Company is still currently receiving licensing revenues from its previous UHD 4K conversions, the Company is not seeking to make any further investments into or perform any further UHD 4K film conversions. Rather, the Company has been and is currently researching new business and investment opportunities. Our principal business objective for the next 12 months and beyond will be to achieve long-term growth potential through starting up a new business or a combination with a business. We will not restrict our potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business.

The analysis of new business opportunities has and will be undertaken by or under the supervision of our officers and directors. We have unrestricted flexibility in seeking, analyzing and participating in potential business opportunities. In our efforts to analyze potential acquisition targets, we will consider the following kinds of factors:

- Potential for growth, indicated by new technology, anticipated market expansion or new products;
- Competitive position as compared to other firms of similar size and experience within the industry segment as well as within the industry as a whole;
- Strength and diversity of management, either in place or scheduled for recruitment;
- Capital requirements and anticipated availability of required funds, to be provided by us or from operations, through the sale of additional securities, through joint ventures or similar arrangements or from other sources;
- The cost of participation by us as compared to the perceived tangible and intangible values and potentials;
- The extent to which the business opportunity can be advanced;
- The accessibility of required management expertise, personnel, raw materials, services, professional assistance and other required items; and
- Other relevant factors.

In applying the foregoing criteria, no one of which will be controlling, we will attempt to analyze all factors and circumstances and decide based upon reasonable investigative measures and available data. Potentially available business opportunities may occur in many different industries, and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex. Due to our limited capital available for investigation, we may not discover or adequately evaluate adverse facts about any opportunity the Company may pursue.

B. *Date and State (or Jurisdiction) of Incorporation:*

The Company was organized under the laws of the State of New York on February 5, 2002 under the name Tribeka Tek, Inc. In January 2006, we changed our corporate name to VGTel, Inc. by filing an amended certificate of incorporation.

C. *The issuer's primary and secondary SIC Codes:*

6700, Holding Company.

D. *The issuer's fiscal year end date:*

March 31.

E. *Principal products or services, and their markets:*

Holding Company potential long growth business/business combinations.

7) Describe the Issuer's Facilities

The Company maintains a corporate office located at 1750 N. Collins Blvd, Suite 208, Richardson, TX 75080. There are no lease terms associated with this office location and is currently being provided to the Company free of charge by a third party.

8) Officers, Directors, and Control Person

A. Officers, Directors, and Control Person

Michael Gelmon

President, Secretary, and Chief Executive Officer

Holder of 1000 shares of Series A Preferred stock carrying voting power equal to fifty-one percent (51%) of the total voting power of all classes of stock.

Neil Fogel

CFO & Sole Director

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. *A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses):*

None

2. *The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities:*

None

3. *A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated:*

None

4. *The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.*

None

C. Beneficial Shareholders.

Name of Beneficial Owner	Number of Common Shares ¹	Percentage (%)
Neil Fogel 1750 N. Collins Blvd, Suite 208, Richardson, TX 75080	-0-	<1%
All Directors/Officers as a Group	-0-	<1%

Name of Beneficial Owner	Number of Preferred Shares ²	Percentage (%)
Michael Gelmon 1750 N. Collins Blvd, Suite 208 Richardson, TX 75080	1,000	100%

¹ Based on a total of 514,572,087 common shares outstanding as of June 30, 2018.

² Based on a total of 1,000 shares of Series A Preferred shares outstanding at June 30, 2018. The Series A Preferred shares carry voting power equal to 51% of the total voting power of all classes of stock.

9) Third Party Providers

Legal Counsel:

The McGeary Law Firm, P.C.
1600 Airport Fwy, Suite 300
Bedford, TX 76022

Accountant or Auditor: None

Investor Relations Consultant: None

Other Advisor: None

10) Issuer Certification

I, Neil Fogel, certify that:

1. I have reviewed this initial disclosure statement of VGTel, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: February 4, 2019

/S/ Neil Fogel
CFO and Sole Director