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

FORM 8-K

CURENT REPORT
Pursuant to Section 13 or 15 (d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 14, 2015

B2 Digital, Incorporated
(Exact name of registrant as specified in its charter)

Delaware	0-11882	84-0916299
(State or other jurisdiction Of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Rodney P. Hunt Chairman 201 Chain Bridge Rd. McLean, VA. 22101 & Paul LaBarre CEO 3177 E. Redfield Rd., Gilbert, Az 85234
(Address of principal executive Offices) (Zip Code) (Zip Code)

Registrant's telephone number, including areas code: (480)639-0876

(Former name or former address, if changed since last report)

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 (See General Instructions A.2 below):

( ) Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

( ) Soliciting materials 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 240.13

Item 1.01 B2 Digital, Inc. Board of Directors approved and authorized Ernest G. McKay, Secretary and Director of B2 Digital to testify for Paul D.H. LaBarre at a Chapter 11 hearing and to offer the full support of B2 Digital in this matter.

On February 26, 2015, B2 Digital, Inc. Board of Directors did Approve and Authorize Ernest G. McKay, Secretary and Director of B2 Digital to offer testimony in the support of Paul D.H. LaBarre at a Chapter 11 hearing. Ernest G. McKay was further authorized to provide financial support in this matter. This resolution was signed by the Chairman and three directors of the B2 Digital Board of Directors. C.E.O. Paul D.H. LaBarre Abstained from voting on this resolution!

Other than with respect to the transaction, there is no material relationship between the Company or any director or officer of the Company, or any associate of any such director or officer.

As of this date the B2 Digital, Inc. has not issued a Press Release concerning this matter.

Item 1.02 B2 Digital, Inc. Board of Directors approved and authorized to receive a loan of Six-Thousand Dollars ($6,000) from Good Hunting Inc..

On March 17, 2015, B2 Digital, Inc. Board of Directors did approval and Authorize to accept a loan of Six-Thousand Dollars ($6,000) from Good Hunting Inc. This resolution was signed by Chairman Rodney P. Hunt, with Directors Ernest McKay, Andrew Georgens and Paul D.H. LaBarre Abstaining for reason that is so stated with each Director on the attached BOD Resolution. The funds from this loan are to be used to pay OTC markets and additional cost in bringing B2 Digital back to current information on the OTC Markets.

Other than with respect to the transaction, there is no material relationship between the Company or any director or officer of the Company, or any associate of any such director or officer.

As of this date the B2 Digital, Inc. has not issued a Press Release concerning this matter.

Financial Statements and Exhibits can be found for B2 Digital on: www.octmarkets.com Posted July 27, 2013, Year End Report, March 31, 2013.

(d) Exhibits

Exhibit No.	Description	
	10.1	BOD Approval for Ernest G. McKay to Testify and offer support 02-26-2015
	10.2	BOD Approval for Loan from Good Hunting, Inc. 03-17-2015

Pursuant to the requirements of the Security Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 14. 2015

B2 Digital, Incorporated

By:/s/ Paul D.H. LaBarre
Paul D.H. LaBarre
C.E.O. B2 Digital

Exhibit 10.1

02-26-2015

B2 DIGITAL INC.

**UNANIMOUS WRITTEN CONSENT
TO ACTION WITHOUT A MEETING
OF THE BOARD OF DIRECTORS**

The undersigned, being all the directors of B2Digital Inc., a Delaware corporation (the "Company"), and acting by written consent without a meeting pursuant to Section 6 of Article V of the Bylaws of the Company and Section 141(f) of the Delaware General Corporations Law, hereby adopt the following resolutions effective as of the date first written below with the same force and effect as if adopted at a duly convened meeting of the Board of Directors:

1. **Approval and Authorization for C.E.O. to Retain Legal Counsel.**

WHEREAS, the Board of Directors have selected to Authorize Ernest G. McKay, Secretary and Director of B2 Digital, Inc.; to testify at Bankruptcy hearing to be held on March 2, 2015, to offer the full support of Paul D.H. LaBarre in settling his bankruptcy issues under a converted Chapter 11.

WHEREAS, the Company will through Ernest G. McKay, Secretary and Director of B2 Digital, Inc. will provide the financial support in helping to settle Paul D.H. LaBarre in his bankruptcy issue under a converted Chapter 11. The Board of Directors does further approve and authorize the issue of common stock in B2 Digital, Inc. (BTDG) if so needed as a part of any legal agreement so entered into by Paul D.H. LaBarre in settling is issues under a converted Chapter 11.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the Authorization to allow Ernest G. McKay, Secretary and Director handle any outstanding issues in dealing with this matter. It is the opinion of the Board of Directors that the experience of Paul D.H. LaBarre is of such an asset to the company that our total supports is required. It is further authorized that Ernest G. McKay, Secretary and Director is to negotiate any and all terms of the legal arrangement for payment to include use of B2 Digital, Inc. Public traded stock.

RESOLVED, that the Board of Directors has concluded, in its good faith business judgment that the issuance of this authorization is in the best interests of the Company;

2. **Omnibus**

RESOLVED, that any and all actions heretofore taken by the officers of the Company in its name and on its behalf in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects as and for the acts of the Company by the Board of Directors of the Company.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed on behalf of and in the name of the Company at any time and from time to time and without further action by or

authority or direction from the Board of Directors of the Company to take all such actions, to make or cause to be made and to execute and deliver any and all agreements, instruments, documents, and certificates and any and all changes, modifications or additions thereto, and to do or cause to be done any and all acts or thing as such officer deems necessary, advisable or appropriate to carry out the purposes and intent of the foregoing resolutions.

This Written Consent may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent as of February 26, 2015.

Rodney P. Hunt – Chairman

Ernest G. McKay – Secretary - Director

Akram Muhammad – President - Director

Andrew [illegible] - Director

ABSTAINED FROM VOTING–See Exhibit A

Paul D.H. LaBlanc – C.E.O. - Director

EXHIBIT A

DISCLOSURE OF PAUL D.H. LABARRE

Paul D.H. LaBarre is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Paul D.H. LaBarre as Chief Executive Officer is the person named in this BOD Authorization. As such, THERE COULD BE AN INHERENT CONFLICT OF INTEREST.

All of the members of the B2 Digital Board of Directors have been so advised that this conflict could exist and that being the case Paul D.H. LaBarre has abstained from voting in regard to this BOD Authorization to retain legal counsel.

By the executing of the Board Resolution, B2 Digital acknowledges being Warned about the above and is waving the Company's right to assess a claim against Paul D.H. LaBarre, related to this Authorization and against any of the parties that are affiliated with Paul D.H. LaBarre for failing to inform the Board of Directors of B2 Digital, Inc. that there was in fact a possible conflict of interest.

Good Hunting Loan an Check 03/17/2015

B2 DIGITAL INC.

UNANIMOUS WRITTEN CONSENT TO ACTION WITHOUT A MEETING OF THE BOARD OF DIRECTORS

The undersigned, being all the directors of B2Digital Inc., a Delaware corporation (the "Company"), and acting by written consent without a meeting pursuant to Section 6 of Article V of the Bylaws of the Company and Section 141(f) of the Delaware General Corporations Law, hereby adopt the following resolutions effective as of the date first written below with the same force and effect as if adopted at a duly convened meeting of the Board of Directors:

1. **Approval and Authorization For Loan from Good Hunting, Inc.,**

WHEREAS, the Board of Directors have selected to accept a loan offer by Good Hunting, Inc. in the amount of Six-Thousand dollars ($6,000) for the purpose of paying the current fees due to OCT Markets. In exchange for said loan, B2 Digital, Inc. will issue restricted common stock under Rule 144. The amount of common shares to be issued will be based on the current trading price as listed over the last five days of trading, with a discount of 50%. Should a reverse take place before the issue of common shares under this resolution the amount to be issued will be divided as to the reverse. The shares will be issued at the earliest opportunity.

WHEREAS, it is the desire of the Company to accept the loan offered by, Good Hunting, Inc., in the amount of Six-Thousand dollars ($6,000). Whereas it is further the desire of the Company to offer in exchange for said loan to issue to Good Hunting, Inc. restricted common stock under Rule 144. The amount of shares to be issued will be based on the current trading price as listed over the last five days of trading, with a discount of 50%. Should a reverse take place before the issue of common shares under this resolution the amount to be issued will be divided as to the reverse. The shares will be issued at the earliest opportunity. The Board of Directors does further approve and authorize the issue of common stock in B2 Digital, Inc. (BTDG) as a part of this transaction.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide to accept a loan from Good Hunting, Inc. in the amount of Six-Thousand dollars ($6,000) to pay to OTC Markets; the purpose of this loan is to bring B2 Digital to current information status with OTC Markets. Therefore, let it be further resolved that B2 Digital will issue common stock under Rule 144 as listed above to Good Hunting, Inc. for the purposes of this loan.

RESOLVED, that the Board of Directors has concluded, in its good faith business judgment that the issuance of this authorization is in the best interests of the Company;

2. **Omnibus**

RESOLVED, that any and all actions heretofore taken by the officers of the Company in its name and on its behalf in connection with the foregoing resolutions

are hereby ratified, confirmed and approved in all respects as and for the acts of the Company by the Board of Directors of the Company.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed on behalf of and in the name of the Company at any time and from time to time and without further action by or authority or direction from the Board of Directors of the Company to take all such actions, to make or cause to be made and to execute and deliver any and all agreements, instruments, documents, and certificates and any and all changes, modifications or additions thereto, and to do or cause to be done any and all acts or thing as such officer deems necessary, advisable or appropriate to carry out the purposes and intent of the foregoing resolutions.

This Written Consent may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent as of March 17, 2015

Rodney P. Hunt – Chainman - Director

ABSTAINED FROM VOTING–See Exhibit A

Ernest G. McKay – Secretary - Director

ABSTAINED FROM VOTING–See Exhibit B

Andrew Georgens - Director

ABSTAINED FROM VOTING–See Exhibit C

Paul D.H. LaBarre – C.E.O. - Director

EXHIBIT A

DISCLOSURE OF ERNEST G. MCKAY

Ernest G. McKay is Secretary, an equity member of the B2 Digital Board of Directors and a member of the Good Hunting, Inc. Board of Directors. Ernest G. McKay is a member of and as such, THERE COULD BE AN INHERENT CONFLICT OF INTEREST.

All of the members of the B2 Digital, Inc. Board of Directors have been so advised that this conflict could exist and that being the case Ernest G. McKay has abstained from voting in regard to this BOD Authorization to accept a loan from Good Hunting, Inc., to B2 Digital, Inc.

By the executing of the Board Resolution, B2 Digital, Inc. acknowledges being Warned about the above and is waving the Company's right to assess a claim against Ernest G. McKay, related to accepting this loan and against any of the parties that are affiliated with Ernest G. McKay for failing to inform the B2 Digital Board of Directors of that there was in fact a possible conflict of interest.

EXHIBIT B

DISCLOSURE OF ANDREW GEORGENS

Andrew Georgens is an equity member of B2 Digital, Inc. Board of Directors. Andrew Georgens is also a member of the Good Hunting, Inc. Board of Directors and as such, THERE COULD BE AN INHERENT CONFLICT OF INTEREST.

All of the members of the Board of Directors of B2 Digital, Inc. have been so advised that this conflict could exist and that being the case Andrew Georgens has abstained from voting in regard to this BOD Authorization to accept a loan from Good Hunting, Inc.

By the executing of the Board Resolution, B2 Digital, Inc. acknowledges being Warned about the above and is waving the Company's right to assess a claim against Andrew Georgens, related to this Authorization and against any of the parties that are affiliated with Andrew Georgens for failing to inform the Board of Directors of B2 Digital, Inc. that there was in fact a possible conflict of interest.

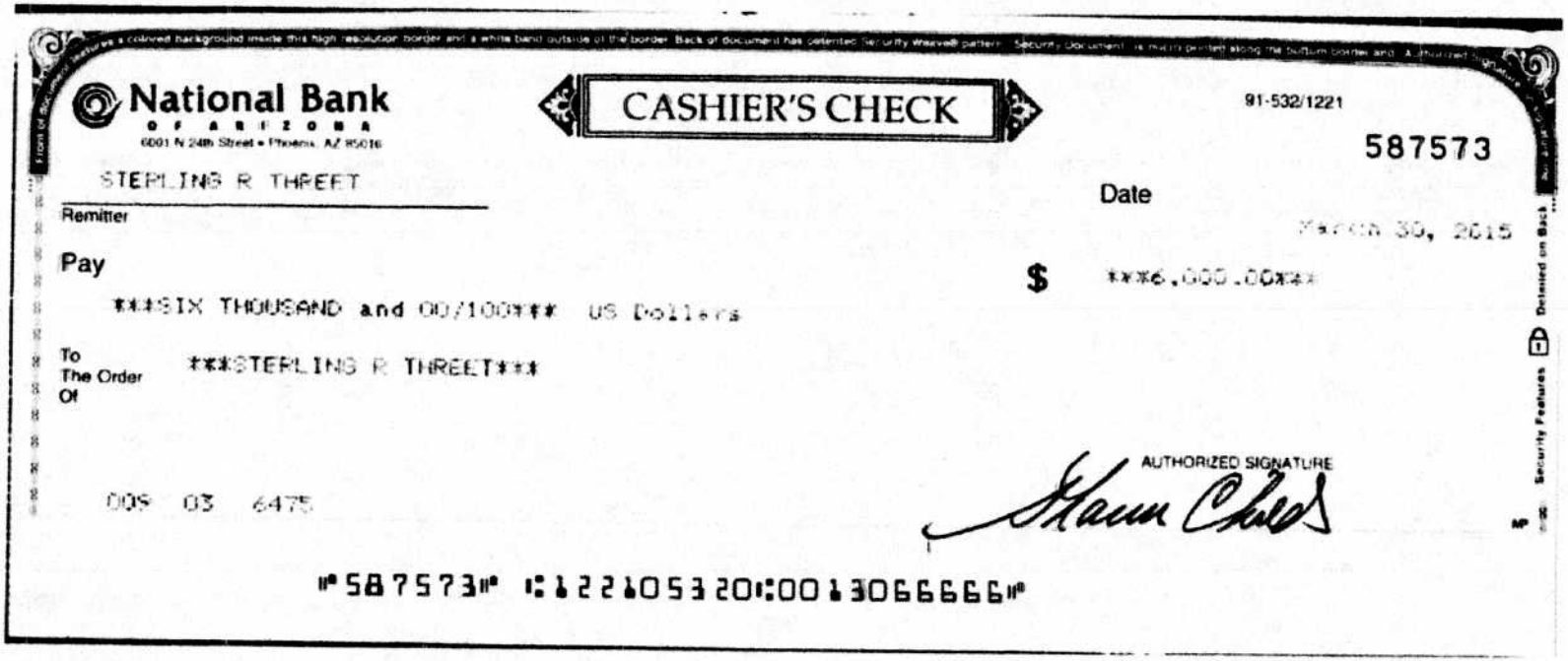
EXHIBIT c

DISCLOSURE OF PAUL D.H. LABARRE

Paul D.H. LaBarre is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Paul D.H. LaBarre as Chief Executive Officer is a person that has a past history with the Chairman of Good Hunting, Inc. Ms. Tamara Hunt, as he adopted three of Ms. Hunt's sons. As such, THERE COULD BE AN INHERENT CONFLICT OF INTEREST.

All of the members of the B2 Digital Board of Directors have been so advised that this conflict could exist and that being the case Paul D.H. LaBarre has abstained from voting in regard to this BOD Authorization to accept the loan from Good Hunting Inc.

By the executing of the Board Resolution, B2 Digital acknowledges being Warned about the above and is waving the Company's right to assess a claim against Paul D.H. LaBarre, related to this accept this loan and against any of the parties that are affiliated with Paul D.H. LaBarre for failing to inform the Board of Directors of B2 Digital, Inc. that there was in fact a possible conflict of interest.



National Bank
OF ARIZONA
6001 N 24th Street • Phoenix, AZ 85016

CASHIER'S CHECK

91-532/1221

587573

STERLING R THREET
Remitter

Date
March 30, 2015

Pay
$ ***6,000.00***

SIX THOUSAND and 00/100 US Dollars

To
The Order
Of
STERLING R THREET

AUTHORIZED SIGNATURE

005 03 6475

⑈587573⑈ ⑆122105320⑆00130666666⑈

Security Features Detailed on Back