UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
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): November 3, 2012

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.)

1030 S. Mesa Drive, Mesa, Arizona 85210
(Address of principal executive Offices) (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 240.13e-4(c)

Item 1.01 B2 Digital, Inc. Board of Directors Authorize CEO Paul D.H. LaBarre work with Cold River Capital to Purchase Judgment

On November 3, 2012, B2 Digital, Inc., Board of Directors authorized CEO Paul D.H. LaBarre to send a letter to Mr. Phil Sands President of Cold River Capital for the purpose of purchasing the outstanding Judgment against B2 Digital, Inc. and Paul LaBarre. It is the intent of this arrangement that the current pending Judgment be purchased by a third party. Mr. LaBarre ABATAINED from voting on this matter as he was the person authorized to take such action.

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 9.01 Financial Statements and Exhibits

Financial Statements and Exhibits can be found for B2 Digital on: www.octmarkets.com Posted May 14, 2012, Year End Report, on Page 20,21,22,23.

(d) Exhibits

Exhibit No.	Description	
	10.1	BOD resolution dated November 3, 2012

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: November 3. 2012

B2 Digital, Incorporated

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

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 Paul D.H. LaBarre Chief Executive Officer (CEO) of B2 Digital, Inc.; to send a letter to Phil Sands of Cold River Capital to purchase the Judgment against B2 Digital and CEO Paul LaBarre.

WHEREAS, the Company will through Paul D.H. LaBarre as Chief Executive Officer authorize any and all written contracts in this matter as to legal purchase of said judgment. 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.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the Authorization to allow Paul D.H. LaBarre as Chief Executive Officer (CEO) of B2 Digital, Inc. to enter into an agreement with Phil Sands of Cold River Capital for the purchase of said Judgment currently held by DirecTV. Paul D.H. LaBarre is further authorized 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 November 5, 2012.

Rodney P. Hunt – Chairman

Ernest G. McKay – Secretary - Director

Atonn Muhammad – President - Director

Andrew Georgens - Director

ABSTAINED FROM VOTING–See Exhibit A

Paul D.H. LaBarre – 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.