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 to receive a loan of Fifteen-Thousand Dollars ($15,000) from Good IIunting Inc..

On April 27, 2015, B2 Digital, Inc. Board of Directors did approval and Authorize to accept a loan of Fifteen-Thousand Dollars ($15,000) 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 reasons that are so stated with each Director on the attached BOD Resolution. The funds from this loan are to be used to pay Five-Thousand Dollars ($5,000) as a retainer to Wani I. Manly P.A. Attorney at Law as legal counsel for B2 Digital, Inc. an additional Ten-Thousand Dollars ($10,000) will be used to pay part of Invoice No. 1919 to Manhattan Transfer Registrar Company.

This Resolution further Approved and authorized the Secretary of B2 Digital Ernest G. McKay to make the wire transfers to Wani I. Manly P.A. and to Manhattan Transfer Registrar Company in the amount listed in this Resolution.

This Resolution further Approved and Authorized the issuance of a Promissory Note to Good IIunting Inc. in the amount of Twenty-One Thousand Dollars ($21,000) to cover this loan and the first loan of Six-Thousand Dollars ($6,000) authorized on March 17, 2015. The promissory note will contain language to allow a 50% discount as a debt conversion to restricted stock under Rule 144. Number of shares to be issued will be covered on the past five days of trading once the option to convert said note has been received in writing from Good Hunting, Inc.

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 to Accept a Secondary Loan of $15,000 from Good Hunting Inc. April 27, 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

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 of Secondary Funding From Good Hunting, Inc.**

WHEREAS, the Company desires to accept a second loan from Good Hunting. Inc., this loan will be in the amount of Fifteen-Thousand Dollars ($15,000); loan is to be used in the following manner; for the Legal Services Retainer of W. Manly, P.A. Security Attorney, Engagement letter attached; retainer fee to be Five-Thousand dollars ($5,000) Whereas, the Company further desires to make a payment for back services of Manhattan Transfer in the amount of Ten-Thousand dollars ($10,000). In exchange for this loan of Fifteen-Thousand dollars ($15,000) B2 Digital will offer to Good Hunting Inc. in exchange for said loan, 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. A promissory note will also be issued in the amount of Twenty-One Thousand dollars ($21,000); in support of this transaction.

WHEREAS, the Company desires to accept a second loan from Good Hunting, Inc. this loan will be in the amount of Fifteen-Thousand dollars ($15,000) in exchange for 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. The Company does hereby authorize Ernest McKay, Secretary of Good Hunting, Inc. and Secretary of B2 Digital, Inc. to send a wire transfer to W. Manly, P.A. as instructed in the attached Engagement letter of April 17, 2015 The Company does further authorize Ernest McKay Secretary of Good Hunting, Inc. and Secretary of B2 Digital, Inc., to send a wire transfer to Manhattan Transfer per wiring instructions attached. The company does further instruction and authorize Ernest McKay Secretary of Good Hunting Inc. to have a Promissory Note written and signed by the B2 Digital CEO Paul D.H. LaBarre, in support of the total loan amount as of this date, Twenty-One Thousand dollars ($21,000).

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the Authorization to allow Ernest McKay, Secretary of Good Hunting Inc. and Secretary of B2 Digital, Inc., to issue two wire transfers one to W. Manly, P.A.

and the second one to Manhattan Transfer, in the amounts listed above. Let it be further resolved that Ernest McKay will provide to B2 Digital, Inc. a Promissory Note in the amount of Twenty-One Thousand dollars $21,000), that said note is to be returned to the Board of Directors of Good Hunting, Inc., signed by B2 Digital CEO and approved by the B2 Digital Board of Directors.

RESOLVED, that the Board of Directors has concluded, in its good faith business judgment that the issuance of this offer 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 April 27, 2015

Rodney P. Hunt – Chairman - 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.