

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

FORM 8-K

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

Date of Report (Date of earliest event reported): September 30, 2016

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)

Registrant's telephone number, including areas code: (602) 625-7653

(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 September 28, 2016, B2 Digital, Inc. BOD Resolution to Approve and accept a loan of \$10,000 from Good Hunting Inc.

On September 28, 2016, the B2 Digital, Inc. the B2 Digital Board of Directors Approved and agreed to accept a loan from Good Hunting, Inc. in the amount of Ten-Thousand Dollars for payment to Wain I. Manly, Security Attorney for B2 Digital, Inc. per invoice attached. With an additional payment of Five-Thousand Dollars to be made to Manhattan Transfer for past services rendered. C.E.O. Paul D.H. LaBarre was present along with Andrew Georgens. Chairman Rodney P. Hunt was unavailable due to a family issue and this being the case did abstain from voting on this issue. Andrew Georgens also did abstain; both because of a possible Conflict of Interest.

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 20, 2016, Quarterly Report - B2 Digital Quarterly Report June 30, 2016 Updated.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
No.	10.1 BOD Resolution to Approve and accept a loan of \$10,000 from Good Hunting Inc.

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 13, 2016

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 Ten-Thousand Dollars (\$10,000); loan is to be used in the following manner; for the Legal Services rendered by W. Manly, P.A. Security Attorney, to write the legal opinion for B2 Digital, Inc. attached; Invoice No. 02 fees to be Three-Thousand & Nine Hundred & Seventy-five dollars (\$3,975.00). Whereas, the Company further desires to make a payment for back services of Manhattan Transfer in the amount of Five-Thousand dollars (\$5,000). In exchange for this loan of Ten-Thousand dollars (\$10,000) 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 Ten-Thousand dollars (\$10,000); 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 Ten-Thousand dollars (\$10,000) 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 Andrew Georgens, 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 Fee services Invoice of August 5, 2016. The Company does further authorize Andrew Georgens 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 Andrew Georgens Secretary of Good Hunting Inc. to have a Promissory Note written and signed by the B2 Digital, Inc. CEO Paul D.H. LaBarre, in support of the total loan amount as of this date, Ten-One Thousand dollars (\$10,000).

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the Authorization to allow Andrew Georgens, 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 Andrew Georgens will provide to B2 Digital, Inc. a Promissory Note in the amount of Ten-One Thousand dollars (\$10,000), 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 September 28, 2016

ABSTAINED FROM VOTING—See Exhibit A

Rodney P. Hunt – Chainman - Director

ABSTAINED FROM VOTING—See Exhibit B

Andrew Georgens – Secretary - Director



Paul D.H. LaBarre – C.E.O. - Director

EXHIBIT A

DISCLOSURE OF RODNEY P. HUNT

Rodney P. Hunt is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Rodney P. Hunt as Chairman of B2 Digital, Inc. has several personal issues currently pending. 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 Rodney P. Hunt 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 Rodney P. Hunt, related to this accept this loan and against any of the parties that are affiliated with Rodney P. Hunt for failing to inform the Board of Directors of B2 Digital, Inc. 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.



MANLY, P.A.
ATTORNEY AND COUNSELOR AT LAW

Pau D.H. LaBarre
B2 Digital, Inc.
25 N. Longmore
Mesa, Arizona 85201

Invoice Number: 02
Invoice Date: August 5, 2016
Matter Number: 2016-002

Representation Re Securities Law and Regulation

INVOICE SUMMARY

Fees:	\$ 3975.00
Disbursements:	\$ 0.00
Initial Retainer Fee:	\$ 5000.00
Amount Due for this Invoice:	\$ 3975.00
Previous Invoices Outstanding as of the Date of this Invoice:	\$ 00.00
TOTAL DUE (INCLUDING OUTSTANDING INVOICES):	\$ 3975.00

TOTAL IS DUE UPON RECEIPT OF INVOICE.

Thank you for your prompt payment and we appreciate your continued business.

PAYMENT INSTRUCTIONS

Remit Wire Payments to:

***Remit Credit Card Payments
via PayPal¹ to:***

Direct Billing Inquiries to:

Citibank, N.A.
Account No.: 3290325259
Routing No.: 266086554
For credit to W. Manly, P.A.

Wani Iris Manly, Esq.
wmanly@manlylaw.com

WManly@manlylaw.com

Citibank, N.A.
Brickell Branch
502 Brickell Avenue
Miami, Florida 33131

¹ Payments made through PayPal will be subject to a 2.9% + \$.30 Service Fees

W. Manly, P.A.

08/5/16

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REPRESENTATION RE SECURITIES LAW

LEGAL SERVICES

DATE	HOURS	TIMEKEEPER	NARRATIVE
06/01/16	.75	WIM	Read and reviewed email correspondence from PL and related attachments in response to Questions 14 and 15; Email correspondence with PL re changes to be incorporated in the opinion.
06/02/16	.25	WIM	Email correspondence with PL re interviewing beneficial shareholders.
06/06/16	.25	WIM	Skype call with EM.
06/09/16	.75	WIM	Email correspondence with PL re interviewing beneficial shareholders and additional support for the legal opinion.
06/10/16	.75	WIM	Telephone conference with RH, TC with AG; Email correspondence with PL.
06/19/16	.75	WIM	TC with RH and AM; Email correspondence with PL.
06/21/16	.5	WIM	TC with TH; Email correspondence with PL.
06/27/16	.5	WIM	TC with TSE; Email correspondence with PL.
06/30/16	.25	WIM	TC with RH; Email correspondence with RH.
07/01/16	1.5	WIM	Revised legal opinion; TC with TH; Email correspondence with PL and RR.
07/13/16	1.0	WIM	Reviewed March 31, 2016 Annual Report and June 30 th Quarterly Report; Email correspondence with PL.
07/17/16	.5	WIM	Skype call with RR.
07/19/16	1.0	WIM	Reviewed updated March 31, 2016 Annual Report and updated June 30 th Quarterly Report; Email correspondence with PL.
07/29/16	4.25	WIM	Reviewed 2 nd updated March 31, 2016 Annual Report and 2 nd updated June 30 th Quarterly Report; Reviewed the rest of company's filings posted on OTC Markets' News Service; Edited legal opinion; Email correspondence with PL, JA and RH.

07/30/16

.25

WIM

TC with RH.

TOTAL HOURS:

13.25

W. Manly, P.A.

08/05/16

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TOTAL SERVICES: **\$3975.00**

TIME SUMMARY

TIMEKEEPER	RATE	HOURS	TOTAL
Wani Manly	\$300/hr	13.25	\$3975.00

TOTAL SERVICES: **\$3975.00**

DISBURSEMENTS AND COSTS SUMMARY

DISBURSEMENT AND COSTS SUMMARY

Copying Costs	\$0.00
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TOTAL DISBURSEMENTS AND COSTS: **\$0.00**

W. Manly, P.A.

08/05/16

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MATTER TOTAL

TOTAL SERVICES:	\$3975.00
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TOTAL DISBURSEMENTS AND COSTS:	\$0.00
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TOTAL AMOUNT DUE FOR THIS MATTER:	\$3975.00
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