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): February 8, 2017

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.)

Paul LaBarre CEO 25 N. Longmore, Mesa, Az. 85201
(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 On February 8, 2017, B2 Digital, Inc. Board of Directors Authorized the sale of 100,000,000 shares of Common Stock under Rule 144 to B2 Management LLC.

On February 8, 2017, B2 Digital, Inc., Board of Directors, Authorized C.E.O. Paul D.H. LaBarre, to sale 100,000,000 shares of Common Stock under Rule 144 (Restricted) to B2 Management LLC. The price for 100,000,000 Ten-Thousand Dollars ($10,000) and once the funds are received in the B2 Digital, Inc. checking account! The Board of Directors further Authorized C.E.O. Paul D.H. LaBarre to send a copy of the BOD Resolution to John Ahearn of Manhattan Transfer to send a certificate for 100,000,000 shares of Common Stock under Rule 144 (Restricted) to B2 Management LLC. In this BOD Resolution Mr. Greg P. Bell "Abstained" because he has a relationship with both B2 Digital, Inc. as a Director and with B2 Management LLC of ownership.

Other than with respect to the transaction, there is no other material relationship between the Company or any director and or officer of the Company, or any associate of any such director or officer, that has not been listed at this time.

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

Exhibit No.	Description
10.1	BOD Resolution Authorization Sale of 100,000,000 shares of Common Stock under Rule 144 (Restricted)

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: February 8, 2017 B2 Digital, Incorporated

/s/ Paul D.H. LaBarre CEO

/s/Andrew Georgens CFO

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. <u>Approval and Authorization for Sale of 100 Million shares of common stock under Rule 144.</u>

WHEREAS, the Board of Directors have a request for purchase of 100, 000,000 shares of B2 Digital, Inc. Common Stock Shares, par value $0.00001, under Rule 144. Said shares would be transferred to B2 Management LLC, once the payment of Ten-Thousand Dollars has been deposited in the B2 Digital, Inc. bank account with Wells Fargo Bank. Account information to be supplied to B2 Management LLC.

WHEREAS, the Company Approved and Authorized C.E.O. Paul D.H. LaBarre to sale 100,000,000 Shares of Common Stock, under Rule 144 to B2 Management LLC. Upon receipt of the purchase price of Ten-Thousand dollars having been received, C.E.O. Paul D.H. LaBarre will send a copy of this Board Resolution to John Ahearn of Manhattan Transfer to send B2 Management LLC a certificate for said 100,000,000 Shares of Common Stock under Rule 144. C.E.O. Paul D.H. LaBarre will provide to B2 Management LLC the B2 Digital, Inc. banking information for the Wells Fargo Bank account.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the Authorization to allow C.E.O. Paul D.H. LaBarre to sale to B2 Management LLC, 100,000,000 Shares of Common Stock, under Rule 144. It is further resolved that once payment has been received that C.E.O. Paul D.H. LaBarre will forward a copy of the Resolution to John Ahearn of Manhattan Transfer to issue said certificate in the amount of 100,000,000 in the name of B2 Management LLC.

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. <u>Omnibus</u>

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 8, 2017

Paul D.H. LaBarre C.E.O - Director

Andrew Georgens – Secretary Director

ABSTAINED FROM VOTING–See Exhibit A

Greg P. Bell - Director

EXHIBIT A

DISCLOSURE OF GREG P. BELL

Greg P. Bell is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Greg P. Bell as Chairman of B2 Management LLC 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 Greg P. Bell has abstained from voting in regard to this BOD Authorization to sale 100,000,000 Share of Common Stock under Rule 144 to B2 Management LLC..

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 Greg P. Bell, related to this sale of Share of Common Stock under Rule 144 to B2 Management LLC and against any of the parties that are affiliated with Greg P. Bell for failing to inform the Board of Directors of B2 Digital, Inc. that there was in fact a possible conflict of interest.